

PMI COLUMBUS, GEORGIA CHAPTER, INC.

ORGANIZATION BY-LAWS

This document describes the authority, and limitations defined by the Board of Directors and approved by the Chapter Membership of the PMI Columbus, Georgia Chapter, Inc. as granted and governed by the Charter by and between Project Management Institute, Inc. and PMI Columbus, Georgia Chapter, Inc. for the establishment and governance of the organization and its membership. This document, hereinafter, is referred to as “the Bylaws” of this Chapter.

PMI, Inc. Acceptance: September 12, 2024.

PMI Columbus, GA Chapter Board Approval: September 16, 2024.

PMI Columbus, GA Membership Adopted by election: Oct 27, 2024.

Contents

Article I – Organization Establishment.....	4
Section 1. Name, Charter, Incorporation	4
Section 2. Legal Requirement	4
Section 3. Principle Office; Other Offices, Location	4
Article II – Relationship to PMI®	4
Section 1. Responsibilities to PMI®	4
Section 2. Conformance to PMI®	4
Section 3. Authority of PMI® Charter	4
Article III – Purpose and Limitations	5
Section 1. Purpose of the PMI Columbus, GA Chapter	5
Section 2. Limitations of the PMI Columbus, GA Chapter.....	5
Article IV – Membership.....	6
Section 1. General Membership Provisions.	6
Section 2. Classes and Categories of Members.....	6
Article V – Board of Directors	7
Section 1. Chapter Governance	7
Section 2. Board Membership	7
Section 3. Board Meetings	7
Section 4. Terms of Office	8
Section 5. Officer Position Vacancy	8
Section 6. Chapter Role Descriptions and Responsibilities for Officers	8
Article VI – Nominations and Elections.....	11
Section 1. Nominations	11
Section 2. Commencement of Office.....	11
Section 3. Election Process	11
Section 4. Neutrality of Nominating Committee.....	12
Section 5. Restrictions	12
Article VII – Committees	12
Section 1. Committee Charter	12
Section 2. Committee Membership.....	12

Article VIII – Finance 13

 Section 1. Fiscal Year 13

 Section 2. Chapter Dues 13

 Section 3. Treasury Management 13

 Section 4. Dues Billing, Collections and Disbursements 13

Article IX – Meetings of the Membership 13

 Section 1. Annual Meetings 13

 Section 2. Special Meetings 13

 Section 3. Quorum 14

 Section 4. Meeting Governance 14

Article X - PMI Columbus, GA Chapter Contractual Agreements and Conflicts of Interest 14

 Section 1. Financial Gain 14

 Section 2. Compensation 14

 Section 3. Contractual Obligations 14

 Section 4. Alignment with PMI® 15

Article XI - Indemnification 15

 Section 1. Justification 15

 Section 2. Discretionary Indemnification 15

 Section 3. Coverage Allowance 15

Article XII - Amendments 16

 Section 1. Rules of Decorum 16

 Section 2. Initiation 16

 Section 3. Confluence 16

Article XIII – Dissolution 16

 Section 1. PMI Authority 16

 Section 2. Acknowledgement 16

 Section 3. Required Notification 17

 Section 4. Dispersal of Remaining Assets 17

 Section 5. Quorum 17

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, Inc. (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. Principle Office; Other Offices, Location

The office of the PMI Columbus, GA Chapter shall be located in one of the Chapter’s assigned ZIP codes within the 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’s 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 shall not conflict with the current PMI’s Bylaws, PMI Chapter Policy Manual, or any 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

Section 1. Purpose of the PMI Columbus, GA Chapter

- A. General Purpose. The PMI Columbus, GA Chapter has been founded as a 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:
 - 1. To foster professionalism in the management of projects.
 - 2. To contribute to the quality and scope of project management.
 - 3. To stimulate appropriate global application of project management for the benefit of the general public.
 - 4. 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.
 - 5. 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. 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.

Article IV – 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 nor retain as members any individuals who have not been accepted as and remain active as PMI® members.
- B. Membership in this chapter and shall be open to any eligible PMI® Member 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 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 plus the applicable application fee for PMI® and the PMI Columbus, GA Chapter.°.
- 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 elected office.
- I. Student members in good standing with the chapter may vote and serve the chapter as a volunteer but shall not be eligible to hold elected office.

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 – Board of Directors

Section 1. Chapter Governance

- A. Governance The PMI Columbus, GA Chapter shall be governed by a Board of Directors (Board, The Board).
- B. 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, PMI’s Chapter Policy Manual and all other PMI issued, or Chapter adopted policies, practices, procedures, and rules; and applicable law.
- C. General Board Responsibility and accountability The officers and directors of the PMI Columbus, GA 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 laws.

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.

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®, the laws of the State of Georgia, the laws of The United States of America, and all applicable jurisdictions. 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 majority of the currently elected Directors shall constitute a quorum of any meeting of the PMI Chapter Board of Directors. Such a majority shall be capable of transacting any business authorized by, or as may be provided in, these Bylaws.

Voting members of the Board include all currently elected positions. The Immediate Past President, appointed, and committee positions do not have Board voting rights. Each elected member shall be entitled to one (1) vote.

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 all elected officers, except the Chapter President, shall be for two (2) years, limited to three (3) consecutive terms in the same position, to include partial, appointed terms. The terms for Chapter President shall be for two (2) years and may not exceed two (2) consecutive terms. An individual may not serve on the board for more than ten (10) combined years, including time served in appointed positions. These positions are staggered so that one-half of the officers is elected each year. The terms of President, VP Administration, VP Membership, VP Professional Development, and VP Finance will begin in even-numbered years. The terms of VP of Governance, VP of Programs, AVP of Finance, and Director at Large 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. In the event the President is unable or unwilling to complete the current term of office, the VP Administration shall assume the duties and office of the Chapter President for the remainder of the term. In the event of multiple role vacancies, the lines of succession to the role of Chapter President are in this order: VP Finance, VP Governance, AVP Finance, Director at Large, VP Programs, VP Membership, and VP Professional Development.

The Board may call for a special election by the chapter's membership to fill any vacant officer position. If the officer position is vacated with more than twelve calendar months remaining in the term, a special chapter election must be held to provide the chapter a voice in filling their leadership positions.

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 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 in attendance at

an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

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.

A. The President

The Chapter 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 on the board, 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 serve as The President.

B. Vice President of Administration

The Vice President of Administration is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and is responsible for assisting the President in managing the Chapter while learning the duties and responsibilities of the President. The VP of Administration will assume the role of Chapter President if the President is unable to perform his/her duties for any reason. Any member of the chapter in good standing is eligible to serve as VP of Administration

C. Vice President of Finance

The Vice President of Finance is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and shall be responsible for overseeing 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.

D. Vice President of Governance

The Vice President of Governance is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and 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 AVP of 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.

E. Associate Vice President of Finance

The Associate Vice President of Finance is an elected volunteer chosen by the membership and serves as an Ex-Officio on the Board with the right to vote on all committees and shall assist the VP of Finance in the oversight of the management of funds for duly authorized purposes of the PMI Columbus, GA Chapter and provide dual financial controls to protect Chapter funds.

F. Vice President of Membership

The Vice President of Membership is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and shall be responsible for addressing the needs of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and bylaws.

G. Vice President of Professional Development

The Vice President of Professional Development is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and shall be responsible for creating and managing professional development and education programs in accordance with chapter policies and bylaws. Responsible for the development of chapter education activities which include but are not limited to the preparation and maintenance of PMI's certifications, as well as the development and sustainability of relationships with local colleges, universities and other external partners. The VP of Professional Development is also responsible for promoting PMI's project management certifications amongst chapter members and the project management community in the chapter's territory.

H. Vice President of Programs

The Vice President of Programs is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and shall be responsible for the development and delivery of high-quality chapter meetings to provide members with excellent networking opportunities and learning experiences from subject matter experts and professional peers. The VP of Programs is also responsible for the overall planning, promotion, and logistics of various chapter seminars, roadshows, workshops, conventions, expos, conferences and other possible in-person, virtual or hybrid events that aim ultimately to foster chapter membership growth and retention, nurture the volunteer experience through engagement and deliver value to the project management community.

I. Director at Large

The Director at Large is an elected volunteer chosen by the membership and serves on the Board with the right to vote on all committees and responsible for assisting the Board as an executive generalist.

Article VI – 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. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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 – Committees

Section 1. 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 2. Committee Membership

All committee members and a chairperson for each committee shall be appointed by the President with the approval of the 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 Members and exchange information with the Board but shall not have voting rights since these positions do not represent the Chapter by election.

Article VIII – 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’s annual membership dues will be agreed upon between PMI and the PMI Columbus GA Chapter’s Board of Directors and communicated in accordance with policies and procedures established by PMI.

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. Copies of all tax filing documents shall be stored and maintained in location(s) designated by PMI®.

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 the 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 for the purpose of voting on all questions, resolutions, and other actions, so long as the Membership Meeting has been properly announced and questions have been submitted consistent with the requirements of these Bylaws and applicable law.

Section 4. Meeting Governance

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

Article X - PMI Columbus, GA Chapter 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

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 [Specify Chapter Name] 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.

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.

Article XI - Indemnification

Section 1. Justification

In the event that any person who is or was an officer, director, committee member, or an 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 a 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 XII - 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 the Chapter's charter, 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 XIII – 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.