

# BY-LAWS AND ORGANIZATION CHART

## ***I. Meetings***

The President shall have the authority and responsibility to prevent the unauthorized use of the Chapter name in conjunction with any meeting or activity which, in the President's judgement, does not further the purposes of the Chapter and/or PMI.

### **A - Board Business Meetings**

- (1) **Purpose** – Regularly scheduled Business Meetings shall be scheduled by the board to perform the leadership function of the Chapter. This planning function shall provide focus on the identified Objectives of the Chapter as detailed in the Chapter Charter.
- (2) **Time** – The Chapter Board shall convene business meetings at least quarterly, with one annual meeting, the dates of which shall be set by the Board of Directors. The annual meeting shall be held in conjunction with the annual election of officers.
- (3) **Location** – The Chapter Board shall select the location of the annual meeting and announce the times, dates, and locations in a notice mailed to all current members of the Chapter in good standing as required by the Constitution.
- (4) **Quorum** – A quorum of the Chapter Board shall be a minimum of 50 percent of the Chapter Board, and is required for the transaction of all official Chapter business requiring a vote. A quorum of the Chapter membership shall be 50 percent of the members in attendance at officially scheduled Chapter meetings.
- (5) **Majority** – A majority for election of officers shall consist of 51 percent or more of the voting members present at the called meeting.

### **B - Chapter Meetings**

The Chapter Board shall conduct Chapter meetings on a quarterly basis at a minimum, including annual meeting. The purpose of the Chapter meeting will be to emphasize programs which further the objectives of the Chapter and PMI and will be the responsibility of the Vice President of Programs.

### **C - Special Meetings**

Special Meetings may be called and conducted by individual 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 names of principal participants, is forwarded to Vice President of Communications for distribution and recording purposes prior to the meeting date.
- c) Any written material to be used or distributed in connection with the meeting and/or carrying the name of the Chapter is to be submitted to and approved by the Vice President of Communications prior to its distribution and use.

- d) Within one week of the close of a special meeting of the Chapter, the sponsoring member or group, will provide a written report to the Vice President of Communications outlining the activities of the meeting.

## **II. Officers**

### **General**

All officers shall be local Chapter members. Chapter Board Directors shall serve as officers of Chapter as outlined in Articles of Incorporation. These are: President, Vice President of Membership, Vice President of Recruiting, Vice President of Treasury and Finance, Vice President of Communications, Vice President of Publicity, Vice President of Education and Certification, Vice President Governance, and Vice President of Programs with Immediate Past President as At-large director. The Chapter may vote to include a Vice President of Special Programs. The Chapter President appoints the office of Chapter Webmaster.

The Vice President of Membership shall become President if that office becomes vacant. The President with the unanimous approval of the Chapter Board shall appoint other vacant offices.

Any elected officer may be recalled by the approval of 60 percent of those in attendance at a general meeting of the Chapter membership. The President with the unanimous approval of the Board may call any elected officer who fails to attend three (3) consecutive Board meetings.

No individual may serve in more than one officer position except as follows:

- A single individual may serve as both Vice President of Membership and Vice President of Recruiting.
- A single individual may server as President of Communication and Vice President of Publicity.
- Chapter Webmaster is an appointed position and so may hold any other elected office if approved by the Chapter Board.
- Immediate Past President is not an elected position and so may hold any other elected or appointed position if approved by the Chapter Board.

### **Nominations, Election and Tenure**

Officers will be elected by the majority vote of the Chapter members in attendance at the annual business meeting. Officers shall serve the following year from January 1 of the first year to December 31 of the second year. Officer shall be eligible to serve only two consecutive terms in the same office. No member may serve in more than one office simultaneously. The President, with approval of the Board, shall appoint members of the Nominating Committee who shall be members of PMI and the Chapter in good standing. The Nominating Committee shall be chaired by the Immediate Past President or a member in good standing appointed by the President if the Immediate Past President is not available. The Nominating Committee using procedures established in the Chapter By-laws will name nomination of officers. Nominations may also be made from the floor at the Chapter meeting prior to the annual business meeting.

A Chapter member in good standing may elect to vote for officers by proxy if unavailable to attend the annual business meeting in person. The return of a ballot directed to the Vice President of Communications authorizing and directing the Vice President of Communications to vote the ballot as marked shall be deemed a valid proxy. The member wishing to vote in this manner is responsible for securing a ballot and delivering it in time for the annual meeting as described herein.

The terms of President, VP Governance, VP Membership & VP Communications will begin in even numbered years. The terms of VP Programs, VP Treasury & Finance, VP Certification & Education and VP Publicity will be begin in odd numbered years.

## ***Responsibilities of Officers***

### **President**

The President will be responsible for the overall functioning of the Chapter, assuring that the Chapter Board of Directors works together as a team, dedicated to achieving the Chapter vision, mission and overall objectives as detailed in the Chapter Charter.

The primary responsibilities of the President include the following:

- i) Schedule, provide agendas and preside over all business and chapter meetings.
- ii) Direct the activities of other officers toward Chapter goals and objectives.
- iii) Appoint Nominating Committee members by October 1 of each year to conduct Chapter elections.
- iv) Appoint replacement Board members to vacant positions, subject to Board's approval.
- v) Appoint committee and committee chairperson representatives to task teams as required and subject to Board approval.
- vi) Submit to PMI Vice President Region II an annual application for charter renewal, pursuant to Article B-6 of the Chapter Guidelines and Policy Handbook. The application shall be prepared by the Vice President of Communications and Publicity.
- vii) Represent the Chapter, or appoint appropriate alternate as a member of the Council of Chapter Presidents (CCP) at the spring and fall meetings and serve on any CCP subcommittees that may be established to form policy for the CCP.
- viii) Prepare monthly status reports for presentation at Chapter Board meetings.
- ix) Maintain and deliver all permanent records to the position successor as required.
- x) Serve as Immediate Past President at end of term as President.

### **Immediate Past President**

The Immediate Past President shall assist the President in liaison with PMI if and when required. When necessary, the immediate past president will also:

- i) Assist the preparation and conduct of any special projects, seminars or meetings in support of other Board members, or in liaison with any project manager appointed for a specific project which the Chapter decides to undertake.
- ii) Chair Nominating Committee responsible for preparing the slate of nominations for officers for the succeeding year.

### **Vice President Membership**

The Vice President of Membership will be responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major employers in the Chapter's area of operations.

The primary responsibilities include:

- i) Serve as the backup President and assume presidential responsibilities if the elected president cannot fulfill the responsibilities for any reason.
- ii) Compile and maintain a current file of PMI members in the Chapter area of operations and solicit their affiliation with the Chapter.
- iii) Establish and maintain an active membership drive, including a documented plan, partnering with other Board members to identify membership opportunities, providing membership application forms and PMI information to potential members.
- iv) Create Chapter membership list and dues record (in US Funds) and submit to PMI by September of each year for centralized billing purposes.
- v) Establish and maintain an active corporate Chapter sponsorship solicitation drive.
- vi) Prepare monthly status reports for presentation at Chapter board meetings.

The Vice President of Membership should take into consideration that members might not want the contact information they provide to be listed or posted in electronic format without their prior consent. Such lists must adhere to the members' request for exclusion as provided on their application to PMI.

### **Vice President Recruiting**

The Vice President of Recruiting will be responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting and partnering with major employers in the Chapter's area of operations.

The primary responsibilities include:

- vii) Serve as the backup President and assume presidential responsibilities if the elected president cannot fulfill the responsibilities for any reason.
- viii) Compile and maintain a current file of PMI members in the Chapter area of operations and solicit their affiliation with the Chapter.
- ix) Establish and maintain an active membership drive, including a documented plan, partnering with other Board members to identify membership opportunities, providing membership application forms and PMI information to potential members.
- x) Create Chapter membership list and dues record (in US Funds) and submit to PMI by September of each year for centralized billing purposes.
- xi) Establish and maintain an active corporate Chapter sponsorship solicitation drive.
- xii) Prepare monthly status reports for presentation at Chapter board meetings.

### **Vice President Treasury and Finance**

The Vice President of Treasury and Finance will be responsible for the solicitation and input from Board members for development of financial goals and objectives for the Chapter, the preparation of an annual financial plan, as well as the collection and disbursement of all Chapter monies.

Responsibilities include:

- i) Manage all Chapter financial transactions including the collection all Chapter dues from PMI, guest payments for Chapter meetings or special events, and the payment of all Chapter bills in accordance with Chapter Board directives.
- ii) Establish and maintain all required Chapter bank accounts and/or similar financial transactions, arranging for officer signatures as required, including the PMI Regional Vice President of Administration if requested.
- iii) Apply for IRS Employer Number and submit all required IRS tax related filings.
- iv) Develop an operating budget and forward to the Board for inclusion in the annual renewal application for charter renewal.
- v) Develop an annual financial statement on the activities of the Chapter and provide to the Board by December 1 of each year.

- vi) Partner with the Vice President of Membership and Recruiting to identify members who have failed to pay current dues, and provide meeting attendance information for new and potential members. Pursue unpaid members for collection and retainment purposes.
- vii) Maintain a permanent file of the financial business of the Chapter and turn over all documentation to successors as required.

## **Vice President Communications**

The Vice President of Communications is responsible for the timely dissemination of information both to and from the Chapter membership, using various tools to accomplish the objective. The position is also that of Corporate Secretary for the Chapter. Primary responsibilities include:

- i) Organize subcommittees for the purpose of direct telephone solicitation of meeting and workshop attendance. Inform Vice President of Programs of expected attendance so meeting facilities can be arranged.
- ii) Edit and distribute all official chapter communication (newsletter, meeting notices, etc.)
- iii) Distribute a six (6) month program plan showing monthly events.
- iv) Notify membership not less than ten (10) days before all special meetings called by President.
- v) Notify membership not less than ten (10) days before all general meetings.
- vi) Receive from Vice President of Membership, and maintain up-to-date copy of mailing list for use in mailing Chapter event notices, newsletters, and annual reports.
- vii) Notify membership of all nominations twenty-one (21) days before election.
- viii) Monitor and report upon the general membership's requirements and response to Chapter programs. This includes the preparation, analysis, and reporting on questionnaires and other evaluation devices.
- ix) Maintain a file of all Chapter correspondence (meeting minutes, mailings, etc.).
- x) Prepare for, procure, and distribute Chapter stationary and printed materials.
- xi) Direct preparation of Chapter annual report and Chapter renewal request for submission to the Vice President Region II and copy to PMI main office. Distribute Chapter annual report to membership.
- xii) Prepare monthly status report for presentation at Chapter Board meetings.
- xiii) Maintain and deliver all permanent records to the position successor as required.
- xiv) Official communications, excluding newsletter, should have official seal

*This is to certify that the undersigned is the duly elected Vice President of Communications officiating as Corporate Secretary of PMI Columbus, Georgia Chapter, Inc. and is authorized to take minutes at the meetings of Board of Directors and regular meetings held as indicated hereinabove and to transmit appropriate letters and communiqué as instructed. The above accurately reflects this instruction.*

## **Vice President Publicity**

The Vice President of Publicity is responsible for the timely creation of information and publicity of the Chapter and PMI to internal and external publications and through partnering with businesses in the area of operations. Primary responsibilities include:

- i) Fill the role of Project Manager establishing volunteer committees for the preparation and compiling of monthly newsletters, published articles, and local advertisements describing chapter activities and plans.
- ii) Place advertisements in local newspapers of Chapter meetings, events, workshops, seminars, and vendor shows as provided by VP of Communications.
- iii) Submit regular information on Chapter activities for publication in the Project Management Journal (PMJ) and PM NETWORK.
- iv) In cooperation with Vice President of Programs, prepare draft text of meeting notices and newsletters for review by Board at their meeting preceding each Chapter meeting.
- v) With the cooperation of other Board members, establish and awards program to show honor and distinction for professional accomplishments and Chapter participation.
- vi) Prepare monthly status reports for presentation at Chapter Board meetings.
- vii) Maintain and deliver all permanent records to position successor as required.

## **Vice President Education and Certification**

The Vice President of Education and Certification will be responsible for promoting Project Management Professionalism through the development of educational publications, seminars, and workshops designed to help project managers achieve certification as Project Management Professionals (PMP).

Primary responsibilities include:

- i) Provide the membership with professional workshops and seminars designed to improve their development in the field of project management.
- ii) Establish and oversee a volunteer group charged with the task of developing and delivering an certification examination preparation workshop to be offered on a quarterly basis.
- iii) Establish the Chapter as recognized certification test site.
- iv) Establish and maintain a Chapter Library of project management reading material and professional publications.
- v) Work with educational institutions in the area of operations to enlist their support of Project Management Professionalism through PMI and the Chapter.
- vi) Coordinate and maintain preparation workshop modules to ensure they reflect the types of changes being made to the PMI certification test.
- vii) In cooperation with Vice President of Communications and Publicity, actively pursue paid PMI workshop attendance by the public at large.
- viii) Prepare monthly status reports for presentation at Chapter board meetings.
- ix) Maintain and deliver all permanent records to position successor as required.

## **Vice President of Programs**

The Vice President of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the objectives of the Chapter and with approval of the Chapter Board.

The primary responsibilities include:

- i) Prepare monthly program schedules and agendas showing all planned Chapter activities for the next six months, including speaker, vendor presentation, etc. Provide Vice President of Communications for distribution.

- ii) Direct the presentation of special seminars, meetings, and vendor exhibits which the Chapter Board deems beneficial to membership. Assure that Chapter meetings do not conflict with the annual PMI meeting.
- iii) Obtain information on future guest speakers at least a month in advance of meetings to provide adequate lead time for the Vice President of Communications to publicize such events.
- iv) Prepare program and meeting notices for publication and distribution by the Vice President of Communications.
- v) Develop and maintain individual member participation lists and work with other Board members to determine areas of interest of Chapter members for use in program delivery. Monitor and report on requirements, participation levels and general membership feedback. Provide input for the yearly Chapter reports to PMI.
- vi) Manage all physical arrangements for each Chapter meeting and coordinate the facilities requirements of other officers. Required arrangements include: Seating arrangements and tables; Timing of events, including meals, table service, refreshments; Delivery and return of special equipment such as projectors, overheads, microphones, flip charts, etc.
- vii) Prepare monthly status reports for presentation at Chapter Board meetings.
- viii) Maintain and deliver all permanent records to the position successor as required.

## **Vice President of Governance**

The VP of Governance shall be responsible for providing guidance to the chapter leadership and membership on issues and procedures which stem from the bylaws of the chapter or the policies and procedures established by PMI®. The VP of Governance is responsible for establishing, maintaining, and interpreting the chapter bylaws so that the chapter can better prepare for and respond to procedural, ethical, and legal issues that arise.

The primary responsibilities include:

- i) Provide guidance to the board and general membership on issues concerning governance.
- ii) Establish, maintain and interpret the chapter bylaws.
- iii) Maintain communication with PMI GOC to keep apprised of current governance decisions and issues.
- iv) Take ownership of governance issues that arise within the chapter. Clarify the concerns and facts of the matter and facilitate resolution of the issue. Engage legal counsel as required.
- v) Attend the monthly board and leadership meetings.
- vi) Review the monthly chapter financial statements.

## **Chapter Webmaster**

The Chapter Webmaster will be responsible for the creation and maintenance of the Chapter's web site. The content of the web site is to be consistent and in accordance with the objectives of the Chapter and with approval of the Chapter Board.

- vii) Update the web site each month with chapter news as provided by the VP of Communications.
- viii) Update the web site with membership information and statistics as provided by the VP of Membership.
- ix) Advise on presentation format and links for all sections within the web site.
- x) Perform any and all other maintenance as needed to the web site.
- xi) Prepare monthly status reports for presentation at Chapter Board meetings.

- xii) Maintain and deliver all permanent records to the position successor as required.

### ***III Financial Guidelines***

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

#### **Budget**

The proposed budget shall be created annually and recommended by the Vice President of Finance to the Chapter Board of Directors for approval. The annual budget for the succeeding year shall be submitted in draft form no later than the Chapter Board of Directors 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 officers. The incoming officers are to receive the budget two (2) weeks prior to said meeting. The incoming officers are to review the budget, submit changes and to approve it.

#### **Financial Controls**

Accounting for the finances of the Chapter shall conform in general to the recommended practices of the American Institute of Certified Public Accountants. The Vice President of Finance shall submit periodic statements of accounts to the Chapter Board of Directors.

#### **Expenditures**

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

#### **Fees and Dues**

- 1) The Chapter Board shall set annual fees for members, student members, and corporation sponsorship. Membership privileges for new members shall commence on the day of acceptance by PMI and payment of PMI and Chapter dues for the current year.
- 2) Establishment of membership dues must follow policies and procedures established by PMI for component member dues.
- 3) Bills for annual dues/fees for PMI and Chapter are mailed to members, student members and corporate sponsors prior to the anniversary date, based on Chapter membership lists, and are due on the anniversary date.
- 4) The Vice President of Finance will contact members in arrears.



## **Check Signature Authority**

Either the President or Vice President of Finance must sign all Chapter financial transactions requiring a check from the Chapter account. A detailed financial transaction log will be maintained by the Vice President of Finance and will be made available to any Board member, the Regional Vice President or PMI on request.

## ***IV Membership***

### **Eligibility**

The membership shall be open to any person 18 years and older who is in good standing with PMI, and is interested in furthering the purposes of the organization without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

### **Delinquency/Terminations**

Members, student members, and corporate sponsors in arrears on dues for six (6) months shall be delinquent and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all past dues for the current year.

“Member 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 Not Paid list. In the event dues have been paid but not posted, the member must provide a verbal verification (written preferred) from PMI that dues have been received in order to be considered a member in good standing.

Any member suspended or terminated by PMI shall be automatically suspended or terminated by the Chapter.

### **Use of Membership Lists**

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 Board. This list may not be used for commercial purposes excluded by PMI Constitution.

PMI requires the following disclaimer on any published membership list – whether hardcopy format or online version.

*Warning! This list for office PMI Columbus, Georgia, Inc. use, as well as individual communication of a networking nature by PMI members and potential members. Use of this information for any other purpose, including, but not limited to, reproducing and storing in retrieval system by any means, electronic or mechanical photocopying or using the names, addresses, e-mail addresses, and phone numbers for any private, commercial or political mailing is strictly prohibited.*

## ***V Publications***

## **Business Meetings**

The Chapter Board will produce and maintain meeting minutes, which will document meeting proceedings, action items, attendance and meeting schedule information. The primary responsibility for the assurance of meeting creation, filing, and distribution will belong to Vice President of Communications. Distribution of minutes will be to all Board of Director members, with request for further distribution considered on a case-by-case basis only if made in writing to Vice President of Communications.

## **Newsletters**

A Chapter newsletter will be published in support of the objectives of the Chapter and PMI. The editorial policies of the publication will be directed by the Chapter Board and implemented by the Vice President of Communications.

## **Annual Proceedings and Technical Presentations**

A compilation of Chapter member's and/or guest speakers technical articles and oral presentations presented at Chapter meetings will be collected by the Vice President of Programs for distribution and/or inclusion in Chapter Library. The Vice President of Communications will coordinate publication and distribution of appropriate documentation.

## **Other Publications and Distributions**

The Chapter Board will authorize other recurring or one-time publications intended for distribution to Chapter membership.

## **Chapter Library**

Chapter Library will be established to serve the membership. The library documentation will include but not be limited to: A complete set of PMI Handbooks, Guidelines, Study Material, Symposium Proceedings and textbooks paid for by the Chapter. Responsibility for the Chapter Library belongs to Vice President of Education and Certification. The availability of documentation for use by the membership will be established via a contract system as approved by the Chapter Board.

## ***VI Nomination, Election and Tenure***

- A. Chapter Officers will be elected by a majority vote of Chapter members in attendance at the annual business meeting. Officers shall serve the following year from January 1 of the first year to December 31 of the second year. The President, with the approval of the board, shall appoint members of the Nominating Committee who shall be members in good standing. The Nominating Committee shall be chaired by the Immediate Past President, or, if the

position is vacant or declined, a member in good standing may be appointed by the President and must be approved by the Chapter Board using procedures established in the By-laws. Nominations may also be made from the floor at the annual business meeting.

- B. The Nominating Committee shall be comprised of the Immediate Past President as chairperson and two other members of the Chapter in good standing appointed by the President. If the position of Immediate Past President is vacant, or declined, a member in good standing may be appointed by the President and must be approved by the Chapter Board. The remaining members should not be currently serving officers or Board members.
- C. No member of the Nominating Committee shall be included in the slate of nominee prepared by this committee.
- D. No individual can be nominated for more than one position.
- E. The Nominating Committee shall set criteria for selection of nominees, which shall include the following:
  - i) Member in good standing of Chapter and PMI
  - ii) Willingness to devote time and effort as an officer of the Chapter
  - iii) Sufficient length of membership with PMI
  - iv) Experience as a project manager
  - v) Attendance at Chapter meetings
  - vi) Personal attributes.
- F. The Nominating Committee shall present its recommendations to the Chapter meeting which precedes the Annual Business meeting and prepare an election ballot for use at the Annual Business Meeting and as proxy form. The nominating committee shall also be responsible for overseeing the administration election process and reporting on the results to the existing Chapter Board for implementation and turnover responsibilities.

## ***VII Amendments***

Only the Chapter Board may make amendments to the By-laws. The Chapter membership may petition the Chapter Board of Directors to consider amendments approved by a minimum of 50 percent vote of Chapter members in attendance at the annual business meeting or a special business meeting at which there is a quorum. The Chapter Board would then review and vote on the petition at the next regularly held business meeting, with results communicated to the Chapter by the next regularly scheduled Chapter meeting.