



# PMI Emerald Coast Florida Chapter

## Chapter Bylaws

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## Summary of Changes

Date	Page	Change Made
2/9/2015	5	Merged Article I and II per April Burton's recommendation
2/13/2015	9	Changed # of Directors-At-Large from 2 to 3 to accommodate for Ft. Walton committee chair
2/10	10	Section 3, President, added "and represent the Chapter at Region 14 meetings"
6/30/2015	6	Location: Added Pensacola
6/30/2015	8, 11-14	Changed content for revised Board structure
6/30/2015	14-16	Changed content for revised election process
6/30/2015	17	Annual Meeting: Month of November replaced with "Fall of each year"

## **Article I – Name, Principal Office, Relationship to PMI.**

### Section 1. Name.

This organization shall be called the Project Management Institute, Emerald Coast Florida Chapter (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 organized under the laws of the State of Florida. All components formed within the United States must be incorporated as 501(c)(6) organizations.

### Section 2. Location.

The principal office of the Chapter shall be located in the Pensacola area in the State of Florida. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

### Section 3. Responsibility.

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 4. Incorporation.

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

### Section 5. Bylaw Conflict.

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 6. Terms.

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 II – Purpose and Limitations of the PMI Emerald Coast Florida Chapter.**

### Section 1. Purpose of the Chapter.

A. General Purpose. The Chapter has been founded as non-profit, tax exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession of

project management in Industry, Federal, State and Municipal Governments and Educational Institutions 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:

- Foster professionalism in the management of projects.
- Stimulate the application of project management to the benefit of the public.
- Provide a recognized forum for the free exchange between Institute members of ideas, applications and solutions to project management problems.
- Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- Provide venues to connect users and suppliers of project management specific software systems.).
- Collaborate with Universities and other Educational Institutions to encourage appropriate education and career development at all levels in project management.
- Encourage academic and industrial research in the field of project management.
- Cultivate contacts internationally with other organizations, both public and private, which relate to project management, and cooperate in matters of common interest.

## Section 2. Limitations of the PMI Emerald Coast Florida Chapter.

- General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with the Chapter Articles of Incorporation.
- 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 laws and regulations pertaining to privacy and use of personal information.
- The officers and directors of the 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.

## **Article III – Chapter Membership.**

### Section 1. General Membership Provisions.

- 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.
- 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.
- 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.
- Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- 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 month delinquent period.
- Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- Each member in good standing of the Chapter shall have one vote at any Annual, Special or Regular Meeting of the Chapter. Proxy votes shall not be permitted.
- Each member in good standing of the Chapter shall have the opportunity to volunteer for a Chapter or Chapter Branch Board position, with the provision that any and all position-specific requirements (as stated Article V) are met by the volunteer's qualifications.

### 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 IV – Chapter Board of Directors.**

### Section 1. Affairs.

The Chapter is organized as a PMI Chapter with branches and shall be governed by a Board of Directors (Board), elected annually, who should be broadly representative of the membership. The Board shall be responsible for carrying out the purposes outlined in Article III, Section 1.

### Section 2. Membership, Structure.

The Board shall consist of the officers 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 shall be one (1) year, limited to two (2) consecutive terms in the same position, and no more than three (3) consecutive terms (at 2 years each) on the Board.

Exception: If there is no individual willing or able to fulfill an open position on the Board, an expiring officer may be re-elected to the Board for an additional term by a majority vote.

The Chapter Board of Directors includes a President, a Finance officer and a Secretary and can add to the Board as needed.

In addition to their specific responsibilities, all Officers / Board Members are responsible for the following:

- Participation & Planning
  - Attend monthly Board and Chapter meetings or if unable to attend, provide a substitute attendee or a written update
  - Participate in Board strategy and planning activities
- Communications
  - Communicate changes that need to be made to the web site content associated with their office by the date specified by the Vice President of Technology and Social Media
  - Ensure the accuracy of information displayed on the Chapter web site pages applicable to your area of responsibility
  - Update the Board on planned, in progress, and completed activities associated with their office on a regular basis
  - Establish and maintain open communications with Chapter Board members, volunteer committee members, PMI Region 14 members and PMI HQ staff



- Notify the Board of any changes in personal contact information or of any expected extended absences
- Store all electronic Board related documents and files in the Board approved common repository
- Finance
  - Prepare and monitor an annual budget for their office and related subcommittees
  - Manage revenue and expenses per the Board-approved annual budget
  - Report significant variances (positive and negative) to the Board
  - Obtain Board approval for all non-budgeted expenses
  - Obtain Board approval for all budgeted capital expenses
  - Obtain Board approval for any other budgeted expenses over \$250
- Planning
  - Participate in Chapter strategic planning activities
  - Oversee strategic planning and development of new services in area of responsibility based on the Chapter strategic plan and membership feedback
  - Create and maintain an overall plan for area of responsibility that supports the Chapter strategic plan
  - Designate project managers and subcommittees to accomplish the work assigned to their office
  - Identify one or two persons to act on their behalf during periods of absence
  - Mentor their successors
  - Ensure procedures are created and maintained for all work done by subcommittees under their direction
- Transition
  - Ensure the successor is prepared to take over the responsibilities of the office

- Maintain and deliver all permanent records to the position successor
- Provide training and/or assistance as requested by the position successor
- Ethics
  - Disclose any potential conflicts of interest

### Section 3. President.

The Chapter President is a volunteer responsible for overall Chapter strategy and oversight of Chapter objectives. The President shall direct the activities of the other Board members in accordance with the Chapter bylaws. 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 participate and vote on all committees except the Nominating Committee and represent the Chapter at Region 14 meetings.

### Section 4. Vice President (President Elect).

Successor to the President; the Vice President (President Elect), is an elected volunteer who will assist the President with duties of managing the Chapter and assume the role of the Chapter president if the president is unable to perform duties for any reason; assumes the role of president the year following successful completion of duties in this role (depending on Chapter bylaws); oversees operations committee; serves as member ex-officio with the right to vote on all committees except the nominating committee.

The Vice President will automatically assume the position of President during the second year of the two-year commitment. An optional opportunity exists for a third year of service as the Past President.

### Section 5. Vice President of Finance.

The Vice President of Finance is responsible for interpreting Chapter strategy in the management and distribution of Chapter financial resources across Branches, maintaining Chapter level oversight and record of financial transactions as required for Chapter operations in accordance with Chapter bylaws. The Vice President shall oversee the management of the budget and funds for duly authorized purposes of the Chapter by the Branches, coordinating with Branch Finance Directors to establish and operate financial management and reporting processes.

### Section 6. Secretary.

The Chapter Secretary shall be responsible for Chapter internal knowledge management, including the preparation, maintenance, recording, and circulation of Chapter

correspondence, meeting minutes, and related affairs of the Chapter. The Secretary shall maintain custody of approved bylaws, articles of incorporation, Chapter agreement and of amendments thereto and Board policies, committee Chapters, and all other non-financial record for the Chapter.

#### Section 7. Vice President of Marketing.

The Vice President of Marketing shall Chapter manage the overall marketing and public relations strategy for the Chapter. The Vice President of Marketing shall be responsible for developing marketing, corporate relations and communication programs in accordance with Chapter bylaws and policies; coordinating and organizing Chapter marketing and public relation activities with Chapter branch leads.

#### Section 8. Vice President of Technology and Social Media.

The Vice President of Technology and Social Media shall be responsible for developing the Chapter strategy associated with leveraging information technology environments, tools and services to support Chapter initiatives. Vice President of Technology and Social Media will work with Chapter and Board leadership to define information technology requirements of the Chapter and ensure associated platforms are in place to achieve Chapter objectives.

Vice President of Technology and Social Media shall coordinate with Board leadership to maintain the Chapter knowledge management repository, oversee registration of chapter events and elections; responsible for developing and maintaining all social media presence in accordance with chapter policies and bylaws.

#### Section 9. Vice President of Governance and Policy.

The Vice President Governance and Policy shall be responsible for Chapter strategy in interpretation of addressing governance and policy issues, including ensuring the maintenance and enforcement of Chapter policies and bylaws. Develop and maintain information security/personal information policy; addressing breeches. The Vice President will manage Chapter interpretation and integration of the Ethics Review Process.

#### Section 10. Vice President of Professional Development.

The Vice President of Professional Development shall be responsible for developing the Chapter strategy to interpreting PMI objectives to professional development programs, including educational and chapter events in accordance with chapter policies and bylaws; for planning, scheduling, arranging and managing regularly scheduled Chapter meetings and professional development events designed to advance the project management skills and knowledge of Chapter members and the community at large, including developing and maintaining relationships with local colleges and universities and serving as liaison to the PMI Education Foundation. The Vice President will support Branch Director of Professional Development programs and initiatives in alignment with Chapter strategy, and maintain a

portfolio view of ongoing professional development activities across Branches. This includes maintaining professional development programs to:

- Support the ongoing professional enhancement of members through organized education and training initiatives
- Create opportunities for members to receive professional development unit (“PDU”) credit via official PMI programs such as Continuing Certification Requirements (CCR) Program
- Liaise with PMI professional development external programs, such as Registered Education Providers (“REPs”)

#### Section 11. Vice President of Membership.

The Vice President of Membership shall develop and maintain the Chapter strategy to enhance and build Chapter membership in alignment with PMI strategy, The Vice President of Membership shall be responsible for ensuring the Chapter strategy addresses the needs of Chapter membership and is realized through programs focused on building, recruiting and retaining membership in accordance with Chapter policies and bylaws. The Vice President of Membership is the primary Chapter liaison for PMI membership tracking and reporting, and maintains Chapter membership information

#### Section 12. Vice President of Volunteers.

The Vice President of Volunteers shall be responsible for developing the Chapter strategy to leverage member volunteerism to fulfill defined PMI and Chapter goals and objectives. The Vice President of Volunteers shall collaborate with Chapter and Branch leadership to identify volunteer opportunities, solicit and fulfill roles as required. As necessary, the Vice President of Volunteers will coordinate recognition and retention programs and leadership development training and support in accordance with Chapter policies and bylaws; setting clear expectations regarding volunteer roles.

#### Section 13. Director(s) at Large.

Directors at Large shall assist other Chapter and Branch officers in fulfilling their responsibilities, serve in an advisory capacity to the President and to the other Board members, and act as coach / mentor as requested by the President. Directors at Large shall be partnered with functional Vice Presidents to provide committed backup support as directed by the Chapter Board.

#### Section 14. Chapter Branch Directors.

Chapter Branch Directors shall act as chief executive officer of the Board of the Chapter Branch they are elected to serve; and act as liaison between the Chapter Branch and the Chapter. Branch Directors are responsible for interpreting Chapter strategy to develop Branch objectives and programs, coordinating with Chapter leadership. Branch Directors serve as the primary point of contact and representative for their respective Branch to external parties and Chapter leadership.

#### Section 15. Past President.

The Past President shall assist the President in liaison with PMI as required; assist in preparation and conduct of special projects, activities, seminars or meetings in support of other Board Members and the Chapter. The Past President is an immediate formerly elected volunteer responsible for overall oversight of the Chapter and the Board in accordance with Chapter policies and bylaws; assume the position of chair for the nomination committee; lead and direct the election process.

#### Section 16. Branch Finance Directors.

The Branch Finance Directors shall communicate with the Vice President of Finance as required to report financial activities of the Chapter Branch they were elected to serve. These are the only non-voting Board positions of those named in these bylaws.

#### Section 17. Board Powers.

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. 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.

#### *Section 18. Board Meetings.*

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the voting membership of the Board at any given time. Each voting member shall be entitled to one (1) vote and may take part and vote in person, during a teleconference, via email or other electronic means with the results documented. 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 19. Board Position Vacancy.*

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 Organization or of the Chapter by reason of non-payment of dues, or where the Officer or Director at Large fails to attend two (2) consecutive Board meetings, unless there are mitigating circumstances and this Officer is performing their role and actively participating. An Officer or Director at Large may resign by submitting written notice to the President or to the Secretary. 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. Nominations for Board vacancies (Chapter/Branch) can be submitted accompanied with the

resume or background information of the individual for review and vetting of the candidate. Upon completion of the review the Board shall vote for approval or disapproval of the candidate for the vacant position.

*Section 20. Board Member Removal.*

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 21. Board Position Interim Appointment.*

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 Vice President (President Elect) shall assume the duties and office of the presiding officer for the remainder of the term. In the event the Branch Director is unable or unwilling to complete the current term of office, the Branch Director at Large shall assume the duties and office of the presiding officer for the remainder of the term unless a qualified volunteer is identified

## **Article V – Chapter Nominations and Elections.**

*Section 1. Nomination and Election.*

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.

The annual elections shall occur in two events:

1. Branch Board elections shall be held each February to elect all Branch Board members with newly elected Branch Board members assuming their roles in March each year.
2. Chapter Board elections shall be held in June to elect all Chapter Board members, with newly elected Chapter Board members assuming their role in July each year.

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. Term of Office.*

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

### *Section 3. Candidates for Board Positions.*

A Nominating Committee, chaired by the Past President, 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 by electronic vote in compliance with the legal jurisdiction. 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.

### *Section 4. Nominee Exclusions*

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

### *Section 5. Electioneering.*

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, 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 VI – Chapter Committees.**

### *Section 1. 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 shall be appointed from the membership of the organization. The Chapter Officers and/or Directors can serve or be on the Chapter Committees, unless it specifically is restricted by the Bylaws.

### *Section 2. Committee Member Approval.*

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

## **Article VII – Chapter Finance.**

### Section 1. Fiscal Year.

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

### Section 2. Annual Membership Dues.

Chapter annual membership dues shall be set by the Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

### Section 3. Chapter Finance Policies.

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.

### Section 4. Dues Billing, Collection, Disbursement.

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

## **Article VIII – Meetings of the Membership.**

### Section 1. Annual Meeting.

An annual meeting of the membership shall be held in Fall of each year at a location to be determined by the Board. This meeting will be held in place of a normal monthly training and networking meeting.

### Section 2. Special Meetings.

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.

### Section 3. Annual Meeting Notice.

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.

### Section 4. Special Meeting Notice.

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.

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. Parliamentary Procedures.

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

**Article IX – Branches of the PMI Emerald Coast FL Chapter.**

Section 1. Establishing a Branch.

Upon written permission granted by the PMI Organization via the Charter agreement, the Chapter shall be permitted to organize its members who have a specific interest or reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services. A Branch of the Chapter shall be governed by these Bylaws and shall conduct its business in compliance with the Chapter’s policies and procedures, its charter with PMI and practices as laid out in a business plan and budget developed by the Branch and approved by the Chapter

Section 2. Geographic Area.

Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 3. Distribution of Dues.

All Chapter’s dues and fees will be collected by PMI® on behalf of the Chapter and will be forwarded to the Chapter. The Chapter will allocate funds to the Branch in accordance to Chapter's policies & procedures. Branches shall not create their own membership or dues.

Section 4. Branch Director shall be a member of Chapter’s Board of Directors.

Section 5. Limitations:

Branches shall abide by the limitations consistent with the Chapter’s charter agreement with PMI.

**Article X – 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 officer, director, 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 an officer, director, 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 officers or directors of the Board, 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 Directors, officers, appointed committee members or authorized representatives are: Directors or officers, have a financial interest in, or are employed by the other organization, providing 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 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 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 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 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. Indemnification.

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 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 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. Liability Insurance.

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 XII – Amendments.**

### Section 1. Amendments.

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by either mail or electronic 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. Amendment Proposal.

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. Amendment Consistency.

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.

## **Article XIII – Dissolution.**

### Section 1.

In the event that the 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 Chapter.

### Section 2.

In the event the Chapter failed to deliver value to its members as outlined in the Chapter's business plan and without mitigated circumstance, the Component 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 dissolving, the 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 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.