



**Project
Management
Institute®
Tallahassee, Florida**

Chapter Bylaws

**Project Management Institute
Tallahassee, Florida Chapter (PMITLH)**

May 2022

PMITLH Chapter Bylaws

Article I - Name, Principal Office and Relationship to PMI

- Section 1.** This organization shall be called the Project Management Institute, Tallahassee, Florida Chapter, Inc. (hereinafter “the 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 organized under the laws of the State of Florida.
- Section 2.** The principal office of the Chapter shall be located in and around Tallahassee, Florida.
- Section 3.** The 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 Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated/registered.
- Section 5.** The bylaws of the 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 Chapter’s charter with PMI®.
- Section 6.** The terms of the charter executed between the Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these bylaws and other authority granted hereunder.

Article II - Purpose and Limitations of the Chapter

Section 1. Purpose of the Chapter

- a. General Purpose. The Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- b. Specific Purposes. Consistent with the terms of the charter executed between the Chapter and PMI and these bylaws, the purposes of the Chapter shall include the following:
 - To foster professionalism in the management of projects.
 - To contribute to the quality and scope of project management.
 - To stimulate appropriate global application of project management for the benefit of the general public.
 - 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.
 - To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the Chapter

- a. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with Chapter Articles of Incorporation.
- b. The membership database and listings provided by PMI to the Chapter may not be

used for commercial purposes and may be used only for non-profit purposes directly related to the business of the 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 Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's bylaws, policies, practices, procedures, and rules; and applicable law.

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 Chapter requires membership in PMI®. The 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.** Chapter members in good standing with PMI® and the Chapter may vote in elections and may receive nomination to hold elected office in the Chapter.
- Section 4.** Members shall be governed by and abide by the PMI® bylaws and by the bylaws of the Chapter and all policies, procedures, rules and directives lawfully made thereunder.
- Section 5.** All members shall pay the required PMI® and Chapter membership dues to PMI®. In the event that a member resigns, membership dues shall not be refunded by PMI® or the Chapter.
- Section 6.** Membership in the Chapter shall terminate upon termination of the member's PMI® membership or failure to pay Chapter dues.
- Section 7.** Members who fail to pay the required dues 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 unpaid dues for PMI® and the Chapter to PMI®.
- Section 8.** Upon termination of membership in the 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 Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with PMI® policies.
- Section 10.** A "member in good standing" is defined to be a current PMI® Tallahassee Chapter member per the information provided periodically to the Chapter by PMI®.
- Section 11.** Classes and Categories of Members. The Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article IV Officers

Section 1. The Chapter shall have ten officers, to serve in the following positions: President, First Vice President (President Elect), Past President, Vice President of Membership, Vice President of Programs, Vice President of Professional Development, Vice President of Communications, Vice President of Finance, Vice President of Administration, and Vice President of Volunteers. All officers shall be members in good standing of PMI® and of the Chapter. Detailed responsibilities and duties for each officer position shall be documented in the Board Position Descriptions document.

Section 2. The Chapter officers shall be qualified and elected, and shall carry out responsibilities and duties, as follows:

a. President

- Selection: By action of these bylaws; the First Vice President assumes this office for a two-year term after serving in the preceding year as First Vice President. The term of office begins January 1st of each odd-numbered year.
- Primary Responsibility: Operation of the Chapter consistent with its established goals and objectives, and in alignment with the goals and objectives of PMI®.
- The President shall be the chief executive officer for the 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 participate and vote on all committees except the Nominating Committee.

b. First Vice President (President Elect)

- Selection: Elected by the membership to serve a one-year term in this position, to be followed immediately by a two-year term as President and a one-year term as Past President. The term of office begins January 1st of each even-numbered year.
- Prior experience serving in a VP position on the PMITLH board is preferred.
- Primary Responsibility: Assists the President as required and prepares for succession to the office of President.

c. Past President

- Selection: By action of these bylaws, the President assumes this office for a one-year term after completing his/her term as President. The term of office begins January 1st of each odd-numbered year.
- Primary Responsibility: Key advisor to the President and the Board, providing for continuity in leadership.

d. Vice President of Membership

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each odd-numbered year.
- Primary Responsibility: Directs the Chapter's membership and business and industry coordination (development) functions.

e. Vice President of Programs

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each even-numbered year.
- Primary Responsibility: Directs the Chapter's regular and special meeting programs and other aspects of meeting logistics.

f. Vice President of Professional Development

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each odd numbered year.
- Primary Responsibility: Directs the Chapter's efforts in professional development, certification and project management education.

g. Vice President of Communications

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each even-numbered year.
- Primary Responsibility: Directs the Chapter's internal and external communication and public relations functions.

h. Vice President of Finance

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each odd-numbered year.
- Primary Responsibility: Directs the Chapter's fiscal activities.
- The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the Chapter.

i. Vice President of Administration

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each even-numbered year.
- Primary Responsibility: Directs the Chapter's recordkeeping and serves as the corporate secretary.
- The Vice President of Administration shall keep the records of all business meetings of the Chapter and meetings of the Board.

j. Vice President of Volunteers

- Selection: Elected by the membership for a two-year term. The term of office begins January 1st of each odd-numbered year.
- Primary Responsibility: Directs the Chapter's volunteer programs and services.

Section 3. The Board Position Descriptions document shall provide additional descriptions of the responsibilities and duties of the Board members and other appointed positions. The Chapter Policies and Procedures Manual shall provide descriptions of committees. The Board Position Descriptions document and the Chapter Policies and Procedures Manual are created, maintained and approved by the Board. These documents are periodically reviewed and approved by the Board.

Article V Board of Directors

Section 1. The 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.

Section 2. The Board shall consist of the officers of the Chapter as defined in Article IV.

Section 3. The Board shall exercise all powers of the 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 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 of Administration. 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 or through electronic means. At its discretion, the Board may conduct its business by any legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures as determined by the Board and as specified in the Chapter Policies and Procedures Manual.
- 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 Chapter by reason of non-payment of dues. The Board of Directors may declare an officer position to be vacant where the officer becomes derelict in their duties, unable to complete their duties as stated and agreed upon, non-responsive or non-communicative. An officer may resign by submitting written notice to the President. 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 a Business meeting of the membership, or by a two-thirds (2/3) vote of the Board at a Board meeting.
- Section 7.** If any officer position becomes vacant, the President may appoint a successor to fill the office for the unexpired portion of the term for the vacant position, subject to approval by the Board. Alternatively, a successor to fill the office for the unexpired portion of the term for the vacant position may be elected at a Business meeting of the membership. In the event the President is unable or unwilling to complete the current term of office, the First Vice President, if that position is then filled, shall assume the duties and office of President for the remainder of the term. If the office of First Vice President is vacant when the office of President is vacated, the next available officer in line, in the order they are defined in these bylaws (Article IV, Section 2), shall assume the duties and office of President for the remainder of the term.

Article VI Nominations and Elections (non-vacant positions)

- Section 1.** The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 2. All voting members in good standing of the 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 the year following their election and shall hold office for the duration of their terms or until their successors have been elected.
- Section 3.** A Nominating Committee should 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 either in person during the annual meeting of the membership or via electronic ballot delivered to all Chapter members, coinciding on or near the date of the annual meeting. The candidate who receives a plurality of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.
- Section 4.** No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.
- Section 5** In accordance with PMI policies, practices, procedures, rules and directives, no funds or

resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, 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 Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII - Committees

Section 1. The Board may authorize establishment of standing, advisory, 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 or their designee, with the approval of the Board, except as provided otherwise in these bylaws. Committee members may be appointed from the membership of the organization.

Article VIII - Finance

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

Section 2. Annual membership dues are 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 Business Meeting of the membership shall be held at a date and location to be determined by the Board. Special Business 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 2. The Board shall send notice of all Annual and Special Business Meetings to all members at least thirty (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 3. A quorum at all Annual and Special Business Meetings of the Chapter shall be five percent (5%) of the voting membership in good standing, present at the meeting in person or virtually.

Section 4. All Annual and Special Business Meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 5. The Chapter shall hold general meetings of the membership at least three times per year in addition to the Annual Business Meeting. These meetings will emphasize programs that further the objectives of the Chapter. Development of these programs is the responsibility of the Vice President of Programs.

Section 6. Other 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.

Article X Inurement and Conflict of Interest

Section 1. No member of the Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, appointed committee member, or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities. The Board may also authorize volunteer appreciation tokens for committee members, and for board members once they have concluded their term of office.

Section 3. The Chapter may engage in contracts or transactions with members; elected officers of the Board; appointed committee members or authorized representatives of the Chapter; and any corporation, partnership, association or other organization in which one or more of Chapter's 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 the transaction are disclosed to the Board 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 Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the 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, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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 Chapter may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of Chapter as an 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 Business meeting or a Special Business Meeting of the Chapter duly called or by two-thirds (2/3) vote of the voting membership in good standing participating by electronic vote. Notice of proposed changes shall be provided in writing to the membership at least thirty (30) 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 Chapter charter with PMI®.

Article XIII Dissolution

Section 1. In the event that the 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 revoke the Chapter charter and require the chapter to seek dissolution.

Section 2. In the event the Chapter failed to deliver value to its members as outlined in the Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the Chapter charter and require the chapter to seek dissolution.

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

Section 4. Should the Chapter dissolve for any reason, its assets shall be dispersed to an 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.