

## **PMI Charleston Chapter By-laws**

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

Section 1. Name/Non-Profit Incorporation. This organization shall be called the Project Management Institute, Charleston SC Chapter (henceforth “PMI Charleston” or “the Chapter”). This organization is a chapter chartered by the Project Management Institute, Inc. (henceforth “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of South Carolina. All Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. PMI Charleston 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 North Charleston, in South Carolina. PMI Charleston may have other offices, such as Branch Offices, as designated by the Chapter Board of Directors.

### **Article II – Relationship to PMI®.**

Section 1. PMI Charleston 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 operating documents of PMI Charleston (e.g. bylaws, etc.) may not conflict with current PMI® bylaws and policies, procedures, rules or directives established or authorized by PMI® as well as with PMI Charleston’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, PMI Charleston shall be governed by and adhere to the terms of the charter.

### **Article III – Purpose and Limitations of PMI Charleston.**

#### **Section 1. Purpose of PMI Charleston.**

A. General Purpose. The 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 the Charleston Metro Region of South Carolina in a conscious and proactive manner.

B. Specific Purposes. Consistent with the terms of the charter executed between PMI Charleston and PMI® and these bylaws, the purposes of the Chapter shall include the following:

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

#### **Section 2. Limitations of PMI Charleston.**

A. General Limitations. The purposes and activities of PMI Charleston shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with PMI Charleston’s Articles of Incorporation.

#### **B. Specific Limitations**

- a) 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 PMI Charleston, 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.

- b) The officers and directors of PMI Charleston 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® Bylaws, policies, practices, procedures, and rules; and applicable law.

**Article IV – Chapter Membership.**

Section 1. General Membership Provisions

- A. Membership in PMI Charleston 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 PMI® bylaws and 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 PMI Charleston.
- D. Membership in PMI Charleston 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 month delinquent period.
- F. Upon termination of membership in PMI Charleston, the member shall forfeit any and all rights and privileges of membership.

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

- A. Member – Any person who is a general member of PMI®. Members shall have voting rights.
- B. Student Member – Any person who is a student member of PMI®. Student members shall not have voting rights and may not hold any elected office in the chapter.

**Article V – CHAPTER Board of Directors:**

Section 1. PMI Charleston shall be governed by a Board of Directors. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent). The Board shall consist of elected officers organized in the following manner:

- A. Executive Board – The Executive Board shall include the three (3) positions most responsible for execution of the chapter’s charter. Specifically, the Executive Director (Immediate Past President), the President, and the Executive Vice President.
- B. Chapter Administration – The board positions related to administration include the Vice Presidents for Administration, Finance, and Member Services.
- C. Chapter Operation – The board positions related to operation include the Vice Presidents for Communications, Community Outreach, Marketing and Public Relations, Professional Development, and Special Events.

Section 2. Tenure. The Board shall consist of the officers of PMI Charleston elected by the membership and shall be members in good standing of PMI® and of PMI Charleston. All elected officers have voting privileges and serve a one year term with an option to extend for one additional year if desired and ratified by the Executive Board. In the event

a member of the Executive Board desires an extension, approval by the Board is required for ratification. The maximum term without going through the election process is two years.

### Section 3. Executive Board

- A. Executive Director. The Executive Director (ED) of the Chapter board is the Past President and shall act as mentor and adviser to the elected board. The ED shall serve as the liaison with the PMI® Operations Center. The ED will also be responsible for monitoring the board adherence to bylaws and overseeing chapter administration and governance. Specifically, the ED shall work with the Vice Presidents for Administration, Finance, and Member Services to ensure the chapter represents the membership in a manner consistent with its charter and the principles of good stewardship.
  
- B. President. 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 exofficio with the right to vote on all committees except the Nominating Committee. The President shall have authority to approve one-time expenditures of up to \$500 in the event an expedient approval is necessary and approval by the Board would delay an activity requiring the funding. Such an approval will be presented to the rest of the Board as soon as practicable.
  
- C. Executive Vice President. The Executive Vice President (EVP) shall be responsible for monitoring strategic projects identified in the annual Strategic Plan. The EVP shall preside over meetings when required in the absence of the President. The EVP shall assist the President in the execution of the charter and the operation of the chapter. Specifically, the EVP shall work with the Vice Presidents for Communications, Community Outreach, Marketing and Public Relations, and Professional Development to ensure the chapter

meets the requirements of its charter in terms of representation of the project management discipline in the greater Charleston area.

#### Section 4. Chapter Administration

- A. **Vice President for Administration.** The Vice President for Administration shall oversee the administration of the chapter and direct all administrative activities, including the functions of Secretary for the Chapter. The Vice President for Administration is responsible for keeping records of all business meetings, both for the Chapter and the Board. Furthermore, the Vice President for Administration shall ensure records of all Chapter events are maintained in the Chapter archives.
- B. **Vice President for Finance.** The Vice President for Finance serves in a fiduciary capacity on behalf of the chapter, and is primarily responsible for managing all financial matters related to chapter business, including the function of treasurer for the Chapter. As such, the Vice President for Finance shall oversee the management of all funds for duly authorized purposes within the Chapter.
- C. **Vice President for Member Services.** The Vice President for Member Services shall ensure the Board is responsive to the needs of the chapter and its membership.

#### Section 5. Chapter Operation

- A. **Vice President for Communications.** The Vice President for Communications is responsible for ensuring information regarding chapter events is effectively communicated to the chapter membership.
- B. **Vice President for Community Outreach.** The Vice President for Community Outreach is responsible for aligning the chapter with the goals and objectives for appropriate community and charity events.
- C. **Vice President for Marketing and Public Relations.** The Vice President for Marketing and Public Relations is responsible for developing business

relationships with external entities, including businesses and other professional organizations (e.g. SCGMIS, AFCEA, etc.).

- D. Vice President for Professional Development. The Vice President for Professional Development shall ensure the chapter provides opportunities for development, education, and professionalization of project managers within the chapter.
- E. Vice President for Special Events. The Vice President for Special Events shall provide for and coordinate all activities associated with Professional Development Day (PDD) events, including Seminars At Sea and other PDDs.

Section 6. The Board shall exercise all powers of PMI Charleston, except as specifically prohibited by these bylaws, the PMI® Bylaws and policies, its charter with PMI®, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI® Bylaws and policies, and to exercise authority over all PMI Charleston Chapter business and funds.

Section 7. 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 membership of the Board at any given time. Each member shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, email, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 8. The Board of Directors shall declare an officer position to be vacant where an officer 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 fails to attend three (3) consecutive Board meetings without notification to and approved by the President or at least one member of the Executive Board. An officer may resign by submitting written notice to the President and Vice President of Administration. 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 9. An officer 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 10. If any officer position becomes vacant, the President shall appoint a replacement based on nominations and approval by the Board to fill the office for the unexpired portion of the term of the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Executive Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

## **Article VI – 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 V, Section 2. All voting members in good standing with 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 terms 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. 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. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

## **Article VII – Committees**

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. **These committees shall be established from the general membership with the approval of the Board.** A charter shall be established for each committee defining its purpose, authority and expected outcomes.

Section 2. The President shall appoint a Chair for each committee, either from the general membership or from the Board. Committees are responsible to the Board and the Chairs are responsible for reporting the status of committee objectives to the Board on a recurring basis as directed. The Chair shall create a Project Plan describing the purpose and scope of the committee objectives and identify members for the committee. Project Plans for standing committees shall be renewed each successive year of the committee's existence. PMI Charleston officers can serve as the Chair or a member of committees, unless it specifically is restricted by the Bylaws.

Section 3. The Chair of committees shall provide regular updates to the Board via committee reports at monthly Board meetings or upon a request from the Executive Board. All committee reports and project-related documents shall be subject to retention in Chapter archives.

**Article VII - CHAPTER Finance:**

Section 1. The fiscal year of PMI Charleston shall be from 1 January to 31 December.

Section 2. Annual membership dues for PMI Charleston shall be set by the Chapter's Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. PMI Charleston shall ensure chapter income is sufficient to maintain an adequate operating balance that enables the chapter to execute its charter on behalf of chapter membership and the community.

Section 4. PMI Charleston Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 5. All dues billings, dues collections and dues disbursements shall be performed by PMI®.

**Article VIII – Meetings of the Membership:**

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

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

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

Section 5. Quorum at all annual and special meetings of PMI Charleston 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.

**Article IX - Inurement and Conflict of Interest:**

Section 1. No member of PMI Charleston 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, 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 PMI Charleston of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI Charleston Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Charleston Chapter and any corporation, partnership,

association or other organization in which one or more of PMI Charleston Chapter's directors, officers, appointed committee members or authorized representatives are directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- B. The board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to PMI Charleston and complies with the laws and regulations of the applicable jurisdiction in which PMI Charleston is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to PMI Charleston 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 X - Indemnification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI Charleston, 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. 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, PMI Charleston 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 PMI Charleston 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 XI- Amendments:**

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at a 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 mail ballot returned within forty-five (45) 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 forty-five (45) 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® 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 XII – Dissolution:**

Section 1. In the event that the Chapter or its governing officers failed to act according to this bylaws and PMI Charleston 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 PMI Charleston failed to deliver value to its members as outlined in PMI Charleston 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 PMI Charleston is considering dissolving the Chapter, the Board of Directors must notify PMI® in writing and follow the component dissolution procedure as defined in PMI® policy.

Section 4. Should PMI Charleston 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.