

PMI COLUMBUS, GEORGIA CHAPTER, INC.

ORGANIZATION BY-LAWS

Document Revisions Made in 2017

Purposes of Revisions – To conform to the general bylaws and format of PMI and to align the officer roles more closely with those defined by the Role Delineation Study completed by PMI.

Board-Assigned Committee Members:

Rosana Juestel, President

Pam Preer, Immediate Past President

Alison Mills-Long, VP of Governance

PMI Columbus, GA Chapter Board Approval_____

PMI Acceptance_____

PMI Columbus, GA Membership Approval_____

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Article I – Organization Establishment

Section 1. Name, Charter, Incorporation

This organization shall be called the Project Management Institute, Columbus, Georgia Chapter, Inc. (hereinafter “PMI Columbus, GA Chapter”). This organization is a chapter chartered by The Project Management Institute, (hereinafter “PMI”) and separately incorporated as a non-profit,

tax exempt corporation (or equivalent) organized under the laws of the State of Georgia, United States, as a 501(c) (6) organization.

Section 2. Legal Requirement

The PMI Columbus, GA Chapter shall meet all legal requirements in the jurisdiction(s) in which it does business and is regulated by the State of Georgia, the State in which it is incorporated.

Section 3. Principal Office Location

The principal office of the PMI Columbus, GA Chapter shall be located in Columbus in the State of Georgia, United States of America. The PMI Columbus, GA Chapter may have other offices such as Branch offices as designated by the PMI Columbus, GA Chapter Board of Directors.

Article II – Relationship to PMI

Section 1. Responsibilities to PMI

The PMI Columbus, GA Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. Conformance to PMI

The Bylaws of the PMI Columbus, GA 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 PMI Columbus, GA Chapter’s Charter with PMI®.

Section 3. Authority of PMI Charter

The terms of the Charter executed between the PMI Columbus, GA 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 PMI Columbus, GA Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI Columbus, GA Chapter

Section 1. Purpose of the PMI Columbus, GA Chapter

- A. General Purpose. The PMI Columbus, GA 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 a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Columbus, GA Chapter and PMI® and these Bylaws, the purposes of the PMI Columbus, GA 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 the PMI Columbus, GA Chapter

- A. General Limitations. The purposes and activities of the PMI Columbus, GA Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Columbus, GA Chapter Articles of Incorporation.
- B.
- B. Membership Database. The membership database and listings provided by PMI to the PMI Columbus, GA Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Columbus, GA Chapter, consistent with PMI* policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. Board Authority. The officers and directors of the PMI Columbus, GA Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI Columbus, GA Chapter Membership

Section 1. General Membership Provisions.

- A. Membership in the PMI Columbus, GA Chapter requires membership in PMI®. The PMI Columbus, GA Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
- B. 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.
- C. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of the PMI Columbus, GA Chapter and all policies, procedures, rules and directives lawfully made hereunder, including but not limited to the PMI® Code of Conduct.
- D. All members shall pay the required PMI® and PMI Columbus, GA 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 PMI Columbus, GA Chapter.
- E. Membership in the PMI Columbus, GA Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. 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 PMI Columbus, GA Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI Columbus, GA Chapter to PMI® within such one month delinquent period.
- G. Upon termination of membership in the PMI Columbus, GA Chapter, the member shall forfeit any and all rights and privileges of membership.
- H. Individual and retiree members in good standing with the chapter may vote and hold office.
- I. Student members in good standing with the chapter may vote, but shall not be eligible to hold office.
- J. Voting rights shall be granted to all members eligible to vote and are in attendance at the meeting.
- K. Voting by email response is allowed under circumstances approved beforehand by the Board of Directors and shall be proctored by a duly appointed officer. Results of votes shall be reported by same manor and by alternative communication methods if deemed necessary by the Board.

Section 2. Classes and Categories of Members

The PMI Columbus, GA Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI® membership categories.

Article V – PMI Columbus, GA Chapter Board of Directors

Section 1. Chapter Governance

The PMI Columbus, GA Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. Board Membership

The Board shall consist of the officers of the PMI Columbus, GA Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI Columbus, GA Chapter. All officers of the Board shall be volunteers and the Chapter shall not pay any compensation for or remuneration to any officer for services rendered.

The Board shall exercise all powers of the PMI Columbus, GA Chapter, except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, its charter with PMI®, and the laws of the State of Georgia. 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 Columbus, GA Chapter business and funds.

Section 3. Board Meetings

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. In general, the Board should have a minimum of one meeting per quarter; however, any number of meetings can be held as deemed necessary to maintain good management of the chapter. 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 and may take part and vote in person only. 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 4. Terms of Office

Terms of office for the officers shall be for two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general unless appointed by the chapter president and approved by the board. These positions are staggered so that one half of the officers is elected each year.

The terms of President, Immediate Past President, VP Membership, VP Professional Development, and VP Finance will begin in even numbered years. The terms of, VP Governance, VP Programs, Treasurer and VP Marketing will begin in odd numbered years.

Section 5. Officer Position Vacancy

If any officer 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 of Membership shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Section 6. Chapter Role Descriptions and Responsibilities for Officers

The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the PMI Columbus, GA Chapter by reason of non-payment of dues, or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the chapter President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

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.

The offices of President, Vice President of Finance and Vice President of Governance are detailed here in this document. Other offices deemed to be important to the operation of the PMI Columbus, GA Chapter are listed and detailed in the contents of the Chapter Operations Manual.

The President

The President shall be the Chief Executive Officer for the PMI Columbus, GA Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including (but not limited to) acting as a liaison between the chapter and PMI®, presiding over the Board of Directors meetings and the annual general membership meeting, ensuring all chapter business is done legally and ethically, ensuring statutory and regulatory procedures are followed on behalf of the chapter, representing the chapter in all board operations, chapter activities and public events, and making all required appointments as stated in Section 3 above 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.

Any member of the chapter in good standing is eligible to become The President, and it is preferred that he/she has earned the Project Management Professional credential from PMI®.

Additional responsibilities of the President may include the following:

- i) Direct the activities of other officers toward chapter goals and objectives.
- ii) Appoint Nominating Committee members by October 1 of each year to conduct chapter elections.
- iii) Appoint replacement board members to vacant positions, subject to board's approval.
- iv) Appoint committee and committee chairperson representatives to task teams as required and subject to board approval.
- v) Submit to PMI® the annual application for charter renewal
- vi) Prepare monthly status reports for presentation at chapter board meetings.
- vii) Maintain and deliver all permanent records to the position successor as required.
- viii) Serve as Immediate Past President at end of term as President.

Vice President of Finance

The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PMI Columbus, GA Chapter. The Vice President 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.

Vice President of Finance responsibilities include:

- i) Manage all Chapter financial transactions including the review all Chapter dues from PMI, payments for special events, and the payment of all Chapter bills in accordance with Chapter Board directives.
- ii) Establish, maintain, and reconcile all required Chapter bank accounts and/or similar financial transactions, arranging for officer signatures as required.
- iii) Apply for IRS Employer Number and submit all required IRS tax related filings.
- iv) Develop, in conjunction with chapter officers, an operating budget and forward to chapter officers for inclusion in the annual renewal application for charter renewal.
- v) Prepare for presentation at chapter meetings a statement of income, expenses, and balance to date.
- vi) Prepare and reconcile quarterly financial statements and present to Chapter Officers quarterly at a Chapter Officers' meeting. Financial statements will include expense and revenue reports aligned to the chapter budget.
- vii) Develop an annual financial statement on the activities of the Chapter and present to chapter members at the end of year chapter meeting.
- viii) Maintain a permanent file of the financial business of the Chapter and turn over all documentation to successors as required.

The Vice President of Finance will work closely with the person elected as Assistant Vice President of Finance. Dual roles are intended to protect each officer from mishandling funds whether from intentional or negligent actions. Duties are to be shared so that no individual has complete and exclusive control of funds, and that full and transparent financial reporting can be provided to the Board or chapter members upon call.

Vice President of Governance

The Vice President of Governance shall be responsible for providing guidance to ensure the chapter bylaws are upheld and enforced, that policies and procedures established by PMI are followed and that policies are consistent and compliant with all applicable governmental jurisdiction and regulations. The VP of Governance must be aware of the Ethics Review Process and raise awareness of and provide training on code of conduct/regulations/processes. Any chapter policy manual or information security policy will be developed and maintained by the VP of Governance. The VP of Governance will also address any breeches that may be brought up against a member and/or the chapter and assists in resolving chapter conflicts. In the absence of a chapter Assistant Vice President Finance, the VP of Governance will also review the monthly chapter financial statements. The VP of Governance shall also maintain and deliver all permanent records to the position successor as required.

Section 7. **Appointment Positions**

The appointments and terms of office for other various volunteer positions are determined by the chapter President and approved by the PMI Columbus, GA Chapter Board. Generally, these terms are usually longer in duration than other Chapter offices because of the technical expertise (for Webmaster) and relationship building (PMIef Liaison and PMI Military Liaison) required for these roles. As an appointed member, these volunteers are invited to attend all Board Meetings and exchange information with the Board, but shall not have voting rights since these positions do not represent the Chapter by election, unless their vote is needed to qualify as a quorum and/or tie breakers.

Appointment positions and roles are listed in The Chapter Operations Manual.

Article VI – PMI Columbus, GA Chapter Nominations and Elections

Section 1. Nominations

The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the PMI Columbus, GA 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. Commencement of Office

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. Election Process

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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) 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. Neutrality of Nominating Committee

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

Section 5. Restrictions

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 – PMI Columbus, GA Chapter Committees

Section 1. General Purpose

The appointments and terms of the Committee Chair(s) are determined by the chapter President and approved by the PMI Columbus, GA Chapter Board. Generally, these terms could be in existence longer in duration than other Chapter offices because of the overall task assigned by the Board. These volunteers are invited to attend all Board Meetings and exchange information with the Board, but shall not have voting rights since these positions do not represent the Chapter by election, unless their vote is needed to qualify as a quorum and/or tie breakers.

Section 2. Committee Charter

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 PMI Columbus, GA Chapter officers and/or Directors can serve on the PMI Columbus, GA Chapter Committees, unless it specifically is restricted by the Bylaws.

Section 3. Committee Membership

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

Article VIII – PMI Columbus, GA Chapter Finance

Section 1. Fiscal Year

The fiscal year of the PMI Columbus, GA Chapter shall be from 1 January to 31 December.

Section 2. Chapter Dues

PMI Columbus, GA Chapter annual membership dues shall be set by the PMI Columbus, GA Chapter's Board and communicated to PMI® in accordance with policies and procedures established by PMI®. Annual membership dues for PMI.org and the Chapter follow the same renewal calendar.

Section 3. Treasury Management

The PMI Columbus, GA 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, Collections and Disbursements

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

Article IX – Meetings of the Membership

Section 1. Annual Meetings

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.

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. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. 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 3. Quorum

Quorum at all annual and special meetings of the PMI Columbus, GA Chapter shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

Section 4. Meeting Governance

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

Article XI –Contractual Agreements and Conflicts of Interest

Section 1. Financial Gain

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

Section 2. Compensation

No officer, director, appointed committee member or authorized representative of the PMI Columbus, GA Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Columbus, GA 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. Contractual Obligations

PMI Columbus, GA Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Columbus, GA Chapter and any corporation, partnership, association or other organization in which one or more of PMI Columbus, GA 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 Columbus, GA Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Columbus, GA Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. Alignment with PMI

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

Section 5. Conflicts of Interest

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 PMI Columbus, GA Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XII - Indemnification

Section 1. Justification

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

To the extent permitted by applicable law, the PMI Columbus, GA 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 PMI Columbus, GA Chapter, or is or was serving at the request of the PMI Columbus, GA Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII- Amendments

Section 1. Rules of Decorum

These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI Columbus, GA 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 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. Initiation

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. Confluence

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 PMI Columbus, GA Chapter's Charter with PMI®.

Article XIV – Dissolution

Section 1. PMI Authority

In the event that the PMI Columbus, GA 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 revoke the PMI Columbus, GA Chapter Charter and require the chapter to seek dissolution.

Section 2. Acknowledgement

In the event the PMI Columbus, GA Chapter failed to deliver value to its members as outlined in PMI Columbus, GA Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI Columbus, GA Chapter Charter and require the chapter to seek dissolution.

Section 3. Required Notification

In the event the PMI Columbus, GA Chapter is considering dissolving, the PMI Columbus, GA Chapter's members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Dispersal of Remaining Assets

Should the PMI Columbus, GA Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Quorum

Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

The foregoing document was approved by the Board of Directors of the PMI Columbus, Georgia Chapter.

Rosana P. Juestel, PMP
President
PMI Columbus, GA Chapter

Date

ACCEPTED:

Project Management Institute

Date