



# PMI Atlanta Bylaws



**Document Control**

Date	Revision	PMI Atlanta Executive Board Approved	PMI Global Approved	PMI Atlanta Membership Approved
	<b>Bylaws revised from 10/10/2007 version</b>	<b>2/11/2009</b>		<b>5/21/2009</b>
9/14/2010	<b>Revised to restructure board into Executive Board and Ops Group</b>	<b>09/17/2010</b>	<b>10/18/2010</b>	<b>12/19/2010</b>
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**Article I - Name, Principal Office; Other Offices**

- Section 1.** This organization shall be called the PMI Atlanta Chapter, Inc. (hereinafter “PMI Atlanta”). 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. PMI Atlanta formed within the United States must be incorporated as a 501(c) (6) organization.
- Section 2.** PMI Atlanta shall meet all legal requirements in the jurisdiction(s) in which PMI Atlanta conducts business or is incorporated/registered.
- Section 3.** The principal office of PMI Atlanta shall be located in the metro Atlanta area in the state of Georgia in the United States of America. PMI Atlanta may have other offices such as Branch offices as designated by PMI Atlanta Executive Board.

**Article II - Relationship to PMI**

- Section 1.** PMI Atlanta is responsible to the duly elected PMI Executive Board (hereinafter “Board”) and is subject to all PMI policies, procedures, rules and directives lawfully adopted.
- Section 2.** The Bylaws of PMI Atlanta may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with PMI Atlanta’s Charter with PMI.
- Section 3.** The terms of the Charter executed between PMI Atlanta and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, PMI Atlanta shall be governed by and adhere to the terms of the Charter.

**Article III - Purpose and Limitations of PMI Atlanta**

- Section 1.** Purpose of PMI Atlanta
  - A. General Purpose. PMI Atlanta has been founded as non-profit; tax exempt corporation (or equivalent) chartered by PMI, and is dedicated to advancing the practice, science, and profession of project management in the metro Atlanta geographic area in a conscious and proactive manner.
  - B. Specific Purposes. Consistent with the terms of the Charter executed between PMI Atlanta and PMI and these Bylaws, the purposes of PMI Atlanta shall include the following:

- a) To foster professionalism in the management of projects.
- b) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other's interested and involved in project management.
- c) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- d) Promote the value of the profession
- e) Promote the optimum performance of the practice
- f) Encourage attainment of PMI professional certifications
- g) Demonstrate leadership as a chapter

**Section 2.** Limitations of PMI Atlanta

- A. General Limitations. The purposes and activities of PMI Atlanta shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Atlanta Articles of Incorporation.
- B. The membership database and listings provided by PMI to PMI Atlanta may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI Atlanta, 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. Officers of the PMI Atlanta Executive Board (hereafter "Board") and the Leadership Management Team (hereafter "Management Team") shall be solely accountable for the planning and operations of PMI Atlanta, and shall perform their duties in accordance with PMI Atlanta governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

**Article IV - PMI Atlanta Membership**

**Section 1.** General Membership Provisions

- A. Membership in PMI Atlanta requires membership in PMI. PMI Atlanta shall not accept as members any individuals who have not been accepted as PMI members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of PMI Atlanta and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and PMI Atlanta membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or PMI Atlanta.
- D. Membership in PMI Atlanta shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of PMI Atlanta. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMI Atlanta to PMI within such one month delinquent period.
- F. Upon termination of membership in PMI Atlanta, the member shall forfeit any and all rights and privileges of membership.
- G. PMI Atlanta members in good standing may vote in PMI Atlanta elections as well as run for office per the election guidelines established for that election.

**Section 2.** Classes and Categories of Members. PMI Atlanta shall not create its own membership categories. PMI Atlanta membership categories shall be consistent with PMI membership categories.

## **Article V - PMI Atlanta Executive Board and Operations Group**

**Section 1.** PMI Atlanta shall be governed by an Executive Board. The Board shall provide for Chapter governance through strategic planning, annual budgeting, maintenance of bylaws, management of financial reserves, and oversight of Chapter operations. (See Section 2 below for additional details of the Executive Board.) A Leadership Management Team together with the Executive Board, be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent). The Management Team shall be responsible for the day to day operation of the chapter and for providing chapter services to the membership and the community as reflected in annual plans and budgets approved by the Board. (See Section 3 below for additional details of the Management Team)

**Section 2.** The Board shall consist of the Chair, Vice Chair, Chair-Emeritus, and four Directors elected by the membership and shall be members in good standing of PMI and of PMI Atlanta.

Board Officers shall be limited to two elected, consecutive terms in the same position, and no more than three elected consecutive terms on the Board in general. No board member shall serve more than 8 consecutive years total on the board. The Vice Chair/Chair/Chair-Emeritus position is a three year term. Each year a new Vice Chair

is elected by the PMI Atlanta membership and joins the Board with the previous year's Vice Chair becoming the current Chair. The outgoing Chair becomes the immediate Chair Emeritus. The Directors are elected by the PMI Atlanta membership for two year terms on the Board. In even numbered years the following positions shall be elected: Vice Chair, Director 2, and Director4.

In Odd numbered years the following positions shall be elected:

Vice Chair, Director 1, and Director 3.

- A. The Chair shall be the chief executive officer for PMI Atlanta and the Chair of the Board and Management Team, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of PMI Atlanta Board. The Chair shall also serve as a member ex-officio with the right to vote on all committees except the Nominations Committee. This three-year term includes one year as Vice Chair, one year as Chair, and one year as Chair Emeritus.
- B. The Vice Chair assists the Chair by directing the activities of the Board and Management Team in accordance with the purposes of the chapter, and its Charter and bylaws. Being elected to this position carries a three-year commitment to the chapter. The Vice Chair will assist the Chair the first year of the Vice Chair's term, will serve as Chair the second year, and will serve as immediate Chair Emeritus the third year.
- C. The immediate Chair Emeritus (Chair of PMI Atlanta the prior year) shall act as mentor and adviser to the Board. The Chair Emeritus shall be responsible for monitoring the Board adherence to the bylaws and overseeing chapter governance.
- D. The four (4) Directors shall exercise accountability and responsibility on matters of governance and oversight in the best interest of the membership ensuring that activities and decisions are in alignment with the Chapter charter, bylaws, vision, and mission statements.
  - a) Director 1 shall also be responsible for Secretary duties for the Board, documenting, disseminating, and maintaining PMI Atlanta Board meetings' minutes and calendars, keeping the non-financial chapter records, distributing information both to and from the chapter membership, PMI Atlanta Executive Board and to PMI Global as required.
  - b) Director 2 shall also be responsible for treasurer duties to include the management of funds for duly authorized purposes of PMI Atlanta, may open and close accounts as deemed necessary for the management of chapter funds, may authorize contracts on behalf of the chapter, shall invest excess chapter funds on behalf of the chapter, and may authorize agents to perform these activities on their behalf. Director 2 will present an annual Balance Sheet and Income Statement to the chapter membership as part of the annual chapter business meeting.
  - c) Director 3 shall be director-at-large.
  - d) Director 4 shall be director-at-large. .

- Section 3.** The Leadership Management Team shall consist of the Management Team Vice Presidents. Each Vice President shall be appointed and approved by the Executive Board and shall serve at the pleasure of the Executive Board for a term up to four (4) years. Selection of Vice Presidents will be in accordance with PMI Atlanta policies and procedures.
- A. From time to time the roles of the Vice Presidents may be adjusted, added, or deleted upon the recommendation of the Board or Management Team and with the approval of the Board.
  - B. Each Vice President shall establish necessary and appropriate Assistant Vice President positions to meet the needs of their area of responsibility, and recommend individuals to fill these positions. Such positions and appointments may be overruled by the Board.
  - C. Management Team members may not enter into contracts, make financial commitments or other obligations on behalf of the Board or PMI Atlanta without express authorization from the Board.
- Section 4.** The Board shall exercise all powers of PMI Atlanta, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all PMI Atlanta business and funds.
- Section 5.** The Board shall meet at the call of the Chair, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person or electronically depending upon the method established for the 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 meeting norms and procedures determined by the Board.
- Section 6.** The Board may declare an officer (a member of Board or Vice President of Management Team) position to be vacant where an officer ceases to be a member in good standing of PMI or of PMI Atlanta by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive meetings. An officer may resign by submitting written notice to the Chair. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.
- Section 7.** 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 PMI Atlanta members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.
- Section 8.** 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 Chair is unable or unwilling to complete the current

term of office, the Vice Chair shall assume the duties and office of the presiding officer for the remainder of the term.

## **Article VI - Nominations and Elections of the Executive Board**

- Section 1.** The nomination and election of officers for the Board shall be conducted annually in accordance with the terms of office specified in Article V, Section 2. All voting members in good standing of PMI Atlanta shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.
- Section 2.** Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.
- Section 3.** A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic vote in compliance with the legal jurisdiction. Candidate eligibility is determined in Section 6. The candidate who receives a majority of votes cast for each office shall be elected. Balloting is conducted by and counted by a third-party service provider designated by the Board.
- Section 4.** No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.
- Section 5.** In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or PMI Atlanta may be used to support the election of any candidate or group of candidates for PMI, PMI Atlanta or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. PMI Atlanta Nominating Committee, or other applicable body designated by the Board, will be the sole distributor(s) of all election materials for PMI Atlanta elected positions.
- Section 6.** All officer candidates for the Board shall have one qualification in each of these areas:
- A. Membership  
A member in good standing of PMI Atlanta per Article IV - PMI membership Section 1E for the six months preceding the call for nominations.
  - B. Attendance  
Attended three chapter meetings or events in the past twelve (12) months  
OR



Actively participated in PMI Atlanta projects

C. Conduct

Has not been removed from or resigned from PMI Atlanta Board for the two years preceding the call for nominations

AND

Is not under criminal investigation.

**Article VII - Committees**

**Section 1.** 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, Executive Board Sponsor, and outcomes. Committees are responsible to the Board or Management Team as indicated in the committee charter. Committee members shall be appointed from the membership of the organization. Members of the Board and Management Team can serve on these Chapter Committees, unless specifically restricted by the Bylaws.

**Section 2.** The Chair or Board may appoint advisors to him/her or the Board. Advisors shall not have voting privileges on the Board.

**Section 3.** All committee members and a chairperson for each committee shall be appointed by the Executive Board Sponsor designated in the associated committee charter with the approval of the board.

## **Article VIII - PMI Atlanta Finance**

- Section 1.** The fiscal year of PMI Atlanta shall be from 1 January to 31 December.
- Section 2.** PMI Atlanta annual membership dues shall be set by PMI Atlanta's Board and communicated to PMI in accordance with policies and procedures established by PMI.
- Section 3.** PMI Atlanta Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.
- a) Financial reports shall include a list of transactions for all checking and credit/debit card accounts
  - b) Financial reports shall be available monthly to the Executive Board. These monthly reports can be resident in PMI Atlanta document storage site and accessible to all Board members via a link
  - c) A review or audit shall be performed by an independent accounting firm each year, prior to the submittal of the 990 IRS tax form. This yearly report should be resident in PMI Atlanta document storage site and accessible to all Board members via a link
- Section 4.** All dues billings, dues collections and dues disbursements shall be performed by PMI.

## **Article IX - Meetings of the Membership**

- Section 1.** An annual meeting of the membership shall be held at a date and location to be determined by the Board.
- Section 2.** Special meetings of the membership may be called by the Chair, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the Chair.
- Section 3.** 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 4.** Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.
- Section 5.** Quorum at all annual and special meetings of PMI Atlanta shall be those members in good standing, present and in person. A majority of votes cast of the members present will carry any motion.
- Section 6.** All meetings shall be conducted according to parliamentary procedures determined by the Board.

**Article X - Inurement and Conflict of Interest**

- Section 1.** No member of PMI Atlanta shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI Atlanta, except as otherwise provided in these bylaws.
- Section 2.** No officer, director, appointed committee member or authorized representative of PMI Atlanta shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI Atlanta of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities. Any and all reimbursement must follow current Reimbursement policy guidelines.
- Section 3.** PMI Atlanta may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Atlanta and any corporation, partnership, association or other organization in which one or more of PMI Atlanta’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 Atlanta and complies with the laws and regulations of the applicable jurisdiction in which PMI Atlanta is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.
- Section 4.** All officers, directors, appointed committee members and authorized representatives of PMI Atlanta shall act in an independent manner consistent with their obligations to PMI Atlanta and applicable law, regardless of any other affiliations, memberships, or positions.
- Section 5.** All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMI Atlanta has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

## **Article XI - Indemnification**

- Section 1.** In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI Atlanta, acting in good faith and in a manner reasonably believed to be in the best interests of PMI Atlanta, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.
- Section 2.** Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.
- Section 3.** To the extent permitted by applicable law, PMI Atlanta 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 PMI Atlanta, or is or was serving at the request of PMI Atlanta as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

## **Article XII - Amendments**

- Section 1.** These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing, voting by electronic ballot, present at an annual meeting of PMI Atlanta duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail or electronic 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.** 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. Amendments must be addressed to the Board.. All such proposed amendments shall be presented by the Board with or without recommendation.
- Section 3.** All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Executive Board of Directors, as well as with PMI Atlanta's Charter with PMI.

### **Article XIII - PMI Atlanta Dissolution**

- Section 1.** In the event that PMI Atlanta 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 dissolve PMI Atlanta.
- Section 2.** In the event PMI Atlanta failed to deliver value to its members as outlined in PMI Atlanta's business plan and without mitigated circumstance, the Component acknowledges that PMI has a right to dissolve PMI Atlanta, as per the terms of the Charter.
- Section 3.** In the event PMI Atlanta is considering dissolving, PMI Atlanta's members of the Executive Board must notify PMI in writing and follow the component dissolution procedure as defined in PMI's policy.
- Section 4.** Should PMI Atlanta dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.