



# Project Management Institute East Tennessee Chapter Bylaws

For Adoption January 2026

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

Section 1. This organization shall be called the Project Management Institute, East Tennessee Chapter, Inc., (hereinafter “the East Tennessee Chapter”). This organization is ~~the East Tennessee Chapter~~ a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a nonprofit, tax exempt corporation (or equivalent) organized under the laws of Tennessee. ~~All~~ ~~Components~~ ~~Chapters~~ formed within the United States must be incorporated as 501(c)(6) organizations.

Section 2. The East Tennessee Chapter shall meet all legal requirements in the jurisdiction(s) in which the East Tennessee Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The ~~principal~~ Principal office of the East Tennessee Chapter shall be located centrally in the Eastern Grand Division, ~~including but not limited to Knoxville, Oak Ridge, and Kingsport in~~ of the State of Tennessee. The East Tennessee Chapter may have other offices such as Branch offices as designated by the East Tennessee Chapter Board of Directors.

## Article II - Relationship to PMI®

Section 1. The East Tennessee 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. The bylaws of the East Tennessee Chapter may not conflict with the current PMI® Bylaws and must adhere to all policies, procedures, rules, or directives established or authorized by PMI® as well as with the East Tennessee Chapter’s Charter with PMI-®.

Section 3. The terms of the Charter executed between the East Tennessee 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 East Tennessee Chapter shall be governed by and adhere to the terms of the Charter.

## Article III - Purpose and Limitations of the East Tennessee Chapter

Section 1. Purpose of the East Tennessee Chapter.

- A. General Purpose. The East Tennessee Chapter has been founded as a nonprofit, tax-exempt, for-purpose corporation (or equivalent) chartered by PMI® and is dedicated to
  - ~~a) Advancing~~ advancing the practice, science, and profession of project management in government, information technology, construction, health care, and other industries in a conscientious and proactive manner.
  - ~~b. Providing services to chapter members and the community of project managers generally.~~
- B. Specific Purposes. Consistent with the terms of the Charter executed between the East Tennessee Chapter and PMI® and these Bylaws, the purposes of the East Tennessee Chapter shall include the following:
  - ~~a) a.~~ a. To foster professionalism in the management of projects.
  - ~~b) b.~~ b. To contribute to the quality and scope of project management.
  - ~~c) c.~~ c. To stimulate appropriate global application of project management for the benefit of general public.
  - ~~d) d.~~ 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.

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

## Section 2. Limitations of the East Tennessee Chapter.

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

## Article IV - Chapter Membership

### Section 1. General Membership Provisions.

- ~~A.~~ Membership in the East Tennessee Chapter requires membership in PMI-®. The East Tennessee Chapter 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
  - ~~A.~~ open to all eligible persons without regard to race, creed, color, age, sex, ~~sexual orientation, gender presentation,~~ 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 the East Tennessee Chapter 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 ~~the East Tennessee~~ 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 East Tennessee Chapter.
- ~~D.~~ Membership in the East Tennessee Chapter 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~~ ~~(+)D.~~ ~~month~~ and their names removed from the official membership list of the East Tennessee Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the East Tennessee Chapter to PMI ~~within such one-month delinquent period.~~®.
- ~~F.~~~~E.~~ Upon termination of membership in the East Tennessee Chapter, the member shall forfeit any and all rights and privileges of membership.

- F. All East Tennessee Chapter members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all East Tennessee Chapter members meeting the qualifications are eligible to run for and hold a East Tennessee Chapter elected position.
- G. Chapter members who are current on all required dues and adhere to all bylaws and policies in good faith shall be considered a member in good standing. All Chapter members in good standing shall be entitled to one (1) vote. ~~A student member shall be a nonvoting member of the Chapter and may not hold any elected office of the Chapter, but shall, otherwise, have the rights and privileges of the Chapter, and are eligible for vacant volunteer positions.~~ To qualify for student membership in the Chapter, an individual shall be registered as a full-time or part-time student in an accredited educational institution within the East Tennessee jurisdiction. To remain eligible for student membership beyond four consecutive years, a student must demonstrate a hardship or other similar exception.

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

The East Tennessee Chapter shall not create its own membership categories. ~~PMI Component~~Chapter membership categories shall be consistent with PMI membership categories.

### **Article V — East Tennessee Chapter Board of Directors**

Section 1. The East Tennessee Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the East Tennessee Chapter elected by the membership and shall be members in good standing of PMI® and of the East Tennessee Chapter. The Board shall consist of seven (7) voting Officers: Chapter President, Vice President of Operations, Vice President of Finance, Vice President of Communications, Vice President of Membership, Vice President of Community Engagement, and Vice President of Professional Development. Terms of office for the voting Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that half are elected each year. Exceptions to these limits may be granted by a majority vote of the Board.

Section 3. The Chapter President shall be the chief executive officer for the East Tennessee Chapter 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 in accordance with Chapter bylaws and policies. 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 Vice President of ~~Administration~~Operations shall ~~keep the records of all business meetings of the East Tennessee Chapter and meetings of the Board in accordance~~operations align with Chapter bylaws and policies, including but not limited to, recordkeeping for official Chapter business, procedural compliance, and Chapter governance. The Vice President of Operations shall be responsible for developing and reviewing policies and procedures that support the good order of the Chapter and its vital activities.

Section 5. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the East Tennessee Chapter in accordance with Chapter bylaws and policies. The Vice President of Finance shall also maintain all financial records required for Chapter operations in accordance with Chapter bylaws and policies.

~~Section 6. The Vice President of Governance and Policy shall maintain and ensure enforcement of Chapter bylaws and policies.~~

~~Section 7.~~ The Vice President of Communications shall manage and coordinate the communications of the East Tennessee Chapter in accordance with Chapter bylaws and policies. The Vice President of Communications shall be responsible for Chapter marketing and public relations to increase awareness of the Chapter and the PMI® within East Tennessee, including but not limited to event promotion, sponsorship, and other related activities in alignment with the Chapter's strategic objectives.

~~Section 7.~~ ~~Section 8.~~ The Vice President of Marketing shall be responsible for Chapter based marketing and public relations to increase awareness of both the Chapter and the PMI brand within the East Tennessee Chapter territory. The VP of Marketing will develop and execute an integrated marketing and public relations program to support member acquisition, member retention, event promotion, outreach, sponsorship, and other related activities in alignment with the Chapter's strategic objectives.

~~Section 9.~~ The Vice President of Membership shall be responsible for addressing the needs of Chapter membership, including membership recruitment, retention, and associated value delivery in accordance with Chapter bylaws and policies. The Vice President of Membership shall coordinate the Chapter outreach to provide volunteer opportunities for the general membership that align with community needs and the Chapter's strategic objectives and any other related activities that provide value and service to the Chapter's membership.

Section 8. The Vice President of Community Engagement shall be responsible for the promotion of PMI® certification and credentialing resources, outreach to local education partners, employers, and community members, and coordination of mentorship and career development opportunities for students and early career professionals. The Vice President of Community Engagement shall be responsible for academic and corporate outreach and developing educational partnerships that are mutually beneficial to aspiring project management professionals and chapter membership.

~~Section 9.~~ ~~Section 10.~~ The Vice President of Professional Development shall be responsible for professional development, education, and chapter events related to professional development in accordance with Chapter bylaws and policies.

The Vice President of Professional Development

~~Section 11.~~ The Vice President of Programs shall be responsible for the planning and management of Chapter meetings in accordance with Chapter bylaws and policies. The Vice President of Professional Development shall oversee the development of an annual professional development plan for the chapter membership, including but not limited to networking events, project management seminars or conferences, and workshops.

~~Section 12.~~ ~~The Vice President~~ 10. Board of Volunteers ~~Directors, Non-Voting Members~~  
In order to ensure sufficient volunteers to conduct Chapter business, the Board may also include non-voting members, referred to as Directors. Each Director shall be a member in good standing and report to a voting Board member. Directors shall either be appointed at the recommendation of responsible voting Board member with unanimous Board consent or through nomination by Chapter President from eligible volunteer applications. Each voting Board member may have up to two (2) reporting Directors for addressing the needs of the volunteers, including recruitment, retention, recognition, and leadership development and support in accordance with Chapter bylaws and policies their area of responsibility. With a majority Board vote, this may be increased for each voting Board member in proportion to the active membership population.

~~Section 13~~ 11. The Board shall exercise all powers of the East Tennessee Chapter, 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 East Tennessee Chapter business and funds.

#### Section 14-12. Board Meetings and Voting Requirements.

The Board shall meet at least quarterly to administer chapter business, review chapter finances, and develop strategic objectives to promote and advocate for the project management profession in East Tennessee. The Board can meet more regularly at the call of the President or at the written request of three (3) voting 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~~The Board may conduct its business in a mode of communication suitable to effective operations that is generally accessible. Each voting member shall be entitled to one (1) vote and may take part and for each action presented to the Board. Actions requiring majority board vote in person only (or include budget approval and amendment, agreements, and any changes to membership rights and privileges. All other ~~avenue approved by the Board). At its discretion, the Board may conduct its business by teleconference, facsimile, email, or other legally acceptable means.~~actions may pass through general consent or plurality vote. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board and ensure sufficient notice and due consideration is provided to all voting members.

~~Section 13.~~ Section 13. Officer Termination. 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 East Tennessee Chapter by reason of nonpayment of dues, or where the officer fails to attend two (2) consecutive Board meetings without prior notice or exceptional circumstances. An officer may resign by submitting written notice to the President or VP ~~Administration~~Operations. 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 16.~~ An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

~~Section 17. 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.~~ 14. Officer Succession. In the event the President is unable or unwilling to complete the current term of office, the Vice President of ~~Programs~~Operations may assume the duties and office of the presiding officer for the remainder of the term. In the event that the Vice President of ~~Programs declines~~Operations declines to accept the role of President, then the Vice President of Finance may assume the duties and office of the presiding officer for the remainder of the term. If both the Vice President of Operations and the Vice President of Finance decline to accept the role of President, then a President shall be selected from among the Board members by consensus agreement of the Board. If a Vice President is unable or unwilling to complete the current term of office, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position.

## Article VI - Chapter Branches and Satellites

Section 1. Definition. A Chapter Branch (hereafter "Branch") shall be considered any formal, geographic subdivision of the East Tennessee Chapter which operates within the jurisdiction of and under the authority of the Chapter's articles of incorporation and bylaws. Any such formation shall be initiated through the written petition of a portion of the membership having both good standing and a compelling community need to establish a Chapter Branch and with the consent of the Board having

established sufficient need, funding, and volunteer support. Any informal subdivisions shall be referred to as a satellite operation and will not be recognized as a Branch but may be eligible for dedicated chapter support nonetheless. The establishment and/or dissolution of a Branch shall not change the legal status of the Chapter in any way.

Section 2. Branch Establishment. No minimum membership requirements exist to establish a Branch, but any petition to establish a new Branch should be supported by evidence of long-term viability, including at least three (3) events organized or coordinated within the last twelve (12) months, community interest and involvement constituting a need for localized chapter programming, and a plan for local leadership. A written petition shall be approved by unanimous Board vote and contingent upon completion of all PMI® reporting requirements. If a petition is not approved unanimously, the petitioner may request a ratification through chapter membership and approval will become contingent on a majority vote and completion of all PMI® reporting requirements.

Section 3. Branch Governance. The East Tennessee Chapter shall maintain a centralized board governance and any elected or appointed Board position shall be open to all eligible members within the Chapter's jurisdiction. Any Branch of the East Tennessee Chapter shall use the Chapter's logo and branding, operate under Chapter policy and procedure, and operate within the geographic boundaries of the Chapter. Branch director(s) shall report to a voting member of the Board of Directors.

Section 4. Branch Dissolution. An existing Branch may be dissolved if the Board determines that any of the following conditions exist; 1) the Branch operations are disproportionately and adversely impacting the Chapter's financial health, or 2) the Branch has been unable to fill vacant leadership positions for a sustained period, or 3) the Branch has failed to adhere to legal, ethical or professional standards. Alternatively, a Branch dissolution may be required if it chooses to pursue independent Chapter status. A dissolution shall be enacted through unanimous Board vote and provide written notice to the Branch leadership no less than 60 days prior to the date of dissolution. All chapter branches and satellite offices established within the East Tennessee Chapter's jurisdiction shall operate in accordance with all chapter bylaws and policies as well as adhere to all legal, ethical, and professional standards of PMI. Establishment and dissolution of any formal chapter branches shall be governed by these bylaws, chapter procedures, and PMI policies.

## **Article VII - Chapter Nominations and Elections**

Section 1. The nomination and election of officers 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 the East Tennessee Chapter shall have the right to vote in the election.

Discrimination in election and nomination procedures on the basis of race, creed, color, age, sex, sexual orientation, gender presentation, marital status, national origin, religion, or 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. 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. In the event that the Immediate Past President is unable to chair the Nominating Committee, the Board selects a chair. 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. In accordance with PMI® policies, practices, procedures, rules, and directives, no funds or resources of PMI® or the ~~Component~~Chapter may be used to support the election of any candidate or group of candidates for PMI, ~~Component~~®, 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 ~~Component~~Chapter Nominating Committee or other applicable body designated by the ~~Component~~Chapter will be the sole distributor(s) of all election materials for ~~Component~~Chapter elected positions.

Section 6. The Nominating Committee shall present to the Board an election timeline by August 1<sup>st</sup> of the preceding term to ensure adequate and reasonable time to notify membership and all eligible candidates.

### **Article VII–VIII – East Tennessee Chapter 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 East Tennessee Chapter officers and/or Directors can serve on the Chapter 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 – Chapter Finance**

Section 3. The Chapter shall authorize the following standing committees to ensure ongoing stability and good order of Chapter operations:

A. Administration Committee – This committee shall be comprised of no less than the President, VP Operations, and VP Finance to ensure that the chapter adheres to all mandatory and minimum requirements of PMI® Global, including but not limited to, charter maintenance, tax planning and financial reporting, and any other compliance requirements for the chapter to remain in good standing with local, state, and federal rules and regulations. The President shall chair this committee and be responsible for the oversight and delegation of all committee tasks. Any Chapter member in good standing may be appointed to this committee through application or nomination up to ten total members.

B. Nominating Committee. – This committee shall be comprised of no less than three members in good standing, not including the Chapter President, any incumbent or candidate for an open election. The duties of this committee shall be as described in Article VII.

Section 4. Temporary Committees can be established and dissolved through a plurality board vote for the purpose of achieving an objective with a defined scope. Such committees will have a defined expiration date but may be renewed through board vote as deemed necessary.

### **Article IX – East Tennessee Chapter Finance**

Section 1. The fiscal year of the East Tennessee Chapter shall be from 1 January to 31 December.

Section 2. East Tennessee Chapter annual membership dues ~~shall will~~ be ~~set by agreed upon between~~ PMI® and the East Tennessee Chapter's Board of Directors and communicated ~~to PMI~~ in accordance with policies and procedures established by PMI-®.

Section 3. The East Tennessee Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections, and dues disbursements shall be performed by PMI-®.

Section 5. The Board of Directors shall present a financial report of all Chapter funds, including revenues, expenses, and reserves at least once a year. This report shall be accessible to all members in good standing.

Section 6. The chapter annual budget for the upcoming fiscal year shall be approved by majority board vote no later than December 1 of the prior fiscal year. Once approved, amendments to the chapter budget may not exceed more than ten percent per line item or five percent of the total budget without a new approval by majority board vote.

## **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 5 percent 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 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 of the membership may be called by the President, by a majority of the Board, or by petition of 5 percent of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

### Section 3.

~~Section 4. A quorum at any annual or special meetings of the East Tennessee Chapter shall be those members in good standing, present and in person (5 percent of the voting membership in good standing, present and in person).~~

Section ~~5~~4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

## **Article ~~X~~XI - Inurement and Conflict of Interest**

Section 1. No member of the East Tennessee Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts, and resources of the East Tennessee

Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the East Tennessee Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the East Tennessee 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. East Tennessee Chapter may engage in contracts or transactions with members, elected officers, or directors of the Board, appointed committee members or authorized representatives of East Tennessee Chapter and any corporation, partnership, association, or other organization in which one or more of East Tennessee Chapter's directors, officers, appointed committee members, or authorized representatives are directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction.
- B. The board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract.
- C. The contract or transaction is fair to East Tennessee Chapter and complies with the laws and regulations of the applicable jurisdiction in which East Tennessee Chapter 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 the East Tennessee Chapter shall act in an independent manner consistent with their obligations to the East Tennessee Chapter 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 the East Tennessee Chapter has entered, or may enter, into contracts, agreements, or any other business transaction, and shall refrain from voting on or influencing the consideration of such matters.

## **Article ~~XIX~~II - Indemnification**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the East Tennessee Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the East Tennessee Chapter, has been made party or is threatened to be made a party to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines, and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. 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, the East Tennessee 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 East Tennessee Chapter, or is or was serving at the request of the East Tennessee Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, nonprofit or for-profit partnership, joint venture, trust, or other enterprise.

### **Article ~~XXIII~~ - 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 the East Tennessee Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by ~~mail~~ 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. Amendments may be proposed by the Board on its own initiative, or upon petition by ~~five~~ five percent (5%) 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. All amendments must be consistent with ~~PMI's~~ PMI®'s Bylaws and the policies, procedures, rules, and directives established by the PMI® Board of Directors, as well as with the East Tennessee Chapter's Charter with PMI-®.

### **Article ~~XXIV~~ - Dissolution**

Section 1. In the event that the East Tennessee 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 ~~dissolve~~ revoke the East Tennessee Chapter. ~~Charter and require the chapter to seek dissolution.~~

Section 2. In the event the East Tennessee Chapter fails to deliver value to its members as outlined in East Tennessee Chapter's ~~business~~ annual plan and without mitigating ~~circumstances~~ circumstances, the ~~Component~~ Chapter acknowledges that PMI® has a right to ~~dissolve~~ revoke the East Tennessee Chapter, ~~as per the terms of the Charter and required the chapter to seek dissolution.~~

Section 3. In the event the East Tennessee Chapter is considering ~~to dissolve~~ dissolution, the East Tennessee Chapter's members of the Board of Directors must notify PMI® in writing and follow the ~~Component~~ Chapter dissolution procedure as defined in PMI's PMI®'s policy.

Section 4. Should the East Tennessee Chapter 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.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.