

BYLAWS

**Project Management Institute,
Tallahassee, Florida Chapter**

October, 2002

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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 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

Section 1. The objectives of the Chapter are to:

- A.** Promote professionalism in Project Management.
- B.** Provide a forum for the free exchange of Project Management knowledge, ideas, and experiences.
- C.** Provide a unifying influence on the advancement of Project Management with emphasis on all aspects of planning, scheduling, and control of project-oriented tasks.
- D.** Conduct meetings, seminars and other activities that support the above.

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®. 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® and in the event that a member resigns, membership dues shall not be refunded by PMI® or Chapter.

Section 6. Membership in the 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 two (2) months 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 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.

Article IV Officers

Section 1. The Chapter shall have nine officers, to serve in the following positions: President, First Vice President, Advisor/Past President, Vice President Membership, Vice President Programs, Vice President Professional Development, Vice President Communications, Vice President Financial Affairs, and Vice President Administration. All officers shall be members in good standing of PMI® and of the Chapter.

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

President

Selection

By action of these Bylaws; The First Vice President assumes the office for a two-year term after serving in the preceding year as First Vice President.

Prime Responsibility

Operation of the Chapter consistent with its established goals and objectives, and in alignment with the goals and objectives of PMI®.

First Vice President

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. The office may be vacant in the first year of the President's term, or the President may appoint someone to hold the office during that year.

Special Qualifications

Must have served on the Board prior to his/her election to this position.

Prime Responsibility

Assists the President as required and prepares for succession to the office of President.

Advisor / 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 office may be vacant in the second year of the President's term, or the President may appoint someone to hold the office during that year.

Prime Responsibility

Key advisor to the President and the Board, providing for continuity in leadership.

Vice President Membership

Selection

Elected by the membership for a two-year term.

Prime Responsibility

Directs the Chapter's Membership and Business and Industry Coordination (Development) functions.

Vice President Programs

Selection

Elected by the membership for a two-year term.

Prime Responsibility

Directs the Chapter's regular and special meeting programs, and other aspects of meeting logistics.

Vice President Professional Development

Selection

Elected by the membership for a two-year term.

Primary Responsibility

Directs the Chapter's efforts in professional development, certification and project management education.

Vice President Communications

Selection

Elected by the membership for a two-year term.

Primary Responsibility

Directs the Chapter's internal and external communication and public relations functions.

Vice President Financial Affairs

Selection

Elected by the membership for a two-year term.

Primary Responsibility

Directs the Chapter's fiscal activities.

Vice President Administration

Selection

Elected by the membership for a two-year term.

Primary Responsibility

Directs the Chapter's record keeping, and serves as the corporate secretary.

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.

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 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 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 Chapter by reason of non-payment of dues. The Board of Directors may declare an officer position to be vacant where the officer fails to attend two (2) consecutive Board meetings. 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 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 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. 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

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 next fiscal year 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 during the annual meeting of the membership. 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.

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, 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 President.

Section 2. The Board shall send notice of all Annual and Special Business Meetings to all members at least 20 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 ten percent (10%) of the voting membership in good standing, present in person.

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 Programs.

Section 6. Other Special Meetings of the membership, or subgroups 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 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.

Section 3. Chapter may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of 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 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 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 Chapter shall act in an independent manner consistent with their obligations to 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 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 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 ballot returned within forty-five (45) 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 forty-five (45) 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. Should the 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.