

PMI Memphis, TN Chapter

Memphis Project Management Institute Chapter Bylaws

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Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation

This organization will 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. Legal Jurisdiction-

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** will be located in **MEMPHIS** in the **STATE** of **TENNESSEE**. The **PMI Memphis, TN Chapter** 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. Subject to PMI[®] Policies

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. Subject to PMI[®] Bylaws

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. Subject to the Charter

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 Chapter** will 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 Chapter**

- 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 the 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, schools and other applicable organizations.

Section 2. Limitations of the **PMI Memphis, TN Chapter**

- A. General Limitations. The purposes and activities of the **PMI Memphis, TN Chapter** will 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** will 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 TN Chapter Vision Statement**

The PMI Memphis Chapter will be recognized as the professional organization and resource of choice for project management within the greater Memphis TN metro area.

Section 4. **Memphis TN Chapter Mission**

In the PMI Memphis Chapter, there are no strangers, only friends you haven't yet met. It's easy to get involved, and once you do, it's easy to make your mark.

PMI Memphis Chapter:

- Promotes the goals and principles of PMI[®]
- Supports PMI[®] and Disciplined Agile[®] efforts of members
- Provide training in specific project management skills and knowledge areas
- Provide a networking opportunity for project managers
- Share project management experiences

Article IV – PMI Memphis, TN Chapter Membership.

Section 1. General Membership Provisions

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 will be open to any eligible person interested in furthering the purposes of the organization. Membership will 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.

- A. Members will 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.
- B. 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**
- C. 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.
- D. Members who fail to pay the required dues when due will 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.
- E. Upon termination of membership in the **PMI Memphis, TN Chapter**, the member shall forfeit 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 will be consistent with PMI membership categories.

Article V – PMI Memphis, TN Chapter Board of Directors

Section 1. Governing Board

The **PMI Memphis, TN Chapter** will be governed by a Board of Directors (Board). The Board will be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. Board Position Requirements

The Board will consist of the officers of the **PMI Memphis, TN Chapter** elected by the membership and will be members in good standing of PMI and of the **PMI Memphis, TN Chapter**. Requirements for candidacy and duties of Board Member positions will be documented in the PMI Memphis, TN Standard Operating Procedures.

Section 3. Terms of Service

Elected or Appointed Board Members may serve 1-year terms, limited to 3 years in one role and limited to 6 consecutive terms on the Board.

Section 4. Minimum Board Positions

Though the Board may create new Board Positions as needed, the following positions are the minimum required to maintain a proper Board of Directors:

- President – The **PRESIDENT OF THE BOARD OF DIRECTORS** will 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 a quorum vote of Board members present. 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. Candidates for this position must have served on the board in another VP position before qualifying for this role.
- Vice President of Finance – The **VP OF FINANCE** shall oversee the management of funds for duly authorized purposes of the **PMI Memphis, TN Chapter**. Candidates must have prior experience managing finances as prescribed in the Standard Operating Procedures.
- Vice President of Operations – The **VP OF OPERATIONS** will be responsible for the records of all business meetings of the **PMI Memphis, TN Chapter and meetings of the Board**.
- Other Board positions may exist according to the PMI Memphis Chapter Operating Procedures.

Section 5. Subject to Bylaws and Standard Operating Procedures

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, its written Standard Operating Procedures, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board will be authorized to generate, edit, adopt, and publish such policies, standards, 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. In the event that any aspect of the PMI Memphis Bylaws cannot be completely followed for cause, the Board will follow exceptions rules outlined in the Standard Operating Procedures.

Section 6. Board Meetings

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. At its discretion, the Board may conduct its business by virtual meeting, teleconference, facsimile or other legally acceptable means. Meetings will be conducted in accordance with parliamentary procedures determined by the Board.

Section 7. Resignation of a Board Member

The Board of Directors may declare an officer or Director-at-Large position to be vacant when:

- 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
- The officer or Director-at-Large fails to attend two (2) consecutive Board meetings.
- An officer or Director-at-Large resigns 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 will be effective upon receipt by the Board of the written notice.

Section 8. Removal of a Board Member

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 9. Appointment of a Board Member

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. Nominations and Elections

The nomination and election of officers and directors will 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 and may be nominated for Board Positions. Some Board Positions have minimum qualifications as outlined in the PMI Memphis Standard Operating Procedures. Discrimination in election and nomination procedures based on race, color, creed, gender, age, marital status, gender, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Terms of Service

As outlined in the PMI Memphis Standard Operating Procedures, candidates who are elected to the Board of Directors will begin a transition period on the first day of January following elections and will gain voting privileges the first day of July. Outgoing Board Members will retain voting privileges through end of June following the election and will transition knowledge to the incoming replacement Board Member.

Section 3. Nominating Committee

As documented fully in the PMI Memphis Standard Operating Procedures, a Nominating Committee led by the **IMMEDIATE PAST PRESIDENT** will request the membership to provide nominations for board positions. They will prepare a slate containing nominees for each Board position and will 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 will be conducted during the annual meeting of the membership and through controlled email surveys: The candidate who receives a majority of votes cast for each office will be elected. Ballots will 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. Separation from Nominating Committee

No current member of the Nominating Committee will be included in the slate of nominees prepared by the Committee. The **IMMEDIATE PAST PRESIDENT** cannot still be a voting member of the Board and perform Nominating Committee duties at the same time.

Section 5. Chapter Funds and Elections

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, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate will be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Component elected positions.

Article VII – PMI Memphis, TN Chapter Committees

Section 1. Creation of Committees

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 will 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. Committee Structure and Approval

All committee members and a chairperson for each committee will 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. Fiscal Year

The fiscal year of the **PMI Memphis, TN Chapter** will be from 1 January to 31 December.

Section 2. Annual Membership Dues

PMI Memphis, TN Chapter annual membership dues will be set by the **PMI Memphis, TN Chapter** board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. Financial Management and Tax Filings

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. Billings, Dues Collections, and Disbursements

All dues billings, dues collections and dues disbursements will be performed by PMI.

Article IX – Meetings of the Membership

Section 1. Annual Business Meeting

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

Section 2. Special Business Meetings

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 Annual Business Meetings

Notice of all annual meetings will be sent by the Board to all members at least fifteen (30) days in advance of the meeting. Action at such meetings will be limited to those agenda items contained in the notice of the meeting.

Section 4. Quorum for Annual Business Meetings

Quorum at all annual and special meetings of the **PMI Memphis, TN Chapter** will be 10 percent of those members in good standing, present and in person.

Section 5. Annual Meeting Procedures

All meetings will be conducted according to parliamentary procedures determined by the Board.

Article X - Inurement and Conflict of Interest

Section 1. Personal Gains of Members

No member of the **PMI Memphis, TN Chapter** will 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. Compensation or Personal Gains of Board Members

No officer, director, appointed committee member or authorized representative of the **PMI Memphis, TN Chapter** will 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. Business Engagements between Members and the Chapter

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:

1. 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;
2. 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;
3. 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. Conduct of Volunteers and PMI Memphis Representatives

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**, applicable law, and to the PMI Code of Professional Conduct and Ethics, regardless of any other affiliations, memberships, or positions.

Section 5. Duty to Disclose

All officers, directors, appointed committee members and authorized representatives will 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 will refrain from voting on, or influencing the consideration of, such matters.

Article XI – Indemnification

Section 1. Reasonable Indemnification

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. Discretionary Indemnification

Unless ordered by a court, discretionary indemnification of any representative will 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. Liability Insurance

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. Amendments to Bylaws

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 (physically or virtually) 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 will be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. Proposal of Amendments

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 will be presented by the Board with or without recommendation.

Section 3. Subject to PMI® Bylaws and Policies

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. Failure to Comply with PMI® Bylaws or Policies

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 MEMPHS, TN Chapter**.

Section 2. Failure to Deliver Value to Members

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. Communication in Writing

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. Disbursement of Assets

Should the PMI Memphis, TN Chapter dissolve for any reason; its assets will 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.

Section 5. Approval by Members

Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

