

PMI Atlanta Chapter Bylaws

Article I – Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Atlanta Chapter (hereinafter “the PMI ATLANTA CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of STATE OF GEORGIA, UNITED STATES. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The PMI ATLANTA CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the PMI ATLANTA CHAPTER conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the PMI ATLANTA CHAPTER shall be located in the metro ATLANTA area in the STATE of GEORGIA, UNITED STATES. The PMI ATLANTA CHAPTER may have other offices such as Branch Offices as designated by the PMI ATLANTA CHAPTER Board of Directors.

Article II – Relationship to PMI

Section 1. The PMI ATLANTA 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 PMI ATLANTA CHAPTER may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the PMI ATLANTA CHAPTER’s Charter with PMI®.

Section 3. The terms of the Charter executed between the PMI ATLANTA 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 PMI ATLANTA CHAPTER shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI ATLANTA CHAPTER

Section 1. Purpose of the PMI ATLANTA CHAPTER.

- A. General Purpose. The PMI ATLANTA 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 metro Atlanta and North Georgia in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI ATLANTA CHAPTER and PMI and these Bylaws, the purposes of the PMI ATLANTA CHAPTER NAME 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 the 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 other 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

- f) To promote the value of the project management profession
- g) To promote the optimum performance of the practice of project management
- h) To encourage attainment of PMI® professional certifications
- i) To demonstrate leadership as a chapter within PMI®

Section 2. Limitations of the PMI ATLANTA CHAPTER

- A. General Limitations. The purposes and activities of the PMI ATLANTA CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI ATLANTA CHAPTER Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the PMI ATLANTA CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI ATLANTA 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 PMI ATLANTA 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® Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI ATLANTA CHAPTER Membership

Section 1. General Membership Provisions.

- A. Membership in the PMI ATLANTA CHAPTER requires membership in PMI®. The PMI ATLANTA 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 PMI ATLANTA 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 PMI ATLANTA CHAPTER membership dues to PMI® and if a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the PMI ATLANTA CHAPTER.
- D. Membership in the PMI ATLANTA 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 PMI ATLANTA CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI ATLANTA CHAPTER to PMI® within such one-month delinquent period.
- F. Upon termination of membership in the PMI ATLANTA CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- G. PMI ATLANTA CHAPTER members in good standing may vote in the PMI ATLANTA CHAPTER elections as well as run for office per the election guidelines established for that election.
- H. Student members of PMI ATLANTA CHAPTER can vote but cannot hold any elected office in the chapter.

Section 2. Classes and Categories of Members.

- A. The PMI ATLANTA CHAPTER shall not create its own membership categories. PMI ATLANTA CHAPTER membership categories shall be consistent with PMI® membership categories.

Article V – PMI ATLANTA CHAPTER Board of Directors

Section 1. The PMI ATLANTA CHAPTER shall be governed by a Board of Directors (hereinafter the “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 following officers elected by the membership and shall be members in good standing of PMI® and of the PMI ATLANTA CHAPTER.

- CHAIR – EXECUTIVE BOARD
- CHAIR-ELECT – EXECUTIVE BOARD
- PAST-CHAIR – EXECUTIVE BOARD
- SECRETARY – EXECUTIVE BOARD
- TREASURER – EXECUTIVE BOARD
- DIRECTOR THREE – EXECUTIVE BOARD
- DIRECTOR FOUR – EXECUTIVE BOARD

Section 3. The term of office for all officers on the Board, except for the role of CHAIR – EXECUTIVE BOARD shall be 2 (TWO) YEARS. The term of office for the role of CHAIR – EXECUTIVE BOARD shall be 3 (THREE) YEARS, with year one as CHAIR-ELECT – EXECUTIVE BOARD, year 2 as CHAIR – EXECUTIVE BOARD and year 3 as PAST-CHAIR – EXECUTIVE BOARD. In addition, the term of office for all officers shall be limited to no more than 2 (TWO) consecutive terms in the same position, and no more than 4 (FOUR) consecutive terms on the Board in general.

Section 4. Elections for roles of SECRETARY – EXECUTIVE BOARD and DIRECTOR THREE – EXECUTIVE BOARD shall be held in even years and for roles of TREASURER – EXECUTIVE BOARD and DIRECTOR FOUR – EXECUTIVE BOARD shall be held in odd years. Elections for the role of CHAIR-ELECT – EXECUTIVE BOARD shall be held every year.

Section 5. The CHAIR – EXECUTIVE BOARD shall be the chief executive officer for the PMI ATLANTA 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 CHAIR – EXECUTIVE BOARD shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 6. The CHAIR-ELECT – EXECUTIVE BOARD shall assist the CHAIR – EXECUTIVE BOARD in directing the activities of the Board and any standing or temporary committees, in accordance with the purposes of the chapter, and its Charter and bylaws.

Section 7. The PAST CHAIR – EXECUTIVE BOARD shall act as mentor to the CHAIR – EXECUTIVE BOARD. The PAST CHAIR – EXECUTIVE BOARD shall be responsible for monitoring the Board adherence to the Bylaws, charter renewal and overseeing chapter governance.

Section 8. The SECRETARY – EXECUTIVE BOARD shall keep the records of all business meetings of the PMI ATLANTA CHAPTER and meetings of the Board.

Section 9. The TREASURER – EXECUTIVE BOARD shall oversee the management of funds for duly authorized purposes of the PMI ATLANTA CHAPTER.

Section 10. The DIRECTOR THREE – EXECUTIVE BOARD shall be a director-at-large and will be responsible

for chapter wide special projects as assigned by the Board of PMI ATLANTA CHAPTER.

Section 11. The DIRECTOR FOUR – EXECUTIVE BOARD shall be a director-at-large and will be responsible for chapter wide special projects as assigned by the Board of PMI ATLANTA CHAPTER.

Section 12. All Officers of the Board shall exercise accountability and responsibility on matters of governance and ensure that activities and decisions of the Board are in alignment with the PMI ATLANTA CHAPTER decisions charter, vision and mission statements.

Section 13. The Board shall exercise all powers of the PMI ATLANTA 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 PMI ATLANTA CHAPTER business and funds.

Section 14. The Board shall meet at the call of the CHAIR – EXECUTIVE BOARD, 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 or electronically. 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 15. The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the PMI ATLANTA CHAPTER by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings or two consecutive Chapter Dinner Meetings. An officer may resign by submitting written notice to the CHAIR – EXECUTIVE BOARD OR SECRETARY – EXECUTIVE BOARD. 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 of the Board 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. In the event the CHAIR – EXECUTIVE BOARD is unable or unwilling to complete the current term of office, the CHAIR ELECT – EXECUTIVE BOARD shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – PMI ATLANTA CHAPTER Nominations and Elections

Section 1. The PAST CHAIR – EXECUTIVE BOARD shall be responsible to ensure annual chapter elections are held for open positions on the Chapter's Executive Board. For more information, please refer to the PAST CHAIR – EXECUTIVE BOARD's Standard Operating Procedures (SOP).

Section 2. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Sections 2, 3, 4 and this Article VI. All voting members in good standing of the PMI ATLANTA 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 3. 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 4. 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; or (c) 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 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6: 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 – PMI ATLANTA CHAPTER Committees and Trustees

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 PMI ATLANTA CHAPTER. The PMI ATLANTA CHAPTER officers and/or Directors can serve on the PMI ATLANTA CHAPTER Committees unless it specifically is restricted by the Bylaws.

Section 2. Chairperson for each committee shall be appointed by the EXECUTIVE BOARD.

Section 3. The PMI ATLANTA CHAPTER may have one or more members referred to as “Trustee,” who shall have governance oversight of the chapter and act as advisors and mentors to the Board. These individuals may, at their own discretion, undertake special projects as requested by the CHAIR – EXECUTIVE BOARD. A Trustee must have previously served at least one full term at any position on Executive Board. Trustees must be members in good standing of PMI Atlanta Chapter. A Trustee must attend majority of board meetings as requested. Trustees can be invited to all Executive Board meetings and other meetings as deemed necessary by the Executive Board but shall have no voting rights. Past Executive Board members must request each year from the Executive Board to be appointed or reappointed. The Board will appoint or reappoint them each year if they have met the requirements to become or remain a Trustee. Any Trustee can simultaneously act in any volunteer position outside the role of Trustee except the role of an elected or appointed Executive Board member. If Trustee assumes the role of Acting Executive Board member in order to fill in an open Executive Board position temporarily until someone is officially appointed by the Executive Board or elected by members, he/she shall have no voting rights.

Article VIII - PMI ATLANTA CHAPTER Finance

Section 1. The fiscal year of the PMI ATLANTA CHAPTER shall be from 1 January to 31 December.

Section 2. PMI ATLANTA CHAPTER annual membership dues shall be set by the PMI ATLANTA CHAPTER’S Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The PMI ATLANTA 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 PMI ATLANTA CHAPTER Membership

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. 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 CHAIR – EXECUTIVE BOARD; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the CHAIR – EXECUTIVE BOARD. 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. Quorum at all annual and special meetings of the PMI ATLANTA CHAPTER shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

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

Article XI - Inurement and Conflict of Interest

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI ATLANTA CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI ATLANTA 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. PMI ATLANTA CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI ATLANTA CHAPTER and any corporation, partnership, association or other organization in which one or more of PMI ATLANTA 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 PMI ATLANTA CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which PMI ATLANTA 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 PMI ATLANTA CHAPTER shall act in an independent manner consistent with their obligations to the PMI ATLANTA 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 PMI ATLANTA CHAPTER NAME 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 XII - Indemnification

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI ATLANTA CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI ATLANTA 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 PMI ATLANTA 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 PMI ATLANTA CHAPTER, or is or was serving at the request of the PMI ATLANTA 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 XIII- 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; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI ATLANTA 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 thirty (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 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 PMI ATLANTA CHAPTER's Charter with PMI®.

Article XIV – Dissolution

Section 1. In the event that the PMI ATLANTA 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 PMI ATLANTA CHAPTER Charter and require the chapter to seek dissolution.

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

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

Section 4. Should the PMI ATLANTA 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.