



BYLAWS

OF

PROJECT MANAGEMENT INSTITUTE, CAROLINA CHAPTER, INC.

A North Carolina Nonprofit Corporation

Note: PMI Metrolina Chapter name changed to d/b/a PMI Carolina. The change was approved by PMI Metrolina Board of Directors on April 12, 2022, reviewed with the NC Chapter President, and approved by PMI Global on August 3, 2022. Bylaws will reflect the name change on January 1, 2023.

Approved by PMI Carolina Board of Directors on August 17, 2022

Effective January 18, 2023

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**BYLAWS
OF
PROJECT MANAGEMENT INSTITUTE,
CAROLINA CHAPTER, INC**

**[Hereinafter referred to as the “PMI Carolina”]
A North Carolina Nonprofit Corporation**

ARTICLE I –OFFICES

1.1 **Incorporation.** Project Management Institute, Carolina Chapter, Incorporated (hereinafter “Carolina Chapter”) 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 components formed under PMI within the United States must be incorporated as 501 © (6) organization.

1.2 **Principal Office.** The principal office of the Carolina Chapter shall be located in the City of Charlotte, Mecklenburg County, North Carolina. The Board of Directors (or “the Board”) may by resolution change the location of this office from time to time.

1.3 **Other Offices.** The Carolina Chapter may have other offices at such place or places as the Board of Directors may from time to time appoint or the business of the Carolina Chapter may require.

1.4 **Service Area.** The area of service of the Carolina Chapter shall include, but not be limited to, Charlotte, Mecklenburg County, North Carolina, USA, and the southern half of North Carolina and other zip codes defined by PMI Global.

ARTICLE II – RELATIONSHIP TO PMI

2.1 **Responsibility.** The Carolina Chapter is responsible to the duly elected PMI Board of Directors and is subject to all PMI policies, procedures, rules, and directives lawfully adopted. The Bylaws of the PMI 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 Carolina Chapter’s charter with PMI.

2.2 **Terms.** The terms of the charter agreement executed between the

Carolina 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 Carolina Chapter shall be governed by and adhere to the terms of the charter.

ARTICLE III - PURPOSE

3.1 **General Purposes.** The Carolina 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 Carolina 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 and related skillsets, both generally and as specifically applied to the members which the chapter serves.

3.2 **Specific Purposes.** The mission of the Carolina 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 Carolina Chapter, PMI, and these Bylaws, the purposes of the Carolina 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 or related skillset.
- c) To stimulate appropriate global application of project management for the benefit of 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 Carolina 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.

3.3 **Limitations.** The purposes and activities of the Carolina Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Carolina Chapter Articles of Incorporation.

- a) The membership database and listings provided by PMI to the Carolina Chapter may not be used for commercial purposes and may be used only for nonprofit purposes directly related to the business of the Carolina 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.
- b) The officers and directors of the Carolina Chapter shall be solely accountable for the planning and operations of the Carolina Chapter and shall perform their duties in accordance with the Carolina Chapter's governing documents; its charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules, and applicable law.

ARTICLE IV - MEMBERSHIP

4.1 **General.** The Carolina Chapter shall be a membership corporation. Qualified persons seeking membership will be accepted as a member of the Carolina Chapter upon the submission, receipt, acceptance, and processing of the required application materials, dues, fees, and assessments. Requirements for membership are based on the following:

- 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, gender, marital status, national origin, religion, or physical or mental disability.

- b) All Carolina Chapter members including student members are eligible to vote and hold office in the chapter.
- c) Members shall be governed by and abide by the PMI's Bylaws and Carolina 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.
- d) All members shall pay the required PMI and the Carolina Chapter's membership dues to PMI and in the event 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 Carolina Chapter.
- e) Membership in Carolina Chapter shall terminate upon the member's resignation, transfer to another chapter, failure to pay dues or expulsion from membership for just cause.
- f) 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 Carolina Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for and Carolina Chapter to PMI.
- g) Upon termination of membership in Carolina Chapter, the member shall forfeit all rights and privileges of membership.
- h) Any chapter property or paper/electronic documents in the possession of the terminated member should be returned to a Carolina Chapter officer.
- i) Terminated members should cease their usage of any Carolina Chapter related computer system or service.
- j) The membership database and listings provided by PMI to Carolina Chapter may not be used for commercial purposes and may be used only for non-profit purposes causally related to the business of Carolina Chapter, consistent with PMI policies.
- k) To qualify for student membership in the chapter, the individual must be a Student Member of PMI.

4.2 **Categories of Members**. The Carolina Chapter shall not create its own membership categories. PMI Component, Carolina Chapter, membership categories shall be consistent with PMI membership categories.

ARTICLE V - BOARD OF DIRECTORS

5.1 **General**. The business and affairs of the Carolina Chapter shall be managed under the direction of the Board of Directors (Board) elected by the chapter

membership and shall be members in good standing of PMI and of the Carolina Chapter. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent) and the Bylaws.

PMI Carolina Chapter shall have nine (9) 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 & Governance
- Vice President of Technology
- Vice President of Social Impact

The Carolina Chapter's Past President shall serve as a non-voting member of the Board.

5.2 **Terms and Elections.** 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.

The Chapter President shall be the chief executive officer for Carolina 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.

A candidate for a Vice President position must be a former or current appointed director 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 as a Vice President on the Board.

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 & Governance, Vice President of Membership, Vice President of Programs and the Vice President of Social Impact shall be executed in odd years. The Vice President of Finance, Vice President of Marketing, Vice President of Professional

Development and Vice President of Technology shall be executed in even years.

5.3 **Functions and Duties**. Accountable to the Carolina Chapter membership, the Board shall be responsible and accountable for strategic planning and the establishment of policy with respect to activities of the Carolina Chapter. Each officer is required to attend mandatory leadership training and be proactive in succession planning to ensure continuity of the Carolina Chapter's business operations. As a best practice, officers should identify a potential candidate at the start of the second year of their term. The PMI Board of Directors shall oversee the management, control and supervision of the business, as well as other lawful activities and affairs deemed necessary to further the objectives of the Carolina Chapter. Duties are as follows:

- a) The Vice President of Finance shall oversee the management of funds for daily authorized purposes of the Carolina Chapter, along with tracking all Carolina Chapter assets.
- b) The Vice President of Professional Development shall oversee the training and education programs of the Carolina Chapter.
- c) The Vice President of Membership shall oversee member outreach programs and volunteer coordination for the Carolina Chapter.
- d) The Vice President of Programs shall oversee the management of recurring chapter meetings of the Carolina Chapter.
- e) The Vice President of Marketing shall oversee the promotion of the chapter and associated events as well as the relationship between the Carolina Chapter and partners of the chapter.
- f) The Vice President of Administration & Governance shall act as Chapter Secretary and oversee special projects, such as Diversity, Equity & Inclusion initiatives. Additionally, the Vice President of Administration & Governance is responsible for all governance activities for the Carolina Chapter.
- g) The Vice President of Technology shall oversee the technology infrastructure whether managed internally or outsourced to external partners. Additionally, the Vice President of Technology is responsible for the relationship between the Carolina Chapter and technology providers for the chapter.
- h) The Vice President of Social Impact shall oversee initiatives to collaborate within the community and utilize resources to assist the communities Carolina Chapter serves (e.g., Military Outreach, PMI Education Fund to include Chapter Scholarship Program, & Mentoring program).

Refer to the Project Management Institute, Carolina Chapter, Incorporated Handbook for

details on the roles and responsibilities as Chapter needs and priorities may change.

5.4 **Authority.** The Board shall exercise all powers of Carolina 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 Carolina Chapter business and funds.

5.5 **Quorum, Voting, Proxies.** 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.

5.6 **Vacancies and Resignations.** 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 Carolina Chapter by reason of non-payment of dues, where the officer fails to attend two (2) consecutive Board meetings, or where the officer fails to attend three (3) Board meetings in a given year. Officers are required to send a proxy to attend the meetings in their absence to ensure continuity of business. 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.

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.

5.7 **Removal.** 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 remaining members present at an official meeting of the membership. -Once an officer is removed that individual is ineligible for an elected position for two (2) years.

5.8 **Past President Responsibility.** Past Presidents of Carolina Chapter form the Emeritus Board which serves as 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.

ARTICLE VI – NOMINATIONS AND ELECTIONS

6.1 **Nominations and Elections.** 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 Carolina Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures based on race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

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. Potential candidates for new director positions may participate in knowledge transfer activities from October to December prior to the start of their term.

6.2 **Nominating Process.** As part of the succession planning process performed by the Board of Directors, referenced in Article V, directors will nominate their successor for Board discussion. If there are no objections from the Board, the nomination will be put forward. If there is no succession plan for a position, the PMI Carolina Chapter President will put forth a candidate.

The Past President will preside over the nominating process and coordinate with PMI Global to send out the ballots. The voting results are sent to PMI Carolina upon closure of voting. The votes are For and Abstain and there is only one candidate nominated per role.

In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Carolina Chapter may be used to support the election of any candidate or group of candidates for PMI, Carolina Chapter, or public office. No other type of organized electioneering, communications, fundraising or other organized activity on behalf of a candidate shall be permitted.

6.3 **Disputes.** Any disputes concerning the nomination or election process shall be mitigated and resolved by the Past President and Board. If Abstain votes are greater than 50% of the total votes, the Past President and Board will determine the final outcome.

ARTICLE VII – BOARD COMMITTEES

6.4 **Designation and Authority.** 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.

6.5 **Membership**. 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. Committee members are not part of the Carolina Chapter Board.

ARTICLE VIII - FINANCES

6.1 **Fiscal Year**. The fiscal year of the Carolina Chapter shall begin on the first day of January and end on the last day of December in each year.

6.2 **Membership Dues**. Annual Carolina 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. All dues billings, dues collections and dues disbursements shall be performed by PMI.

6.3 **Policies and Procedures**. The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

6.4 **Books and Records**. The Carolina Chapter shall keep accurate, complete books and records of accounts and shall also keep minutes on regular accounting reviews. The Vice President of Finance and the President will ensure monthly reports are provided to the Board of Directors. The Board may also seek the assistance of a Certified Public Accountant to assist with this responsibility as needed.

6.5 **Checks, Drafts, Orders, and Reimbursements**. All checks, drafts, or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Carolina Chapter, shall be signed by an authorized officer or agent of the Carolina Chapter and in such manner as shall from time to time be determined by resolution of the Board of Directors. Additional details on this responsibility shall be defined further in the PMI Carolina Chapter, Inc. Handbook.

6.6 **Deposits**. All funds of the Carolina Chapter shall be deposited from time to time to the credit of the Carolina Chapter in such banks, trust companies, or other depositories as the Carolina Chapter's President may select.

ARTICLE IX – MEMBER MEETINGS

8.1 **Annual Meeting.** An annual membership/business meeting of the Carolina Chapter membership shall be held at a date and location to be determined by the Board.

8.2 **Special Meetings.** Special meetings of the Carolina Chapter membership may be called by the Chapter President, by a simple majority of the Board, or by petition of ten percent (10 %) of the voting membership directed to the Chapter President.

8.3 **Meeting Notices and Agendas.** The Board shall publish notice of all annual and special meetings of the Carolina Chapter membership to all members at least fourteen (14) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting. All meetings shall be conducted according to parliamentary procedures determined by the Board.

8.4 **Quorum.** A quorum at all annual and special meetings of Carolina Chapter membership shall be ten percent (10%) of the voting membership in good standing, present in person or represented by proxy.

ARTICLE X – INUREMENT AND CONFLICT OF INTEREST

9.1 **Allocation of Expenses.** No Carolina Chapter member shall receive any pecuniary gain, benefit, or profit, incidental or otherwise, from the activities, financial accounts, and resources of Carolina Chapter, except as otherwise provided in these Bylaws.

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

9.2 **Contracts and Transactions.** Carolina Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Carolina Chapter and any corporation, partnership, association or other organization in which one or more of Carolina 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 Carolina Chapter and complies with the laws and regulations of the applicable jurisdiction in which Carolina Chapter is incorporated or registered at the time the contract or transaction is authorized, approved, or ratified by the Board of directors.

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

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 Carolina 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

10.1 **Indemnification of Directors, Committee Members, Officers, Employees and Agents.** In the event that any person who is or was an officer, director, committee member, or authorized representative of Carolina Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of Carolina 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.

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.

10.2 **Liability Insurance.** To the extent permitted by applicable law, Carolina Chapter may purchase and maintain liability insurance on behalf of any person who is or was a Carolina Chapter director, officer, employee, trustee, agent or authorized representative, or is or was serving at the request of Carolina 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 XI - DISSOLUTION

11.1 **Dissolution.** In the event the Carolina Chapter is considering dissolving the Carolina Chapter, members of the Board of Director must notify PMI in writing and follow the Carolina Chapter dissolution procedure as defined in PMI's policy and in accordance with applicable North Carolina or other laws.

11.2 **PMI Authority.** In the event the Carolina Chapter failed to deliver value to its members as outlined in Carolina's business plan and without mitigated circumstance, the Carolina Chapter acknowledges that PMI has a right to dissolve the Carolina Chapter, as per the terms of the charter agreement.

In the event that the Carolina 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 Carolina Chapter.

11.3 **Distribution of Assets.** Should the Carolina 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.

ARTICLE XII - AMENDMENT OF THE BYLAWS AND ARTICLES OF INCORPORATION

13.1 **Amendment Process.** Other than clerical changes, changes to these Bylaws shall be reviewed by Chapter members. Changes must be sent to the membership for a thirty (30) day comment period. The Board has the responsibility to review, respond to and address comments as appropriate.

13.2 **Amendment Proposals.** 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.

13.3 **Board Authority.** Notwithstanding the members reserved power in the amendment process outlined in Section 13.1, the Board shall have authority to amend these Bylaws as necessary and appropriate to comply with such laws, legislation, rules, and regulations.

13.4 **PMI Authority** 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 Carolina Chapter's charter agreement with PMI.

STATEMENT OF ACKNOWLEDGEMENT

As an acting member of the Board of Directors for PMI Carolina Chapter, Inc., I hereby acknowledge that I have read and understand these Bylaws and agree to abide by the policies and guidelines as set forth by PMI Carolina, Inc.

Printed Name of Director

Director Position

Director Signature

Date