

# PMI Nashville, Tennessee Chapter Bylaws – November 2011

## Article I – Name, Principal Office; Other Offices.

### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Nashville, Tennessee Chapter, Incorporated (hereinafter the “Chapter”). This organization is a Chapter 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) organizations.

### Section 2. Legal Requirements.

The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated/registered.

### Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in the city of Nashville in the State of Tennessee. The primary area of operation of the Chapter includes, but is not limited to, Middle Tennessee, USA. The area is defined as the geographical area of Nashville, Tennessee, surrounding cities and counties contiguous to industrial areas supporting the Nashville economy. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

## Article II – Relationship to PMI.

Section 1. The 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 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 Chapter’s Charter with PMI®.

Section 3. The terms of the Charter executed between the Chapter 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 Chapter shall be governed by and adhere to the terms of the Charter.

## Article III – Purpose and Limitations of the Chapter

### Section 1. Purpose of the Chapter.

- A. General Purpose. The Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to supporting PMI®’s defined purpose to advance the practice, science, and profession of project management in Nashville and Middle Tennessee in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Chapter and PMI® and these Bylaws, the purposes of the Chapter shall include the following:
  - a) To provide a forum for professional project managers to promote the principles of PMI® through advancing the practice, science, and profession of project management
  - b) To advance the mission and objectives of PMI® within the Middle Tennessee area.
  - c) To foster professionalism in the management of projects.
  - d) To contribute to the quality and scope of project management.
  - e) To stimulate appropriate global application of project management for the benefit of general public.
  - f) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
  - g) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

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- h) To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
- i) To provide educational programs that strengthen local project manager skills and support the programs for the certification of Project Management Professionals (PMP®) and other PMI® certifications.
- j) To seek and foster cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit.
- k) To identify, develop, foster, and maintain professional: practice, ethical, credentialing and accreditation standards and principles.

### Section 2. Limitations of the Chapter.

- A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, and these Bylaws, and shall be conducted consistently with the Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the 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. The list of members, student members, corporate sponsors and applications to PMI® may be used only for the advertising or solicitation in connection with the authorized business of the Chapter or PMI®. Lists will be circulated only to dues paying members and are for use only within the purposes of the Chapter as qualified by the Chapter's Board of Directors.
- C. The board members and directors of the Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI®'s bylaws, policies, practices, procedures, and rules; and applicable law.

## **Article IV – Chapter Membership.**

### Section 1. General Membership Provisions.

- A. Membership in the Chapter requires membership in PMI®. The 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, sex, 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 Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and 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 Chapter.
- D. Membership in the 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 Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Chapter to PMI® within such one (1) month delinquent period. A grace period of no more than three (3) months will be allowed to local members by the Chapter leadership for non-renewal status, as it relates to discounts for luncheons and other programs, if the member can demonstrate good faith in the renewal process.
- F. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Members in Good Standing shall be defined as Chapter members who have paid both PMI® and Chapter dues and do not appear on the PMI® Member Non-Renewal List. In the event dues have been paid, but not posted, the member must provide a written verification from PMI® that dues have been received in order to

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be considered a Member in Good Standing. All members in good standing of PMI® and the Chapter can vote and hold office.

Section 2. Classes and Categories of Members. The Chapter shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

### **Article V – Chapter Board of Directors:**

Section 1. The 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 and vice presidents of the Chapter elected by the membership and shall be members in good standing of PMI® and of the Chapter. Terms of office for the officers and vice presidents shall be one (1) year and limited to two consecutive terms in the same office, with all positions elected each year. Non-consecutive terms are considered new terms. The total number of consecutive one (1) year terms (e.g. one person in different offices) shall be limited to eight (8).

The Chapter shall have five (5) elected officers to serve in the following positions: President, Executive Vice President, Past President, VP Administration and VP Finance. The most recent past President will serve on the Board as an officer (Past President). The Chapter shall have ten (10) elected VPs to serve in the following positions: VP Membership, VP Education, VP Programs, VP Communications, VP Marketing, VP Technology, VP Communities of Practice, VP Volunteers, VP Professional Development, and VP Metrics. All Board members shall be members in good standing of PMI® and of the Chapter.

The Board shall also include non-voting directors appointed by the Board to assist the officers and VPs in the performance of their responsibilities. The Board will define/adjust the director positions and their responsibilities during the annual Board transition process and as needed throughout the year. The President may also select no more than two non-voting members to serve on the Board for one (1) year terms.

Section 2. The President shall be the chief executive officer for the 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 shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 3. The VP Administration shall keep the records of all business meetings of the Chapter and meetings of the Board.

Section 4. The VP Finance shall oversee the management of funds for duly authorized purposes of the Chapter.

Section 5. The Executive VP shall assist the President and will assume their duties in the absence of the President. He/She will be considered the successor to the President, subject to the election process and approval of the board.

Section 6. The Immediate Past President will also serve in a support and advisory capacity, and will continue as a voting member of the Board.

Section 7. The general duties and responsibilities for the officers are further defined in the Appendix to these Bylaws. The general duties for VPs and directors are further defined and maintained in the Chapter policies and operating procedures.

Section 8. The Board shall exercise all powers of the 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 Chapter business and funds.

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Section 9. The Board shall meet at the call of the President or at the written request of three members of the Board. A quorum shall consist of no less than one-half (1/2) of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person. At its discretion, the Board may conduct its business by teleconference or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 10. The Board shall declare an officer or VP position to be vacant where an officer or VP ceases to be a member in good standing of PMI® or of the Chapter by reason of non-payment of dues, or where the officer or VP fails to attend three (3) consecutive Board meetings. An officer or VP 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 11: An officer or VP 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 12: If any officer, VP or director 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 Executive VP shall assume the duties and office of the presiding officer for the remainder of the term.

Section 13: A volunteer may be removed from his/her role for just cause or lack of participation by recommendation of the VP overseeing that area of responsibility and subsequent approval of Executive VP or President.

Section 14: Board (Business) Meetings shall be regularly scheduled by the Board to perform their assigned duties and responsibilities; the Board shall conduct Board Meetings at least quarterly or at the discretion of the President. The Board shall hold one (1) Annual Meeting for the Chapter Membership. The Board shall determine all times and locations for meetings. The planning function of the Board shall provide focus on the identified mission and objectives of the Chapter as detailed in the Chapter Constitution.

### **Article VI – Chapter Board Member 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 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, 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 January following their election, and shall hold office for the duration of their term or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election.

- A. The President, with the approval of the Board, shall appoint members of the Nominating Committee who shall be members in Good Standing, no later than October of each year.
- B. The Nominating Committee shall be comprised of the current Past President as Chairperson and two other members of the Chapter, in Good Standing, appointed by the current President. If the position of Past President is vacant or declined, another member in Good Standing may be appointed by the President and must be approved by the Board.
- C. The Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. The Nominating Committee shall set criteria for the selection of nominees that included the following:
  - a) Willingness to devote time and effort as an officer or board director of the Chapter

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- b) Sufficient length of membership with PMI® and the Chapter for at least 12 months prior to the date of nomination
  - c) Experience as a project manager (PMP preferred)
  - d) Personal attributes –Strong communication skills, teamwork skills, and specific performance skills related to the nominated role.
- D. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Nomination may also be made at the Chapter meeting when nomination period is open (i.e., the meeting when nominations are announced, or members may mail in a nomination throughout the open nomination period). A proper nomination petition shall include candidates name, employer, current contact information for email and phone, position on Board, PMI® #, and at least 3 key qualifications for the nominee. Nominations not submitted in this format may be rejected.
- E. The Nominating Committee shall present its recommended slate of nominees for approval at the September or October Board meeting. The Board shall prepare an online election ballot and present the approved slate and a paper ballot at the October or November Chapter Meeting. The Nominating Committee shall also be responsible for overseeing the administration of the election process and reporting on the results to the existing Board for implementation and turnover of responsibilities.
- F. The Executive VP is expected to succeed the President, subject to board approval and the election process. As an additional check to the nomination process, the current Board will vote prior to the election on the candidacy of the Executive VP for succeeding the President in the ensuing year. If approved, the Executive VP will be included with the rest of the candidates in the slate presented to the membership for election. If not approved, the nominating committee will accept nominations similar to how other positions are handled.
- G. Elections shall be conducted and votes accepted (by electronic/online ballot to all voting members in good standing. 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. A quorum of the Chapter shall be majority of votes cast from the voting membership in good standing,

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 Chapter 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 shall be permitted. The Chapter's Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for the Chapter's elected positions.

### **Article VII – Chapter Committees:**

Section 1. The Board may authorize the establishment of standing or temporary committees (e.g. past presidents or corporate executives) to provide general advice and guidance 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 Chapter Board members can serve on the Chapter Committees, unless it specifically is restricted by the Bylaws. The committees shall have no legislative or managerial authority. The tenure of the committees shall be limited to the same as that of the Board that appoints the committee.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

### **Article VIII - Chapter Finance:**

Section 1. The fiscal year of the Chapter shall be from 1 January to 31 December.

Section 2. The Chapter's annual membership dues shall be set by the Chapter's Board and communicated to PMI® in accordance with policies and procedures established by PMI®. Membership privileges for new members shall

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commence on the day of acceptance by PMI® Headquarters and payment of PMI® and Chapter dues for the current year.

Section 3. The Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities. Accounting for the finances of the Chapter shall conform in general to the recommended practices of the American Institute of Certified Public Accountants (see <http://www.aicpa.org/Pages/Default.aspx> for additional information). The VP Finance shall have monthly statements available to the Board.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI®. Bills for annual dues/fees for PMI® and the Chapter are mailed to members prior to the anniversary date, based on the Chapter membership lists, and is due on the anniversary date.

Section 5. The proposed three (3) year budget shall be created annually and recommended by the VP Finance to the Board for approval. The annual budget for the succeeding year shall be submitted in draft form no later than the Board meeting scheduled immediately prior to the Annual Business Meeting of the Chapter. The budget shall be approved at a joint meeting of incoming and outgoing Board of Directors. The incoming Board is to (preferably) receive the budget at least two (2) weeks prior to above said meeting. The incoming officers are to review the budget, to submit changes and to approve.

Section 6. The VP Finance shall handle all expenditures, except as otherwise provided in the Constitution or documented herein. Individual Board members have the authority to expend small amounts of money in the execution of their specific job responsibilities. In all cases, expenditures shall be made in accordance with the approved budget. The expenditures must not exceed the approved Chapter budgets by more than ten (10) percent, except with the approval of the Board of Directors.

Section 7. All Chapter financial transactions requiring a check from the Chapter account must be signed by the President, the Executive VP or the VP Finance. A detailed financial transaction log will be maintained by the VP Finance and will be made available upon written request to any Board member, PMI® or authorized representative of PMI Global. A record of expenditures and revenue will be recorded and kept on file.

### **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. The Board shall conduct Chapter Meetings on a quarterly basis at a minimum, including the Annual Meeting. The purpose of the Chapter Meetings will be to emphasize programs that further the objectives of the Chapter and PMI® and will be the responsibility of the VP Programs and the President.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President. Special Meetings may be called and conducted by members or groups of members at any time or place as long as the following conditions are met:

- A. Approval of the meeting is obtained from the President.
- B. Written notification, including purpose, time, place, agenda and the names of principal participants are forwarded to the VP Communications for distribution and to the VP Administration for recording purposes.
- C. Any written material to be used or distributed in connection with meetings, and/or carrying the name of the Chapter, is to be submitted to the VP Administration prior to its distribution or use.
- D. Within one week following the close of a Special Meeting, the sponsoring member or group will provide a written report to the VP Administration outlining the activities of the meeting. This written report will be forwarded to the President for review.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

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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 meeting notice.

Section 5. Quorum at all annual and special meetings of the Chapter shall be ten percent (10%) of the voting membership in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 7. The President shall have the authority and responsibility to prevent the unauthorized use of the Chapter name in connection with any meeting or activity which, in the President's judgment, does not further the objectives of the Chapter and/or PMI®.

### **Article X – Branches of the Chapter** (Excluded from this revision)

### **Article XI - Inurement and Conflict of Interest:**

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

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

Section 3. The Chapter may engage in contracts or transactions with members, elected Board members, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the Chapter's Board members, appointed committee members or authorized representatives are: Board members, 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 the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All Board members and appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All Board members, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the 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 XII - Indemnification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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

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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 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 Chapter, or is or was serving at the request of the 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 XIII- Amendments:**

Section 1. These bylaws may be amended by two-thirds (2/3) of the votes cast by the voting membership in good standing present in person at an annual meeting of the Chapter duly called and regularly held; or by two-thirds (2/3) of the votes cast by the voting membership in good standing voting by electronic/online 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 by electronic/online method 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 Chapter's Charter with PMI®.

Section 4. The results of voting on all amendment proposals shall be communicated to the Chapter membership, as well as to PMI®.

### **Article XIV – Dissolution:**

Section 1. In the event that the Chapter or its governing officers failed to act according to this bylaws and Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Chapter .

Section 2. In the event the Chapter failed to deliver value to its members as outlined in Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

Section 3. In the event the Chapter is considering dissolution of the Chapter, the Board must notify PMI® in writing and follow the component dissolution procedure as defined in PMI® 's chapter policy guidelines.

Section 4. Should the 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.