

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 Chapters formed within the United States must be incorporated as a 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 lawfully adopted PMI® policies, procedures, rules and directives

Section 2. The operating documents of PMI Charleston (e.g. bylaws, etc.) may not conflict with current PMI® bylaws and other policies, procedures, rules or directives authorized by PMI® and must comply 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 a non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the profession, science and practice 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®, the purposes of the Chapter shall include

- a) fostering professionalism in the management of projects;
- b) contributing to the quality and scope of project management;
- c) stimulating appropriate global application of project management for the benefit of the general public;
- d) providing a recognized forum for freely exchanging ideas, applications and solutions to project management issues among its members, and others interested and involved in project management; and
- e) identifying and promoting the fundamentals of project management and advancing the body of knowledge for successful project management.

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 and 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 Chapter and shall perform their duties in accordance with the Chapters' 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® Chapter membership categories shall be consistent with PMI® membership categories.

Section 3. Costs for students enrolled in a project management-based curriculum are reduced from standard fees; thus, they do not have voting privileges. Those who wish to have such privileges must first become a member as described in Article IV above.

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 President, the Executive Vice President, and the Immediate Past 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 duties as described in the Chapter Operations Manual.
- B. Chapter Administration – The board positions related to administration include the Vice Presidents for Administration, Finance, and other supporting Board functions as described in the Chapter Operations Manual.
 - 1. 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.

2. 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. Additional Board positions as described in the Chapter Operations Manual.

Section 2. 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.

Section 3. Terms of office in any position shall be two-years. Members elected to the Board may serve a maximum of four consecutive terms in the same position. A member may serve in different positions but shall not serve for more than eight consecutive years regardless of position. Changes to positions shall be staggered to ensure board continuity.

Section 3. 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 4. 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 5. 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 6. 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 7. 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 the 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 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 Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter 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. 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 VIII – 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 IV – 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. 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. Five percent (5 %) of the voting membership in good standing and present and in person is required to constitute a

quorum.

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. Notice of all special meetings shall be sent by the Board 30 days in advance to allow membership a reasonable amount of time in advance of the meeting. 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. Five percent (5 %) of the voting membership in good standing and present and in person is required to constitute a quorum.

Article X - 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 XI - 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 XII- 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 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 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® 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 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 Chapter 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 Chapter 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.