



The place for
Project Management Professionals
in the Carolinas.

**BYLAWS OF THE
PROJECT MANAGEMENT INSITUTE,
METROLINA CHAPTER, INC.**

Approved by Members March 25, 2014

| Version | Author | Date |
|----------------|------------------------|-------------|
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In support of the Project Management Institute (PMI), which has a defined purpose of dedication “to advance the practice, science and profession of project management,” PMI Metrolina Chapter commits to the following.

Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. This organization shall be called the Project Management Institute, Metrolina Chapter, Incorporated (hereinafter “METROLINA CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI”) and separately incorporated as a nonprofit, tax exempt corporation (or equivalent) organized under the laws of THE STATE OF NORTH CAROLINA. All chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. The principal office of the METROLINA CHAPTER shall be located in CHARLOTTE in the STATE OF NORTH CAROLINA. The METROLINA CHAPTER may have other offices such as Branch offices as designated by the METROLINA CHAPTER Board of Directors.

Section 4. The area of service of the METROLINA CHAPTER shall include, but not be limited to, Charlotte, Mecklenburg County, North Carolina, USA, and the surrounding counties of North and South Carolina, all of which compose the region known as Metrolina.

Article II – Relationship to PMI.

Section 1. The METROLINA 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 METROLINA CHAPTER may not conflict with the current PMI bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the METROLINA CHAPTER’s charter with PMI.

Section 3. The terms of the charter executed between the METROLINA 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 METROLINA CHAPTER shall be governed by and adhere to the terms of the charter.

Article III – Purpose and Limitations of the METROLINA CHAPTER.

Section 1. Purpose of the METROLINA CHAPTER.

- A. **General Purpose.** THE METROLINA CHAPTER has been founded as nonprofit, 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. The METROLINA CHAPTER, as a chapter of PMI, is formed to support and promote the stated purposes of PMI. The charge of the chapter shall therefore be to provide a forum for the advancement of these purposes and of the field of project/program management, both generally and as specifically applied to the members which the chapter serves.
- B. **Specific Purposes.** The mission of the METROLINA CHAPTER is to establish and maintain a dynamic PMI chapter that will provide for the professional development of a diverse membership; to encourage wide participation and high member activity; to operate the chapter in a sound businesslike manner in the furtherance of the purpose and objectives of the Project Management Institute. **Consistent with the terms of the charter executed between the METROLINA CHAPTER and PMI and these bylaws, the purposes of the METROLINA CHAPTER 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 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) Encourage and facilitate education, certification and professionalism in Project Management.
 - g) Provide a forum for discussion and examination of problems, solutions, applications, and ideas related to Project Management.
 - h) Foster communication between public and private sectors regarding Project/Program Management.
 - i) Disseminate information regarding developments in Project Management within the chapter's primary area of operation.
 - j) Advance the PMI mission and objectives within the Metrolina area.
 - k) Develop a growing and committed membership of local Project Management Professionals through an on-going recruiting plan.
 - l) Promote Professional Project Management principles, processes, and techniques with local businesses, governments, universities, professional associations, and nonprofit organizations and charities.
 - m) Support and enhance Project Management Professionalism by developing and providing quality programs based on local Project Manager, Leaders, and Participants needs.

- n) Create and deliver an educational program that strengthens local Project Managers', Leaders', and Participants' skills and supports the PMI® Certification Program.

Section 2. Limitations of the METROLINA CHAPTER.

- A. General Limitations. The purposes and activities of the METROLINA CHAPTER shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with METROLINA CHAPTER Articles of Incorporation.
- B. The membership database and listings provided by PMI to the METROLINA CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the METROLINA CHAPTER, consistent with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the METROLINA 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 IV – Membership

Section 1. General Membership Provisions

- A. 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. Membership in METROLINA CHAPTER requires membership in PMI. METROLINA CHAPTER shall not accept as members any individuals who have not been accepted as PMI members and shall not create its own membership categories.
- C. All METROLINA CHAPTER members including student members are eligible to vote and hold office in the chapter.
- D. Members shall be governed by and abide by the PMI's bylaws and METROLINA CHAPTER's bylaws and all policies, procedures, rules and directives lawfully made there under including but not limited to the PMI's Code of Ethics and Professional Conduct.
- E. All members shall pay the required PMI and Chapter membership dues to PMI and in the event that a member resigns, transfers to another chapter, or their membership is

revoked for just cause, membership dues shall not be refunded by PMI or the METROLINA CHAPTER.

- F. Membership in METROLINA CHAPTER shall terminate upon the member's resignation, transfer to another chapter, failure to pay dues or expulsion from membership for just cause.
- G. Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of METROLINA CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for and METROLINA CHAPTER to PMI.
- H. Upon termination of membership in METROLINA CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- I. Any chapter property or paper/electronic documents in the possession of the terminated member should be returned to a METROLINA CHAPTER officer.
- J. Terminated members should cease their usage of any METROLINA CHAPTER related computer system or service.
- K. The membership database and listings provided by PMI to METROLINA CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of METROLINA CHAPTER, consistent with PMI policies.
- L. To qualify for student membership in the chapter, the individual must be a Student Member of PMI.

Section 2. Classes and Categories of Members. The METROLINA CHAPTER shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – Board of Directors

Section 1. METROLINA CHAPTER shall be governed by a Board of Directors (Board) elected by the chapter membership and shall be members in good standing of PMI and of the METROLINA CHAPTER. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

METROLINA CHAPTER shall have seven (7) elected officers who are voting members of the Board that serve in the following positions:

- Chapter President
- Vice President of Finance
- Vice President of Professional Development

- Vice President of Membership
- Vice President of Programs
- Vice President of Marketing
- Vice President of Administration

METROLINA CHAPTER shall have one (1) non-elected officer who is a non-voting member of the Board that serves in the following position:

- Past President

Section 2. To be a candidate for President, a chapter member must be a current Vice President in Good Standing and have served a minimum of one (1) term as a Vice President. The term of office for the President position shall be two (2) consecutive years. The President may serve no more than 2 consecutive terms as the President on the Board.

Section 3. A candidate for a Vice President position must be a current appointed chairperson in Good Standing. The term of office for Vice Presidents shall be two (2) years. Vice Presidents are limited to two (2) consecutive terms in the same position and can serve no more than three (3) consecutive terms total as a Vice President on the Board.

Section 4. The Chapter President shall be the chief executive officer for METROLINA 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 Chapter President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. Upon completion of the president's term, the president may fulfill the role of the Past President.

Section 5. The Vice President of Finance shall oversee the management of funds for daily authorized purposes of the METROLINA CHAPTER, along with tracking all METROLINA CHAPTER assets.

Section 6. The Vice President of Professional Development shall oversee the training and education programs of the METROLINA CHAPTER.

Section 7. The Vice President of Membership shall oversee member outreach programs and volunteer coordination for the METROLINA CHAPTER.

Section 8. The Vice President of Programs shall oversee the management of recurring chapter and satellite meetings of the METROLINA CHAPTER.

Section 9. The Vice President of Marketing shall oversee the promotion of the chapter and associated events as well as the relationship between the METROLINA CHAPTER and partners of the chapter.

Section 10. The Vice President of Administration shall act as Chapter Secretary and oversee special projects. Additionally, the Vice President of Administration is responsible for all governance activities for the METROLINA CHAPTER.

Section 11. The election schedule for the Board of Directors shall be staggered to ensure continuity of the board. As such, the election of Chapter President, Vice President of Administration, Vice President of Membership and the Vice President of Programs shall be executed in odd years. The Vice President of Finance, Vice President of Marketing, and Vice President of Professional Development shall be executed in even years.

Section 12. The Board shall exercise all powers of METROLINA CHAPTER, except as specifically prohibited by these bylaws, the PMI's 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's bylaws and policies, and to exercise authority over all METROLINA CHAPTER business and funds.

Section 13. The Board shall meet at the call of the Chapter President, or at the written request of four (4) members of the Board directed to the Chapter President. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each voting member shall be entitled to one (1) vote and may take part and vote in person or through a prior signed proxy specific to the meeting being called where the proxy has been delivered to the Chapter President prior to the meeting. 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 may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of METROLINA CHAPTER by reason of non-payment of dues, where the officer fails to attend three (3) consecutive Board meetings, or where the officer fails to attend four (4) or more Board meetings in a given year. An officer may resign by submitting written notice to the Chapter President. The resignation shall be effective upon receipt by the Board of the written notice, unless another time is specified in the notice or determined by the Board.

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 five (5) members of the METROLINA CHAPTER Board. Once an officer is removed that individual is ineligible for an elected position for three (3) years.

Section 16. If any elected 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. If the Past President position becomes vacant, the Board may solicit a previous Chapter President to fulfill the term.

Section 17. Past Presidents of METROLINA CHAPTER form an advisory board to the chapter. They have no voting rights on the Board, yet serve to provide advice on actions being undertaken by the Board.

Section 18. Roles and responsibilities of each officer are defined in the Project Management Institute, Metrolina Chapter, Incorporated Handbook.

Article VI – Nominations and Elections

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Articles IV and V. All voting members in good standing of METROLINA CHAPTER shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted during the annual membership/business meeting or by some means of electronic voting method determined by PMI. 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 – Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board.

Section 2. Each committee shall have as its sponsor an officer of the chapter appropriate to the purpose of the committee as determined by the Board. The Chapter President with the approval of the Board shall appoint all committee members and a chairperson for each committee. Committee members may be appointed from the membership of the organization.

Section 3. Committee members are not part of the METROLINA CHAPTER Board.

Article VIII – Finance

Section 1. METROLINA CHAPTER's fiscal year shall be from 1 January to 31 December.

Section 2. Annual METROLINA CHAPTER membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors.

Section 3. The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Article IX – Membership Meetings

Section 1. An annual membership/business meeting of the METROLINA CHAPTER membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the METROLINA CHAPTER membership may be called by the Chapter President, by a majority of the Board, or by petition of ten percent (10 %) of the voting membership directed to the Chapter President.

Section 3. The Board shall publish notice of all annual and special meetings of the METROLINA CHAPTER membership to all members at least twenty-one (21) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. A quorum at all annual and special meeting of METROLINA CHAPTER membership shall be ten percent (10 %) of the voting membership in good standing, present in person or represented by proxy.

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X – Inurement and Conflict of Interest

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

Section 2. No officer, director, appointed committee member or authorized representative of METROLINA CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by METROLINA

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. METROLINA CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of METROLINA CHAPTER and any corporation, partnership, association or other organization in which one or more of METROLINA 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 METROLINA CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which METROLINA 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 METROLINA CHAPTER officers, directors, appointed committee members and authorized representatives shall act in an independent manner consistent with their obligations to METROLINA 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 METROLINA CHAPTER has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI – Indemnification

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of METROLINA CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of METROLINA 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, METROLINA CHAPTER may purchase and maintain liability insurance on behalf of any person who is or was a METROLINA CHAPTER director, officer, employee, trustee, agent or authorized representative, or is or was serving at the request of METROLINA CHAPTER as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, nonprofit or not-for-profit, partnership, joint venture, trust or other enterprise.

Article XII – Amendments

Section 1. These bylaws may be amended by a majority vote of the voting membership in good standing present at an annual METROLINA CHAPTER membership/business meeting duly called and regularly held; or by a majority vote of the voting membership in good standing voting by mail or electronic ballot returned within twenty (20) 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 or other electronic means to the membership at least twenty (20) 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. The Board with or without recommendation shall present all such proposed amendments.

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 METROLINA CHAPTER's charter with PMI.

Article XIII – Dissolution

Section 1. Should METROLINA 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 2. In the event the METROLINA CHAPTER failed to deliver value to its members as outlined in METROLINA'S business plan and without mitigated circumstance, the Chapter acknowledges that PMI has a right to dissolve the METROLINA CHAPTER, as per the terms of the charter.

Section 3. In the event the METROLINA CHAPTER is considering dissolving the METROLINA 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. In the event that the METROLINA 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 dissolve the METROLINA CHAPTER.

METROLINA CHAPTER 2014 Board of Directors Approval
Effective March 25, 2014

Chapter President, Tonya Brown, PMP
VP Finance, David Gadalla, PMP
VP Programs, Jennifer Baker, PMP
VP Professional Development, Joseph Griffin, PMP
VP Membership, Dwayne Chapital, PMP
VP Communications, John Schneider, PMP

| Position | Board Member | Signature | Date |
|-----------------------------|----------------------|------------------|-------------|
| Chapter President | Tonya Brown, PMP | | |
| VP Finance | Dave Gadalla, PMP | | |
| VP Professional Development | Joseph Griffin, PMP | | |
| VP Membership | Dwayne Chapital, PMP | | |
| VP Communications | John Schneider, PMP | | |
| VP Programs | Jennifer Baker, PMP | | |

METROLINA CHAPTER 2010 Board of Directors Approval
Effective May 1, 2010

Chapter President, Randy Waymer, PMP
VP Finance, Lani Powell
VP Programs, Darlene Kinney, PMP
VP Professional Development & Training, Gary Schmitz, PMP
VP Membership, Craig Marek
VP Communications, Richard Dillahunt, PMP

METROLINA CHAPTER 2008 Board of Directors Approval
Effective April 28, 2008

Chapter President, Carla H. Frazier, PMP
VP Finance, Darlene Kinney, PMP
VP Professional Development & Training, Richard Rodberg, PMP
VP Membership, Barbara Beam
VP Communications, Randy Waymer, PMP

METROLINA CHAPTER 2008 Board of Directors Approval
Effective July 1, 2003

Position Board Member Signature Date
Chapter President, Dave Violette, PMP
VP Finance, Bacchus Johnson, PMP
VP Professional Development, Jim Branden, PMP
VP Membership, Nealand Lewis
VP Communications, Mike Garten
VP Programs, Michael Petko, PMP
VP Technology, Olaf Vaumgartner, PMP
VP Student Development, Dawn Rennick, PMP
Assistant VP Education, Jim Lane
Assistant VP Programs, Jeff Auton