



Project Management Institute East Tennessee Chapter Bylaws

For Adoption January 2020

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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 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 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 office of the Chapter shall be located in the Eastern Grand Division, including but not limited to Knoxville, Oak Ridge, and Kingsport in the State of Tennessee.

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 Chapter has been founded as nonprofit, tax-exempt corporation (or equivalent) chartered by PMI and is dedicated to 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. 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) 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 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.
 - 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 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, 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 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 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 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 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 (1) 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. Upon termination of membership in the East Tennessee Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All Chapter members 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. To qualify for student membership in the Chapter, an individual shall be registered as a full-time student in an accredited educational institution.

Section 2. Classes and Categories of Members. The East Tennessee Chapter shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Article V - 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. Terms of office for the Officers shall be two (2) years, limited to three (3) consecutive terms in the same position, and no more than five (5) 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 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 Corporate Secretary shall keep the records of all business meetings of the East Tennessee Chapter and meetings of the Board in accordance with Chapter bylaws and polices.

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 polices.

Section 6. 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 7. 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 and may take part and vote in person only (or other avenue approved by the Board). 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 8. 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. An officer may resign by submitting written notice to the President or Corporate Secretary. 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 9. 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 10. 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 Vice President of Programs 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 to accept the role of President, then a President shall be selected from among the Board members by consensus agreement of the Board.

Article VI - 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, 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. 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.

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 - 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 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 be set by the Chapter's Board 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.

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 10 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 4. Notice of all special meetings shall be sent in advance by the Board 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. A quorum at any annual or special meeting of the East Tennessee Chapter shall be those members in good standing, present and in person (10 percent of the voting membership in good standing, present and in person).

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 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 XI - 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 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 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 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 10 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. 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 with the East Tennessee Chapter's Charter with PMI.

Article XIII - 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 the Chapter.

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

Section 3. In the event the East Tennessee Chapter is considering dissolving, the East Tennessee Chapter's members of the Board of Directors must notify PMI in writing and follow the component dissolution procedure as defined in 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.