

# PMI MEMPHIS TN CHAPTER BY-LAWS

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## **PMI Memphis TN Chapter**

### **BY-LAWS**

#### ***Article I - Meetings***

The President shall have the authority and responsibility to prevent the unauthorized use of the Chapter name in connection with any meeting or activity that, in the President's judgment does not further the purposes of the Chapter and/or PMI. All meetings are open to the chapter membership in good standing.

#### **Business Meetings**

**Purpose** - Regularly scheduled Business Meetings shall be scheduled by the board to perform the leadership function of the Chapter. This planning function shall focus on the identified objectives of the Chapter as detailed in the Chapter Constitution.

**Time** - The Board of Directors shall convene Business Meetings at least quarterly, including one Annual Meeting, the dates and times of which shall be set by the Board of Directors. The Annual Meeting shall be held in conjunction with the annual election of officers.

**Location** - The Board of Directors shall select the location of the Annual Meeting and announce the times, dates, and locations in a notice distributed to all current members of the Chapter in good standing as required by the Constitution at least 30 days in advance. The location of the meeting shall be within the geographical boundaries of the Chapter and accessible to all chapter members.

**Quorum** - A quorum of the Board of Directors shall be a minimum of one half of the Board of Directors, and is required for the transaction of all official Chapter Business requiring a vote. A quorum of the Chapter membership shall be a minimum of 10 percent of current membership, in good standing.

**Majority** - A majority for election of officers shall consist of 51 percent or more of the voting members present at the called meeting.

**Motions** – Motions will be made available, in writing, to the VP of Communications (21) days prior to the scheduled annual business meeting. The VP of Communications will insure all motions are provided to all Chapter members for review prior to the annual business meeting. Motions for review will be distributed with the ballot for election of Chapter officers.

#### **Chapter Meetings**

The Board of Directors shall conduct Chapter Meetings on a quarterly basis at a minimum, including the Annual Meeting. The purpose of the Chapter Meetings will be to emphasize programs that further the objectives of the Chapter and PMI, and will be the responsibility of the Vice President of Programs.

## **Special Meetings**

Special meetings of the membership may be called by the Chapter President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the Chapter President.

## ***Article II - Parliamentary Authority***

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

## ***Article III - Area of Operation***

The primary area of operation of the Chapter includes, but is not limited to Western Tennessee, Eastern Arkansas and Northwest Mississippi. Including all zip codes starting with: 380, 381, 382, 383, and 723.

## ***Article IV - Officers***

### **General**

All officers shall be local Chapter members in good standing. Officers of the Chapter will consist of President, Immediate Past President, Vice President of Membership, Vice President of Finance, Vice President of Communications, Vice President of Publications, Vice President of Public Relations, Vice President of Professional Development, Vice President of Programs and Vice President of Special Events. The Vice President of Membership shall become President if that office becomes vacant. The President, with the unanimous approval of the Board, shall appoint other vacant offices.

The Board shall exercise all powers of the PMI Memphis TN Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, 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 Memphis TN Chapter business and funds.

The Board shall meet at the call of the Chapter President, or at the written request of three (3) members of the Board directed to the Chapter President. 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. 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.

### **Nomination and Election**

Officers will be elected by majority vote of Chapter Members in good standing and in attendance at the annual business meeting. All voting members in good standing of the PMI Memphis TN 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."

Officers will serve the following terms to ensure a seamless succession from year to year:

Position	Term
President	18 months (12 month voting term and 6 months transition period)
VP of Membership	18 months (12 month voting term and 6 months transition period)
VP of Finance	18 months (12 month voting term and 6 months transition period)
VP of Professional Development	18 months (12 month voting term and 6 months transition period)
VP of Publications	18 months (12 month voting term and 6 months transition period)
VP of Public Relations	18 months (12 month voting term and 6 months transition period)
VP of Communication	18 months (12 month voting term and 6 months transition period)
VP of Programs	18 months (12 month voting term and 6 months transition period)
VP of Special Events	18 months (12 month voting term and 6 months transition period)
VP of PMO	18 months (12 month voting term and 6 months transition period)

. Elections will be held annually from 30 May to 1 April. The incumbent officer shall attend all board of directors meetings throughout the duration of the immediate officer's term as to ensure a full transition from year to year from June 1 to December 31st. The immediate officer shall attend the board of directors meetings to transition the incumbent officer for a total of 6 months.

The President, with the approval of the Board, shall appoint members of the Nominating Committee who shall be members of PMI and the Chapter in good standing. The Immediate Past President shall chair the Nominating Committee or a member in good standing appointed by the President if the Immediate Past President is not available. The Nominating Committee using procedures established in the Chapter by-laws will make nomination of officers. Nominations may also be made from the floor or in writing at the Chapter meeting that precedes the annual business meeting. If in writing, insure it is legible and done with the consent of the nominee.

No member of the Nominating Committee shall be included in the slate of nominees prepared by this committee. The Nominating Committee shall set criteria for selection of nominees, which shall include the following:

- Willingness to devote time and effort as an officer of the Chapter
- Experience
- Personal attributes.

A Chapter member in good standing may elect to vote for officers by proxy if unavailable to attend the annual business meeting in person. The return of a ballot directed to the Chairman of the Nominating Committee authorizing and directing the Nominating Committee to vote the ballot as marked and will be deemed a valid proxy. The member wishing to vote in this manner is responsible for securing a ballot and delivering it in time for the annual meeting as described herein.

The Nominating Committee shall present its recommendation to the Chapter meeting that precedes the Annual Business Meeting and prepare an election ballot for use at the Annual Business Meeting. The Nominating Committee shall also be responsible for overseeing administration of the election process and reporting on the results to the existing Board of Directors for implementation and turnover of responsibilities. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. The candidate that receives the majority of votes cast for each officer shall be elected.

The Board of Directors shall declare an Officer at Large position to be vacant where an Officer at Large ceases to be a member in good standing of PMI or of the PMI Memphis TN Chapter by reason of non-payment of dues, or where the Officer at Large fails to attend two (2) consecutive Board meetings. If any Officer at Large 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 Chapter President is unable or unwilling to complete the current term of office, the VP of Membership shall assume the duties and office of the presiding officer for the remainder of the term.

### **Removal**

A Chapter officer may be removed from their office for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter by a 51 percent vote of the members present at an official, regular or special Chapter meeting.

### **Resignation**

An Officer may resign from their position by submitting written notice to the Chapter Board. Unless another time is specified in the notice or determined by the Board, an Officers resignation shall be effective upon receipt by the Board.

## **Responsibilities of Officers**

All elected Chapter Officers are required to read and understand the Chapter By-Laws and responsibilities of their elected office. All elected Chapter Officers will sign a copy of the Chapter By-Laws stating that they have read and understand the By-Laws and the responsibilities of their elected office. The Chapter President will maintain a file of the Chapter Officer's signed copies of the By-Laws. Additional responsibilities of Chapter Officers are contained in the Chapter Policies and Procedures manual.

### ***Article V – 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.

Section 2. The Chapter President with the approval of the Board shall appoint all committee members and a chairperson for each committee. Committee members may be appointed from the membership of the organization.

### ***Article VI – Finance***

Section 1. The fiscal year of the PMI Memphis TN Chapter shall be from 1 January to 31 December.

Section 2. Annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors.

Section 3. The 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. President and Vice President of Finance signatures must be on file with the Chapters financial institution. Two signatures will be required for check writing purposes, the Chapter President and Vice President of Finance. The Chapter President and Vice President of Finance may be bonded, allowing for single signature authority. A detailed financial transaction log will be maintained by the Vice President of Finance and will be made available to any Board member upon request.

### ***Article VII - Membership***

Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Memphis TN Chapter and all policies, procedures, rules and directives lawfully made thereunder.

## **Termination of Membership**

Membership in the Chapter shall terminate upon resignation of a member; upon termination for failure to pay dues; or upon expulsion from membership only for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter.

## **Expulsion**

Except for failure to pay dues, no member shall be expelled without due process. Expulsion shall be upon two-thirds vote of the Board of Directors present at a Board meeting. Prior to holding a hearing for the expulsion of a member, the Chapter will draft policies and procedures for the hearing, and have legal counsel review the procedures so that there are not any legal ramifications for the Chapter as a result of the hearing.

## **Delinquency**

Members and student members in arrears on dues for one (1) month shall be delinquent and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all past dues for the current year.

*“Members in Good Standing”* shall be defined as Chapter Members who have paid both PMI and Chapter dues and appear on the PMI Chapter Member list. In the event dues have been paid but not posted, the member must provide a verbal verification (written preferred) from PMI stating dues have been received in order to be considered a member in good standing.

## **Forfeiture**

Upon termination of membership in the Chapter, any and all rights and privileges of membership, and any interest in the property or other assets of the Chapter, shall be forfeited by the member.

## **Cancellation**

All members shall pay the required PMI and Chapter membership dues to PMI. Membership with PMI and/or a Chapter may be cancelled at any time. However, neither PMI nor the Chapter will issue any refunds.

## **Use of Membership List**

The membership database and listings provided by PMI to the PMI Memphis TN Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI Memphis TN Chapter, consistent with PMI policies.

## **Business Meetings**

The Chapter Board of Directors will produce and maintain meeting minutes, which will document meeting proceedings, action items, attendance, and meeting schedule information. The primary responsibility for the assurance of minute's creation, filing, and distribution will belong to the Vice President of Communications. Distribution of minutes will be to all members via electronic means, i.e., Email, posted to BBS/web page. Copies of the previous meeting's minutes will be available at each subsequent meeting.

### **Newsletter**

A Chapter newsletter will be published, at a minimum, quarterly and will support the objectives of the Chapter and PMI. The editorial policies of the publication will be directed by the Board of Directors and implemented by the Vice President of Public Relations. A copy of the Chapter newsletter will be sent to PMI Headquarters.

### **Annual Proceedings and Technical Presentations**

A compilation of Chapter members' and/or guest speaker's technical articles and oral presentations presented at Chapter meetings will be collected by the Vice President of Programs for inclusion in the Chapter Library.

### **Other Publications and Distributions**

The Board of Directors will authorize other recurring or one-time publications intended for distribution to the Chapter membership.

### **Chapter Library**

A Chapter Library will be established to serve the membership. The library documentation will include but not be limited to; a complete set of PMI Handbooks, Guidelines, Study Materials, Symposium Proceedings and textbooks. PMI will give some of these materials to the Chapter; however, the Chapter must pay for any additional items. Responsibility for the Chapter Library belongs to the Vice-President of Education and Certification. The availability of documentation for use by the membership will be established via a contract system as approved by the Board of Directors.

### ***Article VIII- Amendments***

Provisions of these By-laws may be amended by a two-thirds (2/3) majority of the Chapter Board of Directors and must be ratified by a simple majority of the members present at the next scheduled chapter meeting.

Any Chapter member in good standing may submit an amendment to the Chapter By-laws. Draft amendments must be submitted in writing to the President and must be sponsored by at least one Board Member.

All amendments must be consistent with PMI's By-laws and the policies, procedures, rules, and directives established by the PMI Board of Directors. Amendments to these By-laws must be forwarded to PMI headquarters in a timely manner for maintenance of the Chapter's record.