

## PMI-North Alabama Chapter By-Laws

### Article I – Name, Principal Office.

#### Section 1. PMI North Alabama Chapter, Inc.

This organization shall be called the PMI North Alabama Chapter, Inc. (hereinafter “PMI-NAC”). 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 Alabama. PMI-NAC formed within the United States must be incorporated as 501(c)(6) organization.

#### Section 2. Legal

PMI-NAC shall meet all legal requirements in the jurisdiction(s) in which PMI-NAC conducts business or is incorporated/registered.

#### Section 3. Principal Office.

The principal office of PMI-NAC shall be located in the Huntsville area in the state of Alabama in the United States of America.

### Article II – Relationship to PMI®.

#### Section 1. Governance

PMI-NAC 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. Bylaws

The bylaws of PMI-NAC 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-NAC’s Charter with PMI®.

#### Section 3. Terms

The terms of the Charter executed between PMI-NAC 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-NAC shall be governed by and adhere to the terms of the Charter.

### Article III – Purpose and Limitations of PMI-NAC.

#### Section 1. Purpose of PMI-NAC

##### A. General Purpose.

PMI-NAC 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 north Alabama geographic area in a conscious and proactive manner.

## B. Specific Purposes.

Consistent with the terms of the Charter executed between PMI-NAC and PMI® and these Bylaws, the purposes of PMI-NAC 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 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-NAC.

### A. General Limitations.

The purposes and activities of PMI-NAC shall be subject to limitations set forth in the Charter agreement, these Bylaws, and with PMI-NAC Articles of Incorporation.

### B. Member Information.

The membership database and listings provided by PMI® to PMI-NAC, or any member information created, developed, compiled, or acquired by PMI-NAC, may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI-NAC, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.

### C. Board of Directors.

PMI-NAC Board of Directors (hereafter “Board”) shall be solely accountable for the planning and operations of PMI-NAC, and shall perform their duties in accordance with PMI-NAC governing documents, its Charter Agreement; and PMI® Bylaws, policies, practices, procedures; and rules and applicable law.

## Article IV – PMI-NAC Membership.

### Section 1. General Membership Provisions.

A. Membership in PMI-NAC requires membership in PMI®. PMI-NAC 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 PMI-NAC and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Ethics and Professional Conduct.

D. All members shall pay the required PMI® and PMI-NAC 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-NAC.

E. Membership in PMI-NAC 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 month, after which time their names shall be removed from the official membership list of PMI-NAC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and PMI-NAC to PMI®.

G. Upon termination of membership in PMI-NAC, the member shall forfeit any and all rights and privileges of membership.

H. PMI-NAC members in good standing may vote in PMI-NAC elections and run for office per the election guidelines established for that election.

#### Section 2. Classes and Categories of Members.

PMI-NAC shall not create its own Membership categories. PMI-NAC membership categories shall be consistent with PMI® membership categories.

#### Article V – PMI-NAC Board of Directors:

##### Section 1. Purpose.

PMI-NAC 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 (or equivalent).

##### Section 2. Board Composition.

The Board shall consist of the officers of PMI-NAC elected by the membership and who shall be members in good standing of PMI® and of PMI-NAC. PMI-NAC shall have eleven elected voting officers to serve in the following positions:

- A. Past President
- B. President
- C. President-Elect
- D. Vice President of Administration
- E. Vice President of Communications
- F. Vice President of Finance
- G. Vice President of Marketing
- H. Vice President of Membership
- I. Vice President of Programs
- J. Vice President of Professional Development
- K. Vice President of Volunteers

Terms of office for the Officers shall be one year.

The President, as well as Vice Presidents within their area of responsibility, may optionally appoint non-voting Directors (hereinafter "Director(s)") to assume areas of responsibility or liaisons as deemed necessary. Examples include but are not limited to Academic Outreach Liaison, Committee Chairperson, or Special Events Director.

#### Section 3. Past President.

The Past President shall act as mentor and adviser to the elected Board and be responsible for leadership continuity and community outreach. The Past President shall assist the President Elect in all efforts to manage the corporate sponsorship program.

#### Section 4. President.

The President shall be the chief executive officer for PMI-NAC and Chairman of the Board and shall perform such duties as are customary for presiding officers. The President shall be responsible for the Board adherence to the Bylaws and overseeing of chapter governance. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. This person is required to be a Project Management Professional (PMP®).

#### Section 5. President-Elect.

In the absence of and at the discretion of the President, the President-Elect shall represent the President. Being elected to this position carries a three-year commitment to the chapter. The President-Elect shall assist the President the first year of the President-Elect's term, be President the second year, and serve as immediate Past President the third year. In the event of vacancy in the office of President for any reason, the President-Elect becomes President. The President-Elect shall be responsible for managing the local corporate relations program for PMI-NAC. The PMI-NAC corporate relations program will afford special incentives to attract and maintain corporate sponsors of PMI-NAC and will provide initiatives to corporations that promote the project management profession and encourage employee membership and participation in chapter activities. This person is required to be a PMP®.

#### Section 6. VP of Administration.

The Vice President of Administration shall keep and appropriately distribute the records of all business meetings of PMI-NAC and meetings of the PMI-NAC Board, coordinate and prepare the submission of the annual re-charter of PMI-NAC. This person is required to hold a current PMI certification.

#### Section 7. VP of Communications.

The Vice President of Communications shall oversee and coordinate all communication functions and distribution of chapter information internally and externally, including but not limited to electronic or physical communications and publicity functions. These functions encompass the monthly newsletter, web site, email broadcasts, electronic repositories, news releases, and other forms of communication. This person is required to hold a current PMI certification.

#### Section 8. VP of Finance.

The Vice President of Finance shall be responsible for leadership in the areas of budget formation, funds collection, and funds distribution for duly authorized purposes of PMI-NAC, and have co-authority with the President to distribute funds. The VP of Finance shall prepare and present monthly financial statements to the Board demonstrating the regular management of funds. The VP of Finance shall prepare and submit an annual balance sheet and income statement to the chapter as part of the annual chapter business meeting. This person is required to hold a current PMI certification.

#### Section 9. VP of Marketing.

The Vice President of Marketing shall be responsible for leadership in developing and delivering marketing messages, materials, and the value proposition of PMI-NAC, along with any other content, media, or vehicles appropriate to deliver the messages of PMI-NAC to its members, partners, and community. This may include fliers, website content, social media content, presentations, displays, collateral, PMI Global produced materials, gifts, promotional items, etc. The VP of Marketing will coordinate closely with all other Board members as appropriate to maximize marketing effectiveness. This person is required to hold a current PMI certification.

#### Section 10. VP of Membership.

The Vice President of Membership shall be responsible for leadership in growth of membership of PMI-NAC, supporting the inception of new members, the retention of existing members, and the removal of unqualified members in conjunction with the rules of PMI-NAC and PMI®. The VP of Membership solicits feedback from the members and represents their best interests in the chapter activities. This may include personal letters welcoming new members and semi-regular polling or questionnaires to members to ensure that the PMI-NAC Board continues to pursue activities of interest to the general membership. This person is required to hold a current PMI certification.

#### Section 11. VP of Programs.

The Vice President of Programs shall identify, define and develop programs in support of the PMI-NAC mission, objectives and needs of the chapter members. The VP of Programs shall be responsible for leadership necessary to support monthly chapter meetings, including meeting logistics, content and recruitment of speakers. The VP of Programs shall hold primary responsibility for the annual PMI-NAC Awards Program. This person is required to hold a current PMI certification.

#### Section 12. VP of Professional Development.

The Vice President of Professional Development shall manage the development of and provide education opportunities to promote and sustain PMI® certifications (e.g. exam preparation and educational events and seminars). This person is required to hold a current PMI certification.

### Section 13. VP of Volunteers.

The Vice President of Volunteers shall manage the identification and coordination of volunteer opportunities, education and training for volunteer involvement and recognition of volunteer achievements. The VP of Volunteers shall recommend to the board a PMI-NAC Volunteer of the Year to be recognized at the annual Awards program. The VP of Volunteers is required to hold a current PMI certification.

### Section 14. Board Authority.

The Board shall exercise all powers of PMI-NAC, 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-NAC business and funds.

### Section 15. Board Meetings.

The Board shall meet once a month and/or at the call of the President, or at the written request of three members of the Board. A quorum shall consist of no less than one-half of the voting membership of the Board at any given time. Each member shall be entitled to one 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, email or other legally acceptable means.

### Section 16. Vacancies.

The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of PMI-NAC by reason of nonpayment of dues, or where the officer fails to attend or send a representative to two consecutive Board meetings without prior notification sent to the President. An officer may resign by submitting written notice to the 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.

### Section 17. Removal.

An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds vote of the members present and in person at an official meeting of the membership, or by a two-thirds vote of the Board.

### Section 18. Filling Vacancies

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 President-Elect shall assume the duties and office of the presiding officer for the remainder of the term.

## Article VI – Nominations and Elections:

### Section 1. Nominations.

The nomination and election of officers shall be conducted annually. All electable board positions will be included on the ballot. All voting members in good standing of PMI-NAC 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. Term.

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 resignation or removal from office.

#### Section 3. Nominating Committee.

A Nominating Committee, led by the President Elect, shall prepare a slate containing nominees for each Board position. Candidates may also be nominated by petition process established by the Nominating committee or the Board. Elections shall be conducted by electronic vote. The candidate who receives the majority of votes cast for each office shall be elected.

#### Section 4. Election Funds.

In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or PMI-NAC may be used to support the election of any candidate or group of candidates for PMI®, PMI-NAC 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-NAC Nominating Committee, or other applicable body designated by PMI-NAC, will be the sole distributor(s) of all election materials for PMI-NAC elected positions.

#### Section 5. Qualification.

All officer candidates shall be members in good standing of PMI-NAC as provided herein.

### Article VII – Committees:

#### Section 1. Authorization.

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 standing 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. PMI-NAC officers and/or Directors can serve on PMI-NAC Committees, unless specifically restricted by the Bylaws.

#### Section 2. Advisors.

The President or Board may appoint advisors to him/her or the Board. Advisors shall not have voting privileges on PMI-NAC Board.

### Article VIII - PMI-NAC Finance:

#### Section 1. Fiscal Year.

The fiscal year of PMI-NAC shall be from 1 January to 31 December.

#### Section 2. Membership Dues.

PMI-NAC annual membership dues shall be set by PMI-NAC's Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

### Section 3. Policies and Procedures.

PMI-NAC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities and PMI®.

### Section 4. Dues.

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

## Article IX – Meetings of the Membership:

### Section 1. Annual Membership Meeting.

An annual meeting of the membership shall be held at a date and location to be determined by the Board.

### 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 of the voting membership directed to the President.

### Section 3. Notice of Annual Meeting.

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 Special Meetings.

Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice shall 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.

Quorum at all annual and special meetings of PMI-NAC shall be those members present and in good standing. A majority of votes cast of the members present will carry any motion.

### Section 6. Procedures.

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

## Article X - Inurement and Conflict of Interest:

### Section 1. Personal Gain.

No member of PMI-NAC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMINAC, except as otherwise provided in these bylaws.

### Section 2. Compensation.

No officer, director, appointed committee member or authorized representative of PMI-NAC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI-NAC 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. Contracts.

PMI-NAC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI-NAC and any corporation, partnership, association or other organization in which one or more of PMI-NAC'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 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 those officers who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to PMI-NAC and complies with the laws and regulations of the applicable jurisdiction in which PMI-NAC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

### Section 4. Impartiality.

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

### Section 5. Conflict 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 PMI-NAC 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. Indemnification.

In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI-NAC, acting in good faith and in a manner reasonably believed to be in the best interests of PMI-NAC, 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. Liability Insurance.

To the extent permitted by applicable law, PMI-NAC 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-NAC, or is or was serving at the request of PMI-NAC 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. Approval.

These bylaws may be amended by a two-thirds vote of the voting membership in good standing present at an annual meeting of PMI-NAC duly called and regularly held; or by a two-thirds vote of the voting membership in good standing voting by mail or electronic ballot returned within 30 days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least 30 days before such meeting or vote.

### Section 2. Proposed Amendments.

Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent 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. Governance.

All amendments must be consistent with the Bylaws of PMI® and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with PMI-NAC's Charter with PMI®.

## Article XII – PMI-NAC Dissolution:

### Section 1. Non-Compliance.

In the event that PMI-NAC or its governing officers fail to act according to these bylaws, its policies or the PMI® policies, procedures, and rules outlined in the Charter agreement, PMI® has a right to dissolve PMI-NAC.

### Section 2. Member Value.

In the event PMI-NAC fails to deliver value to its members as outlined in PMI-NAC's business plan and without mitigated circumstance, PMI® has a right to dissolve PMI-NAC, as per the terms of the Charter.

### Section 3. Notification.

In the event PMI-NAC is considering dissolving, PMI-NAC's members of the Board must notify PMI® in writing and follow the component dissolution procedure as defined by current PMI® policy.

### Section 4. Assets.

Should PMI-NAC 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.