



Project Management Institute
Design · Procurement · Construction
Specific Interest Group

Approved – June 2006

DPC SIG BYLAWS

Article I NAME & OBJECTIVES

Section 1.01 Name

The name of the organization shall be The Design-Procurement-Construction Specific Interest Group (DPC SIG)

Section 1.02 Objectives

Demonstrate and promote project management principles and practices in planning and managing capital facility projects and programs Increase professionalism of our members through project and program management education and training programs Facilitate communication and sharing of best practices

Article II CHARTER

The Charter of the DPC SIG is issued by the Project Management Institute (PMI®) and confirmed by the articles of incorporation of the DPC SIG.

Article III FINANCE

Section 3.01 Annual SIG dues shall initially be fifteen dollars (\$15.00) U.S. Student dues shall initially be five dollars (\$5.00) U.S. B. Annual dues may be revised at any time by a majority vote of the SIG Board.

Section 3.02 DPC SIG dues shall be collected by PMI, along with PMI dues, and disbursed to the SIG.

Section 3.03 The SIG membership expiration date shall coincide with their PMI membership privileges.

Article IV MEETINGS

Section 4.01 DPC SIG Board Meetings. The DPC SIG Board of Directors shall meet not less than two (2) times per year.

Section 4.02 The Chair shall preside over all DPC SIG, special, and business meetings including SIG Board of Directors Meetings.

Section 4.03 Because DPC SIG officers may reside anywhere in the world, Board meetings will take place either by teleconference or by annual/special meetings where attendance by Board members is expected. Should a Board member be unable to attend a Board meeting, his or her vote on SIG issues may be taken by proxy. The proxy may be by any verifiable means. Directors must take action where no meeting is required (hereafter "non-meeting"). The procedures that will be followed for Board members to take action or vote on actions required are described below.

Section 4.04 A quorum for decisions of the Board of Directors shall be 51% of Directors (elected DPC SIG Officers plus the Past Chair).

Section 4.05 The Board of Directors of the DPC SIG may take "action" in one of three manners.

(a) Annual/Special

(i) All Directors (voting members) of the Board will be notified that there will be a meeting of the Board on a specified date at least fifteen days before the day named for meeting. A notice of the meeting shall specify the place, day and hour of the meeting.

- (ii) At an annual meeting or any special meeting called, a quorum of Board members must be present.
- (iii) A face-to-face vote may be taken and the majority of the quorum is necessary in order to approve and/or disapprove any motion and/or resolution put forth. All votes must be recorded in the meeting minutes by a Director of the SIG

(b) Teleconference Meeting

- (i) All Directors (voting members) of the Board will be notified that there will be a "meeting," of the Board on a specified date at least fifteen (15) days before the day named for the "meeting." A notice of the "meeting" shall specify the place, day and hour of the meeting.
- (ii) If a quorum of Board members are "present," at the "meeting" by means of conference telephone or similar communications equipment in which all persons participating in the "meeting" can hear each other shall be valid and all actions taken at such a "meeting" of the directors may be taken, if a consent or consents in setting forth the action so taken be orally recorded with Vice-Chair or Chair of the SIG.
- (iii) A majority of the directors voting is necessary for approval/disapproval of any motion or resolution.

(c) Non-meeting (Special Action)

- (i) If "special action" of the Board of Directors must be taken, no meeting is required. All voting members (officers) of the Board will be notified that there will be a "special action" of the Board on a specified date at least five (5) days before the day named for such action. A notice of the action may be sent by electronic or any other legally authorized means, specifying the date, time and place of the action. The notice should also state the required date for submission of vote, issue on which the vote is being taken and a sample ballot.
- (ii) A majority of all Board members is necessary for approval/disapproval of any motion/ resolution. This is determined upon receipt of written, verifiable response of voting members by date required. Action must be recorded with a Vice-Chair or Chair of the SIG.

Section 4.06 Meeting of the DPC SIG Membership

- (a) A general meeting of the DPC SIG members shall be conducted at least one time per year, for the purpose of conducting SIG business.
- (b) A quorum for DPC SIG business meetings shall be considered a simple majority of SIG members in attendance.

Section 4.07 Special DPC SIG Meetings

- (a) Special meetings of the DPC SIG members and officers may be requested and conducted at any time by any SIG officer, with the approval of the SIG Chair. See Article IV, A, 2 for notification procedures.
- (b) The Chair shall take special meeting requests and call all special meetings.

Article V DPC SIG OFFICERS

Section 5.01 Elected DPC SIG Officers

- (a) Elected Officers Elected officers of the DPC SIG shall consist of the Chair and the SIG Directors defined as follows:
 - (i) Chair
 - (ii) First Vice Chair
 - (iii) Vice Chair – Finance
 - (iv) Vice Chair - Marketing
 - (v) Vice Chair - Membership
 - (vi) Vice Chair - Communications
 - (vii) Vice Chair - Projects
 - (viii) Vice Chair - Administration
- (b) Elected officers shall be elected a two (2) year term to be served from January 1 of the year following the election to December 31 of the following year. Terms shall be staggered such that 50% or more of the officers' terms end each year.
- (c) Elections shall be conducted each year for the officers with a term that is ending and officer positions that are vacant.
- (d) All elected officer positions are open to any members of the DPC SIG, who are also members in good standing of PMI.
- (e) If the Chair's office becomes vacant, the First Vice Chair shall become the Interim Chair until a new Chair can be elected by a majority vote of the SIG Board of Directors to serve out the remainder of the term.
- (f) Vacant positions shall be filled between elections by appointment by the SIG Chair, with approval of the SIG Board of Directors.
- (g) Any elected SIG officer can be recalled by approval of 80% of the DPC SIG Board of Directors or 75% of the membership. The cause for a recall vote will include, but not be limited to, the absence of a DPC SIG Board Member at two consecutive DPC SIG Board meetings. The recall vote must be at the next scheduled DPC SIG Board meeting.
- (h) Each elected officer and the immediate Past Chair shall be a member of the SIG Board of Directors, and shall have one vote on the Board.
- (i) The nominating committee will consist of the Chair, the Past Chair and other members appointed by the Chair and approved by the DPC SIG Board of Directors at a DPC SIG Board Meeting. No member of the nominating committee will be eligible for election to office during the year served on that committee.

Section 5.02 Appointed DPC SIG Officers

- (a) Special DPC SIG officers may be appointed by elected DPC SIG Board Members, with approval of the SIG Chair, for projects, committees, or special DPC SIG activities. These positions shall be considered appointed officers of the SIG.
- (b) Appointed officers of the DPC SIG may be removed by a majority vote of the SIG Board of Directors.
- (c) Appointed DPC SIG Officers must also be members in good standing of PMI and the DPC SIG.

- (d) Terms of office and responsibilities of appointed officers shall be as agreed to between the appointed officer and the SIG Board.
- (e) Appointed officers of the DPC SIG shall not have official voting rights on the SIG Board of Directors, on any issue covered by the SIG Constitution & Bylaws, with the exception of those issues put before the SIG membership.

Section 5.03 Personal Liability of Elected and Appointed Officers

- (a) General Rule - An elected or appointed Officer as defined by the DPC Constitution and by-laws shall not be personally liable for monetary damages for any action taken unless:
 - (i) the elected or appointed officer has breached or failed to perform the duties of his office/position as defined by the by-laws; and
 - (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness.
 - (iii) such action involves criminal activity or failure to pay federal or state taxes

Article VI TERMS OF OFFICE, DUTIES & RESPONSIBILITIES

Section 6.01 Terms of Office

- (a) Terms of office, responsibilities, and minimum required duties of the elected DPC SIG Officers shall be for two (2) years. Terms of the Officers shall be staggered such that approximately half of the Officers are elected each year.
- (b) Terms of office for appointed positions shall be as agreed to between that appointed officer and the SIG Board of Directors
- (c) The DPC SIG Chair shall be a member and the head of the SIG Board of Directors, with full voting rights.
- (d) The DPC SIG Past Chair shall be a non-elected member with full voting rights for one term of two years unless increased by action of the Board of Directors or appointment by the Chair.

Section 6.02 General Responsibilities

- (a) The SIG Chair shall be the chief operating officer of the SIG, and shall direct activities of the other Board members (other elected officers), in accordance with the SIG constitution and bylaws.
- (b) The First Vice Chair shall act as DPC SIG Chair, during the absence of the elected SIG Chair, until such time as the Chair returns or a new Chair is elected.
- (c) The Vice Chair - Finance is responsible for presenting and maintaining all financial records required for DPC SIG operations including responsibility for funds collected and disbursed by the SIG
- (d) The Vice Chair – Membership shall be responsible for programs designed to understand current DPC member needs and programs which promote DPC to PMI members who are not currently members of the SIG.
- (e) The Vice Chair - Marketing shall be responsible for DPC SIG marketing and public relations programs, activities, and materials.

- (f) The Vice Chair - Communications shall be responsible for the DPC SIG quarterly newsletter and any other DPC SIG publications as well as organized SIG communication through the PMI Internet forum.
- (g) The Vice Chair - Projects shall be responsible for planning, directing and overseeing DPC SIG sponsored programs, projects and special activities which are not the specific responsibility of another Board member.
- (h) The Vice Chair-Administration shall be responsible for the preparation of minutes of Board of Director and membership meetings, DPC fact sheets and brochures and for maintaining permanent DPC SIG records.

Article VII INUREMENT AND CONFLICT OF INTEREST

Section 7.01 Member Benefit

No member of the DPC SIG shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the DPC SIG, except as otherwise provided in these bylaws.

Section 7.02 Compensation

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

Section 7.03 Contracts or Transactions

DPC SIG may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of DPC SIG and any corporation, partnership, association or other organization in which one or more of DPC SIG's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in , or are employed by the other organization, provided the following conditions are met:

- (a) the facts regarding the relationship or interests they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- b) the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the contract or transaction;
- (c) the contract or transaction is fair to DPC SIG and complies with the laws and regulations of the applicable jurisdiction in which DPC SIG is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 7.04 Independent Manner

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

Section 7.05 Disclosure of Interest

All officers or directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the DPC SIG has entered, or may enter, into contracts agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article VIII. Dissolution

Should the DPC SIG dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.