

Bylaws of the Project Management Institute, East Tennessee Chapter, Inc.

Article I – Name, Principal Office and Relationship to PMI:

Section 1. This organization shall be called the Project Management Institute, East Tennessee Chapter, Inc., (hereinafter "the East Tennessee Chapter"). This organization is a Chapter, chartered by the Project Management Institute, Incorporated (hereinafter **PMI®**) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Tennessee.

Section 2. The principal office of the East Tennessee Chapter shall be located in the Eastern Grand Division including but not limited to Knoxville, Oak Ridge, and Kingsport in the State of Tennessee.

Section 3. 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 4. 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 5. The bylaws of the East Tennessee Chapter may not conflict with the current PMI's Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the East Tennessee Chapter's Charter with PMI.

Section 6. The terms of the Charter executed between East Tennessee Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose:

Section 1. The objectives of the East Tennessee Chapter are to:

- A. To advance the general and specific objectives of the Project Management Institute, Inc.
- B. To provide a forum for discussion and examination of problems, solutions, applications and ideas related to the management of projects.
- C. To advance the practice and profession of project management.
- D. To encourage and facilitate education, certification and professionalism in project management.
- E. To disseminate information regarding developments in project management.

Article III - Membership:

Section 1. 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.

Section 2. 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, and shall not create its own membership categories.

Section 3. Each Chapter member shall be entitled to one vote. A student member shall be a non-voting member of the Chapter and may not hold any 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 4: 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 there under. A Chapter member shall have all the rights and privileges as accorded by these Bylaws.

Section 5: All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the East Tennessee Chapter.

Section 6: Membership in the East Tennessee Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 7: Members who fail to pay the required dues for one (1) month shall be delinquent 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.

Section 8: Upon termination of membership in the East Tennessee Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9. 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 non-profit purposes directly related to the business of the East Tennessee Chapter, consistent with PMI policies.

Article IV – Officers:

Section 1. The East Tennessee Chapter shall have no less than five elected officers to serve in the following positions: President, Vice President, Programs; Vice President, Communications and Corporate Secretary; Vice President, Membership and Publicity; Vice President, Finance; Vice President, Professional Development, and Past President. All officers shall be members in good standing of PMI and of the East Tennessee Chapter. The officers will serve two-year terms of office, staggered so that three officer(s) are elected each year.

Section 2. 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. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 3. The Vice President, Communications, shall keep the records of all business meetings of the East Tennessee Chapter and meetings of the Board.

Section 4. The Vice President, Finance, shall oversee the management of funds for duly authorized purposes of the East Tennessee Chapter.

Section 5. The Vice President, Programs, shall direct the preparation and presentation of programs relating to project management for Chapter meetings and shall manage all arrangements for general membership meetings. In addition, the Vice President, Programs, shall act for the President in his absence.

Section 6. The Vice President, Membership and Publicity, shall direct all chapter activities relating to publicizing the chapter to the general public, keep track of members and interests, marketing the chapter and manage membership campaigns.

Section 7. The Vice President, Professional Development, shall direct all chapter activities relating to professional development of members including presentation and conduct of seminars and programs to assist members of the Chapter in their efforts to attain and maintain certification as Project Management Professionals.

Section 8. The Immediate Past President shall assist the President in liaison with PMI as and when required and chair the nominating committee responsible for preparing the slate of officers for the succeeding years.

Article V – 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.

Section 3. The Board shall exercise all powers of the East Tennessee 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 East Tennessee Chapter business and funds.

Section 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the Vice President, Programs. 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.

Section 5. The Board of Directors shall 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 non-payment 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 Vice President, Communications. 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 6: 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 7: 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, Programs, shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – 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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing. 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.

Article VII – 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. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the organization.

Article VIII - Finance:

Section 1. The fiscal year of the East Tennessee 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.

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 and special 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. A quorum at all annual and special meetings of the East Tennessee Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.

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 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, 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, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. The 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 the East Tennessee Chapter and any corporation, partnership, association or other organization in which one or more of the 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 the East Tennessee Chapter and complies with the laws and regulations of the applicable jurisdiction in which the 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, non-profit 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 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 twenty-one (21) 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 twenty-one (21) 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.

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. 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.