



# **PROJECT MANAGEMENT INSTITUTE® (PMI) CENTRAL MISSISSIPPI CHAPTER**

## **BY-LAWS**

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## **Article I – Name, Principal Office, Other Offices**

### **Section 1. Name/Non-Profit Incorporation**

This organization shall be called the Project Management Institute, Central Mississippi Chapter (hereinafter “the Central Miss 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 organized under the laws of Mississippi. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The Central Miss Chapter shall meet all legal requirements in the jurisdiction(s) in which the Central Miss Chapter conducts business or is incorporated/registered.

### **Section 3. Principal Office; Other Offices**

The principal office of the Central Miss Chapter shall be located in Greater Jackson metropolitan area in the State of Mississippi. The Central Miss Chapter may have other offices such as Branch offices as designated by the Central Miss Chapter’s Board of Directors.

## **Article II – Relationship to PMI**

Section 1. The Central Miss 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 Central Miss Chapter may not conflict with the current PMI bylaws, policies, procedures, rules or directives established or authorized by PMI as well as with the Central Miss Chapter’s Charter with PMI.

Section 3. The terms of the Charter executed between the Central Miss 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 Central Miss Chapter shall be governed by and adhere to the terms of the Charter.

## **Article III – Purpose and Limitations of the PMI Central Mississippi Chapter**

### **Section 1. Purpose of the Central Mississippi Chapter**

- A. General Purpose. The Central Miss Chapter has been founded as non-profit tax-exempt corporation 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 Central Miss Chapter and PMI and these bylaws, the purposes of the Central Miss Chapter shall be to:
  - a) Foster leadership and professionalism in project management disciplines.
  - b) Stimulate the growth of project management for project management professionals and the organizations that they serve through education opportunities for the benefit of the general public.
  - c) 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.

- d) Practice and promote the fundamentals of project management and advance the body of knowledge with the express purpose to manage projects successfully.

## Section 2. Limitations of the Central Mississippi Chapter

- A. General Limitations. The purposes and activities of the Central Miss Chapter shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with Central Miss Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Central Miss Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Central Miss 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 Central Miss chapter shall be solely accountable for the planning and operations of the chapter and the communities that they serve, 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 Central Mississippi Chapter Membership**

### Section 1. General Membership Provisions

- A. Membership in the Central Miss Chapter requires membership in PMI®. The Central Miss 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 Central Miss Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Central Miss 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 Chapter.
- D. Membership in the Central Miss 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 Central Miss Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Central Miss Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the Central Miss Chapter, the member shall forfeit any and all rights and privileges of membership.

G. All members can vote and hold office.

#### Section 2. Classes and Categories of Members

The Central Miss Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

#### **Article V – PMI Central Mississippi Chapter Board of Directors:**

Section 1. The Central Miss Chapter shall be governed by a Board of Directors (hereinafter “Chapter Board”). The Chapter 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 Central Miss Chapter elected by the membership and shall be members in good standing of PMI and of the Central Miss Chapter.

Terms of office of the President is a three (3) year commitment – first two years as President, then as Past President for the third year. No portion of that commitment may be repeated midterm by an incumbent. President and Past President are subject to the same Term Limits as defined for the Board in General.

Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that half are elected each year.

Section 3. The President shall be the chief executive officer for the Chapter and of the Chapter Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Chapter Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. The President shall not serve on the Nominating Committee.

#### Section 4. Immediate Past President

The immediate Past President (President Emeritus) is voting member of the board and is accounted for in terms of quorum count. The immediate Past President is required to facilitate the onboarding process for newly elected board members.

Section 5. The VP of Administration shall keep the records of all business meetings, voting results, and meetings of the Chapter Board for the Chapter. The VP of Administration shall also be responsible for maintaining the Chapter Bylaws, Operations Manual and Plan, as well as other Chapter business records. The VP of Administration is required to attend Chapter Board Meetings and is a voting member.

Section 6. The VP of Finance shall oversee the management of funds for duly authorized purposes of the Chapter. The VP of Finance shall also be responsible completing tax, government filings and the reporting of the financial condition of the Chapter. The VP of Finance is required to attend Chapter Board Meetings and is a voting member.

Section 7. The VP of Membership and Recruiting is responsible for the development and maintenance of a Chapter membership plan that: 1) recognizes members 2) assures retention of the current membership communities; and 3) continues growth of new members through recruiting and partnering with major Central Mississippi employers and institutions. The VP of Membership is required to attend Chapter Board Meetings and is a voting member.

Section 8. The VP of Communications is responsible for the timely dissemination of Chapter information via the Chapter's digital presence and to the project management community utilizing the up-to-date distribution lists for electronic and hard-copy mailings and notifications. This role will also be responsible for the maintenance, coordination and tracking of Chapter assets and providing technology recommendations for contracting or purchasing hardware, software and networking services and interfaces required by the Chapter. The VP of Communications is required to attend Chapter Board Meetings and is a voting member.

Section 9. The VP of Education and Certification is responsible for promoting project management professionalism through the development of educational publications, seminars and workshops designed to help Chapter members achieve professional certification. The VP of Education and Certification is required to attend Chapter Board Meetings and is a voting member.

Section 10. The VP of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. The content of these programs are dedicated to advancing the practice, science and profession of project management and is in accordance with the objectives of the Chapter approved by the Board. The VP of Programs is required to attend Chapter Board Meetings and is a voting member.

Section 11. VP of Marketing and Sponsorship is responsible for chapter-based marketing and public relations to increase the awareness of both the chapter and the PMI brand within the Central Mississippi area. The VP of Marketing and Sponsorship is also responsible for maintaining agreements with sponsors and facilitating their execution. The VP of Marketing and Sponsorship is required to attend Chapter Board Meetings and is a voting member.

Section 12. The Board shall exercise all powers of the Central Mississippi 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 Central Mississippi Chapter business and funds.

Section 13. 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. 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 14. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Central Mississippi Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large 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 15. 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 Chapter Board.

Section 16. If any officer or Director 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 President is unable or unwilling to complete the current term of office, the President Elect 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 Central Mississippi Chapter, Nominations and Elections**

Section 1. The nomination and election of officers shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the Central Mississippi 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, 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; 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 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 – PMI Central Mississippi 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 Central Mississippi Chapter officers can serve on the Central Mississippi 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 Chapter Board.

#### **Article VIII – PMI Central Mississippi Chapter Finance**

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

Section 2. Central Mississippi Chapter annual membership dues shall be set by the Chapter Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Central Mississippi 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. Notice of annual business meetings shall be sent by the Chapter Board 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 2. Special meetings of the membership may be called by the President, by a majority of the Chapter Board, or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership in 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 Central Miss Chapter shall be those members in good standing, present and in person.



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

### **Article X – Branches of the Central Mississippi Chapter**

Section 1. Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of Central Miss Chapter shall be governed by these Bylaws and shall conduct its business in compliance with Central Miss Chapter’s policies and procedures and its charter with PMI.

Section 2. Geographic Area. Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 3. Distribution of Dues.

All Central Miss Chapter’s dues & fees will be collected by PMI® on behalf of the Central Miss Chapter and will be forwarded to Central Miss Chapter. The Central Miss Chapter will allocate funds to the Branch in accordance to Central Miss Chapter’s policies & procedures. Branches shall not create its own membership or dues.

Section 4. The Branch Chair shall either be a member of Chapter’s Board of Directors, or be an Committee Chair and report into a Chapter Board member who oversees the Chapter’s Branch(es)

Section 5. Limitations: Branches shall abide by the limitations consistent with the chapter’s charter agreement with PMI

### **Article XI - Conflict of Interest**

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

Section 2. No officer, appointed committee member or authorized representative of the Central Mississippi Chapter shall receive any compensation, or other tangible or financial benefit for service on the Chapter Board. However, the Chapter Board may authorize payment by the Central Mississippi 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. The Central Mississippi Chapter may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of Central Mississippi Chapter and any corporation, partnership, association or other organization in which one or more of Central Mississippi 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 transaction are disclosed to the Chapter Board prior to commencement of any such contract or transaction;

- B. the Chapter Board in good faith authorizes the contract or transaction by a majority vote of the officers who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to Central Mississippi Chapter and complies with the laws and regulations of the applicable jurisdiction in which Central Mississippi Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All officers, 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 XII - Indemnification**

Section 1. In the event that any person who is or was an officer, committee member, or authorized representative of the Central Mississippi Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Central Mississippi 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 Central Mississippi 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 Central Mississippi Chapter, or is or was serving at the request of the Central Mississippi 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 XIII- Amendments**

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at a meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail or electronic 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 Chapter Board. All such proposed amendments shall be presented by the Chapter 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's Charter with PMI.

#### **Article XIV – Dissolution**

Section 1. In the event, the Central Mississippi Chapter or its governing officers failed to act according to this bylaws and Central Mississippi Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the Central Mississippi Chapter's Charter and require the chapter to seek dissolution.

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

Section 3. In the event, the Central Mississippi Chapter is considering to dissolve the chapter. The Central Mississippi Chapter Board must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the Central Mississippi 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.

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.