

Memphis Project Management Institute Chapter Bylaws

Approved by Chapter on: Thursday, February 26, 2015 1:01 PM

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, **Memphis Tennessee Chapter** hereinafter “the **PMI MEMPHIS, TN CHAPTER**”). This organization is a **MEMPHIS, TENNESSEE** chartered by the Project Management Institute, Inc. (hereinafter “PMI[®]”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of **TENNESSEE**. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The **PMI MEMPHIS, TN CHAPTER** shall meet all legal requirements in the jurisdiction(s) in which the **PMI MEMPHIS, TN CHAPTER** conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the **PMI MEMPHIS, TN CHAPTER** shall be located in **MEMPHIS** in the **STATE** of **TENNESSEE**. The **MEMPHIS, TENNESSEE** may have other offices such as Branch offices as designated by the **PMI MEMPHIS, TN** Board of Directors.

Article II – Relationship to PMI.

Section 1. The **PMI MEMPHIS, TN CHAPTER** is responsible to the duly elected PMI[®] Board of Directors and is subject to all PMI[®] policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the **PMI MEMPHIS, TN CHAPTER** may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the **PMI MEMPHIS, TN**’s Charter with PMI.

Section 3. The terms of the Charter executed between the **PMI MEMPHIS, TN** and PMI[®], including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the **PMI MEMPHIS, TN** shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI MEMPHIS, TN.

Section 1. Purpose of the **PMI MEMPHIS, TN**

- A. General Purpose. **PMI MEMPHIS, TN CHAPTER** has been founded as non-profit; tax exempt corporation (or equivalent) chartered by PMI[®], and is dedicated to advancing the practice, science, and profession of project management in **ALL INDUSTRIES** in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the **PMI MEMPHIS, TN CHAPTER** and PMI and these Bylaws, the purposes of the **PMI MEMPHIS, TN CHAPTER** shall include the following:

- a) To foster professionalism in the management of projects.
- b) To contribute to the quality and scope of project management.
- c) To stimulate appropriate global application of project management for the benefit of general public.
- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully
- f) To advance the knowledge of project management fundamentals by partnering with local universities and schools.

Section 2. Limitations of the **PMI MEMPHIS, TN CHAPTER**

- A. General Limitations. The purposes and activities of the **PMI MEMPHIS, TN CHAPTER** shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with **PMI MEMPHIS, TN CHAPTER** Articles of Incorporation.
- B. The membership database and listings provided by PMI to the **PMI MEMPHIS, TN CHAPTER** may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the **PMI MEMPHIS, TN CHAPTER**, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the **PMI MEMPHIS, TN CHAPTER** shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Section 3. **Memphis Chapter Mission**

Shape and develop a strategic focused and enthusiastic PMI Memphis, TN Chapter Board & volunteer community to develop the capabilities of its members and organizations in Memphis and the surrounding area, of various sizes and types, in various industries and cultures to execute organizational strategy through successful projects. The Memphis, TN Chapter will maximize member value by:

- 1. Creating an environment and opportunity to develop knowledge, skills, and promote professionalism in the project management industry and
- 2. Fostering and enabling corporate, community and educational networking opportunities and
- 3. Partnering with business and academia to unleash the power of project management
- 4. Attracting, developing and retaining leadership to ensure the future of the organization.

Article IV – PMI MEMPHIS, TN CHAPTER Membership.

Section 1. General Membership Provisions.

- A. Membership in the **PMI MEMPHIS, TN CHAPTER** requires membership in PMI®. The **PMI MEMPHIS, TN CHAPTER** shall not accept as members any individuals who have not been accepted as PMI® members. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the

purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, gender sexual orientation, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the **PMI MEMPHIS, TN CHAPTER** and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and **PMI MEMPHIS, TN CHAPTER** membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the **PMI MEMPHIS, TN CHAPTER**
- D. Membership in the **PMI MEMPHIS, TN CHAPTER** shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the **PMI MEMPHIS, TN CHAPTER**. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the **PMI MEMPHIS, TN CHAPTER** to PMI within such one month delinquent period.
- F. Upon termination of membership in the **PMI MEMPHIS, TN CHAPTER**, the member shall forfeit any and all rights and privileges of membership.

Section 2. Classes and Categories of Members. The **PMI MEMPHIS, TN CHAPTER** shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Section 3. Members in good standing shall be provided opportunity to vote for qualified candidates running for positions on the chapter board. They are also eligible to be nominated by another member to run for an elected position on the chapter board.

Article V – PMI MEMPHIS, TN CHAPTER Board of Directors:

Section 1. The **PMI MEMPHIS, TN CHAPTER** shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the **PMI MEMPHIS, TN CHAPTER** elected by the membership and shall be members in good standing of PMI and of the **PMI MEMPHIS, TN CHAPTER**.

Terms of office for the Officers shall be **one year in length starting in July, plus one half year (6 months) for a transition period**. The first six months from being elected are for training purposes and the incoming officer shall not have voting rights. From January – December of each year, they will assume all voting rights and responsibilities for their specific position. (Refer to table below for clarification.)

Key Dates	Current Officer	New Officer
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July		Voted into board position
July – Dec	Responsible for training new officer in current role.	Receives training. Cannot vote at board meetings.
Jan	Ends term of office.	Takes responsibility of board position and has voting rights. Becomes <i>current officer</i> .
July	Repeat Cycle	

Only for 2012, voting and training for new officers will commence in September. Subsequent terms will follow table above.

Terms shall be limited to **THREE** consecutive terms in the same position on the Board.

Section 3. The **PRESIDENT OF THE BOARD OF DIRECTORS** shall be the chief executive officer for the **PMI MEMPHIS, TN 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 OF THE BOARD OF DIRECTORS** shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 4. The **VICE PRESIDENT OF TECHNOLOGY** shall oversee the maintenance of the chapter website, chapter information archiving and interface to the PMI member's data exchange program (DEP).

Section 5. The **VICE PRESIDENT OF FINANCE** shall oversee the management of funds for duly authorized purposes of the **PMI MEMPHIS, TN CHAPTER**

Section 6. **VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT** shall be responsible for the educational programs and partnerships with local universities.

Section 7. **VICE PRESIDENT OF PUBLIC RELATIONS** shall have the responsibilities of marketing and building business and community outreach program alliances.

Section 7. **VICE PRESIDENT OF PUBLICATIONS** shall have the responsibility to issue a chapter newsletter at minimal of 10 times per year.

Section 8. **VICE PRESIDENT OF MEMBERSHIP** shall ensure the growth of memberships for the chapter, review the chapter reporting system (CRS) (PMI chapter membership data) and ensure appropriate distribution lists are updated as appropriate for newsletter and other pertinent chapter communications. They shall also ensure programs add value for the existing members.

Section 9. **VICE PRESIDENT OF SPECIAL EVENTS** shall ensure that all special projects such as Professional Development Day and any other special projects are executed on behalf of the chapter.

Section 10. **VICE PRESIDENT OF PROGRAMS** shall be responsible for all monthly meetings including obtaining speakers on project management related topics.

Section 11. **CHAPTER SECRETARY** shall be responsible for the records of all business meetings of the **PMI MEMPHIS, TN** and meetings of the Board.

Section 12. The Board shall exercise all powers of the **PMI MEMPHIS, TN 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 **PMI MEMPHIS, TN CHAPTER** business and funds.

Section 13. The Board shall meet at the call of the **PRESIDENT OF THE BOARD OF DIRECTORS**, 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. All voting issues and number of resultant votes at board meetings for and against a motion, shall be made accessible to the membership. This shall be done by publishing approved meeting minutes on the chapter website. They shall be posted within 45 days of each monthly meeting and be made accessible for a minimum of 6 months. All approved meeting minutes shall be archived into the chapters data repository. Each member shall be entitled to one (1) vote and may take part. 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 14. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the **PMI MEMPHIS, TN 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 OF THE BOARD OF DIRECTORS**. 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 15: 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 16: If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the **PRESIDENT** is unable or unwilling to complete the current term of office, the **VP OF MEMBERSHIP** shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – PMI MEMPHIS, TN CHAPTER Nominations and Elections:

Section 1. The nomination and election 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 **PMI MEMPHIS, TN 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, gender, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of **JULY** following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee led by the **IMMEDIATE PAST PRESIDENT** shall request the membership to provide nominations for board positions. They 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 during the annual meeting of the membership: 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. In the event the **IMMEDIATE PAST PRESIDENT** is not available, the board shall vote to appoint a chapter member as a substitute.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: 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 – PMI MEMPHIS, TN CHAPTER 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 **PMI MEMPHIS, TN CHAPTER** officers and/or Directors can serve on the **PMI MEMPHIS, TN CHAPTER** 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 OF THE BOARD OF DIRECTORS** with the approval of the Board

Article VIII – PMI MEMPHIS, TN CHAPTER Finance:

Section 1. The fiscal year of the **PMI MEMPHIS, TN CHAPTER** shall be from 1 January to 31 December.

Section 2. **PMI MEMPHIS, TN CHAPTER** annual membership dues shall be set by the **PMI MEMPHIS, TN CHAPTER'S** board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The **PMI MEMPHIS, TN CHAPTER** Board shall establish policies and

procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Article IX – Meetings of the Membership:

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the membership may be called by the **PRESIDENT OF THE BOARD OF DIRECTORS**, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the **PRESIDENT OF THE BOARD OF DIRECTORS**.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least fifteen (15) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum at all annual and special meetings of the **PMI MEMPHIS, TN CHAPTER** shall be 10 percent of those members in good standing, present and in person.

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X - Inurement and Conflict of Interest:

Section 1. No member of the **PMI MEMPHIS, TN CHAPTER** shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the **PMI MEMPHIS, TN CHAPTER**, except as otherwise provided in these bylaws.

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

Section 3. **PMI MEMPHIS, TN CHAPTER** may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of **PMI MEMPHIS, TN CHAPTER** and any corporation, partnership, association or other organization in which one or more of **PMI MEMPHIS, TN CHAPTER'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 interest as 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 transaction or contract;
- C. The contract or transaction is fair to **PMI MEMPHIS, TN CHAPTER** and complies with the laws and regulations of the applicable jurisdiction in which the **PMI MEMPHIS, TN CHAPTER** is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the **PMI MEMPHIS, TN CHAPTER** shall act in an independent manner consistent with their obligations to the **PMI MEMPHIS, TN CHAPTER** and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the **PMI MEMPHIS, TN CHAPTER** 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 XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the **PMI MEMPHIS, TN CHAPTER**, acting in good faith and in a manner reasonably believed to be in the best interests of the **PMI MEMPHIS, TN CHAPTER**, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the **PMI MEMPHIS, TN CHAPTER** may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the **PMI MEMPHIS, TN CHAPTER**, or is or was serving at the request of the **PMI MEMPHIS, TN CHAPTER** as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit,

partnership, joint venture, trust or other enterprise.

Article XII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, or by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the **PMI MEMPHIS, TN CHAPTER** duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the **PMI MEMPHIS, TN CHAPTER's** Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the **PMI MEMPHIS, TN CHAPTER** or its governing officers failed to act according to these bylaws, its policies or all PMI[®] policies, procedures, and rules outlined in the charter agreement, PMI[®] has a right to dissolve the **PMI MEMPHIS, TN CHAPTER**.

Section 2. In the event the **PMI MEMPHIS, TN CHAPTER** failed to deliver value to its members as outlined in the basic objectives and goals of these Bylaws and without mitigated circumstance, the Component acknowledges that PMI[®] has a right to dissolve the **PMI MEMPHIS, TN CHAPTER**, as per the terms of the Charter.

Section 3. In the event the **PMI MEMPHIS, TN CHAPTER** is considering dissolving, the **PMI MEMPHIS, TN CHAPTER's** members of the Board of Director must notify PMI[®] in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the **PMI MEMPHIS, TN CHAPTER** 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.