

# PMI Central Alabama Bylaws

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## Article I – Name, Principal Office; Other Offices

### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Central Alabama Chapter (hereinafter “PMI Central Alabama”). This organization is a local chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of ALABAMA.

Section 2. PMI Central Alabama shall meet all legal requirements in the jurisdiction(s) in which PMI Central Alabama conducts business or is incorporated/registered.

### Section 3. Principal Office; Other Offices.

The principal office of PMI Central Alabama shall be located in Birmingham in the State of Alabama. The Chapter may have other offices such as Branch offices as designated by the PMI Central Alabama Board of Directors.

## Article II – Relationship to PMI<sup>®</sup>

Section 1. PMI Central Alabama is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of PMI Central Alabama may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI<sup>®</sup> as well as with PMI CENTRAL ALABAMA’s Charter with PMI.

Section 3. The terms of the Charter executed between PMI Central Alabama and PMI<sup>®</sup>, 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 Central Alabama shall be governed by and adhere to the terms of the Charter.

## Article III – Purpose and Limitations of PMI Central Alabama

### Section 1. Purpose of PMI Central Alabama

- A. General Purpose. PMI Central Alabama has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in the central Alabama geographic area in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Central Alabama and PMI<sup>®</sup> and these Bylaws, the purposes of PMI Central Alabama 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 the 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 others interested and involved in project management.



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- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

## Section 2. Limitations of PMI Central Alabama

- A. General Limitations. The purposes and activities of PMI Central Alabama shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Central Alabama Articles of Incorporation.
- B. The membership database and listings provided by PMI® to PMI Central Alabama may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI Central Alabama, 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. The officers and directors of PMI Central Alabama shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI®'s Bylaws, policies, practices, procedures, and rules; and applicable laws.

## Article IV – PMI Central Alabama Membership

### Section 1. General Membership Provisions.

- A. Membership in PMI Central Alabama requires membership in PMI®. PMI Central Alabama 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 Central Alabama and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and PMI Central Alabama 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 Central Alabama.
- D. Membership in PMI Central Alabama 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 Central Alabama. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and PMI Central Alabama to PMI® within such one month delinquent period.
- F. Upon termination of membership in PMI Central Alabama, the member shall forfeit any and all rights and privileges of membership.
- G. PMI Central Alabama members in good standing may vote in PMI Central Alabama elections.
- H. All PMI Central Alabama members in good standing with PMI® and PMI Central Alabama residing in the central Alabama geographical area covered by PMI Central Alabama Chapter by its charter with PMI® may run for office per the election guidelines established for that election.



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Section 2. Classes and Categories of Members.

PMI Central Alabama shall not create its own membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

**Article V – PMI CENTRAL ALABAMA Board of Directors**

Section 1. PMI Central Alabama 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. The Board shall consist of the officers of PMI Central Alabama elected by the membership and shall be members in good standing of PMI® and of PMI Central Alabama and reside in the central Alabama geographical area covered by PMI Central Alabama Chapter by its charter with PMI® at the time of their nomination and for the duration of their term if elected.

Terms of office for the Officers shall be two years, excluding the President-elect, limited to two consecutive terms in the same position, and no more than three consecutive terms on the Board in general. These positions, excluding the President-elect are staggered with different positions being elected in even and odd numbered years.

President-elect: The President-elect shall serve a one year term before assuming the position of President for a one year term. The chapter shall elect the President-elect position annually.

In odd numbered years the following positions shall be elected: Vice President of Finance, Vice President of Education and Vice President of Administration.

In even numbered years the following positions shall be elected: Vice President of Program, Vice President of Communications, Vice President of Membership, Vice President of Marketing and Vice President of Special Projects.

The PMI Central Alabama Board of Directors will appoint a Board Advisor from the chapter membership. To be considered for this position the member must have previously served on the Board.

PMI Central Alabama shall have ten elected officers to serve in the following positions:

1. President
2. President-elect
3. Vice President of Administration
4. Vice President of Finance
5. Vice President of Marketing
6. Vice President of Programs
7. Vice President of Communications
8. Vice President of Membership
9. Vice President of Education
10. Vice President of Special Projects

Section 3. The President shall be the chief executive officer for PMI Central Alabama and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments 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.

Section 4. The President-elect shall represent the President in his/her absence, serve as the Region 14 liaison and other duties as assigned.



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Section 5. The Vice President of Administration shall maintain the official records of PMI Central Alabama; ensure that the board is in compliance with the by-laws and governance documents of PMI Central Alabama and oversee the elections project.

Section 6. The Vice President of Finance shall have charge and custody of all assets and financial records of PMI Central Alabama; complete all required government documents and update the board monthly on the financial position of PMI Central Alabama.

Section 7. The Vice President of Marketing shall create and maintain PMI Central Alabama's marketing plan; work with the board and committees on the development of marketing materials and oversee marketing activities; lead PMI Central Alabama's sponsorship program and ensure compliance with government regulations related to marketing and advertising activities.

Section 8. The Vice President of Programs shall make all arrangements for the monthly chapter meetings, ensure that all programs are in support of the PMI<sup>®</sup> mission and objectives and meet the needs of PMI Central Alabama's membership.

Section 9. The Vice President of Communications shall be responsible for all official correspondence of PMI Central Alabama, maintain the content on the website and develop and issue PMI Central Alabama communications.

Section 10. The Vice President of Membership shall be responsible for maintaining PMI Central Alabama's membership file and soliciting membership from other PMI<sup>®</sup> affiliated persons in the PMI Central Alabama coverage area and grow chapter membership through various initiatives.

Section 11. The Vice President of Education shall be responsible for promoting project management professionalism and certification through the development of educational publications, seminars and workshops and to develop programs and other activities designed to support members' certification, recertification and professional growth.

Section 12. The Vice President of Special Projects should be responsible for coordinating special PDU-generating events and execute non-operations activities in conjunction with PMI Central Alabama's strategic plans.

Section 13. The Board Advisor shall advise the board on chapter matters and lead special committees as assigned. The Board Advisor is a non-voting member of the board.

Section 14. The Board shall exercise all powers of PMI Central Alabama, except as specifically prohibited by these bylaws, the PMI<sup>®</sup> Bylaws and policies, its charter with PMI<sup>®</sup>, 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<sup>®</sup> Bylaws and policies, and to exercise authority over all PMI Central Alabama business and funds.

Section 15. The Board shall meet at the call of the President, 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. 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 16. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI<sup>®</sup> or of PMI Central Alabama by reason of non-payment of dues, or where the officer or Director at Large fails to attend three (3) consecutive Board meetings. An officer or Director at Large may resign by submitting written or electronic notice to the Vice President of Administration. 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.



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Section 17: An officer or Director at Large 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.

Section 18: If any officer or Director at Large position becomes vacant, the President, with Board approval, 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.

Section 19. All Officers and Directors at Large are required to have residency in the central Alabama geographical area covered by PMI Central Alabama by its charter with PMI®. In the event an Officer or Director at Large should relocate outside the central Alabama geographical area, their office will be vacated at the discretion of the Board by a two-thirds (2/3) vote of the Board.

#### **Article VI – PMI CENTRAL ALABAMA Nominations and Elections**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of PMI Central Alabama 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, sexual orientation, 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 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. 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. 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 the Component may be used to support the election of any candidate or group of candidates for PMI®, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

#### **Article VII – PMI CENTRAL ALABAMA 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 and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The PMI Central Alabama officers and/or Directors can serve on PMI CENTRAL ALABAMA Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board

**Article VIII – PMI CENTRAL ALABAMA Finance**

Section 1. The fiscal year of PMI Central Alabama shall be from 1 January to 31 December.

Section 2. PMI Central Alabama annual membership dues shall be set by PMI Central Alabama’s Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. PMI Central Alabama 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. 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 President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 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 Central Alabama shall be those members present and in person. A majority of votes cast of the members present will carry any motion.

Section 5. 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 Central Alabama shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI Central Alabama, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Central Alabama shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI Central Alabama 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. PMI Central Alabama may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Central Alabama and any corporation, partnership, association or other organization in which one or more of PMI Central Alabama’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:



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- 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 Central Alabama and complies with the laws and regulations of the applicable jurisdiction in which PMI Central Alabama is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of PMI Central Alabama shall act in an independent manner consistent with their obligations to PMI Central Alabama 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 Central Alabama 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. In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI Central Alabama, acting in good faith and in a manner reasonably believed to be in the best interests of PMI Central Alabama, 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 Central Alabama 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 Central Alabama, or is or was serving at the request of PMI Central Alabama 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. 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 Central Alabama 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 forty-five (45) 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 forty-five (45) 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 addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.



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Section 3. 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 PMI Central Alabama's Charter with PMI®.

#### **Article XIV – Dissolution**

Section 1. In the event that PMI Central Alabama 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 Central Alabama.

Section 2. In the event PMI Central Alabama failed to deliver value to its members as outlined in PMI Central Alabama's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve PMI Central Alabama, as per the terms of the Charter.

Section 3. In the event PMI Central Alabama is considering dissolving, PMI Central Alabama's members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI®'s policy.

Section 4. Should PMI Central Alabama 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.

#### **Approvals**

PMI Birmingham Board Approved: 7/8/2013

Project Management Institute, Inc. Approved: 7/26/2013

PMI Birmingham Membership Approved: 9/23/2013