

**Project Management Institute (PMI)**  
**Baton Rouge Chapter, Inc. (C-106)**  
**Bylaws**  
**Member Approved 26 March 2015**

**Article I – Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Baton Rouge Chapter, Inc. (hereinafter “PMIBR” or “PMI Baton Rouge Chapter”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®” or “PMI”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of Louisiana. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. PMIBR shall meet all legal requirements in the jurisdiction(s) in which the PMI Baton Rouge, LA Chapter conducts business or is incorporated.

Section 3. Principal Office; Other Offices.

The principal office of PMIBR shall be located in the city of Baton Rouge, parish of East Baton Rouge, state of Louisiana. The PMIBR Chapter may have other offices such as Branch offices as designated by the PMIBR Board of Directors.

**Article II – Relationship to PMI.**

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

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

**Article III – Purpose and Limitations of the PMI Baton Rouge Chapter.**

Section 1. Purpose of the PMI Baton Rouge Chapter.

- A. General Purpose. THE PMIBR Chapter has been founded as a non-profit, 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.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMIBR Chapter and PMI and these Bylaws, the purposes of the PMI Baton Rouge, LA Chapter shall include the following:
  - a) To foster the acceptance of (embrace, value, utilize) project management as a profession in the community.
  - b) To foster professionalism in the management of projects.
  - c) To contribute to the quality and scope of project management.
  - d) To stimulate appropriate application of project management for the benefit of general public through meetings, seminars and workshops.

- e) To 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.
- f) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the PMI Baton Rouge Chapter.

- A. General Limitations. The purposes and activities of the PMIBR Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Baton Rouge Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMIBR Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMIBR 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 PMIBR 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 – PMI Baton Rouge Chapter Membership.**

Section 1. General Membership Provisions.

- A. Membership in the PMIBR Chapter requires membership in PMI®. The PMIBR 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 PMIBR Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and PMIBR 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 PMIBR Chapter.
- D. Membership in the PMIBR 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 PMIBR Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMIBR Chapter to PMI within such one (1) month delinquent period.
- F. Upon termination of membership in the PMIBR Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All members of the PMIBR Chapter in good standing shall be allowed to vote. Only Individual members can hold office.

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

## **Article V – PMI Baton Rouge Chapter Board of Directors:**

Section 1. The PMIBR Chapter shall be governed by a Board of Directors (Board or BOD). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the PMIBR Chapter elected by the membership and shall be members in good standing of PMI and of the PMIBR Chapter. Terms of office for the officers shall be two (2) years, limited to two (2) consecutive terms in the same position limiting individuals to five (5) consecutive elected terms on the Board in general. These positions are staggered so that approximately 50% are elected each year.

Section 3. The **President** shall be the Chief Executive Officer for the PMIBR 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 President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. The office of President is open only to a chapter member in good standing, who has previously served as an PMI Chapter Officer, or PMI GOC Board of Directors officer, unless all previous officers are unavailable, in which case previous leadership experience in general (demonstrated via Resume), on PMI Chapter Committees, and/or other non-PMI Board or Committee experience will be taken into consideration.

Section 4. The **VP – Communications** shall be responsible for all methods of communication and record-keeping for the chapter including but not limited to business meetings and meetings of the PMIBR board. Oversees any related committee members.

Section 5. The **VP – Finance** shall oversee the management of funds for duly authorized purposes of the chapter and complete appropriate state and federal financial requirements. Oversees any related committee members.

Section 6. The **VP – Programs** shall be responsible for planning, scheduling, arranging and supervising the performance of each monthly chapter meeting and any special events approved by the chapter Board. Oversees any related committee members.

Section 7. The **VP – Membership** shall be responsible for member issues and develops programs for the recruitment of new members and retention of existing members to PMI and PMIBR. Oversees any related committee members.

Section 8. The **VP – Professional Development** shall be responsible for developing plans and programs supporting the chapter's education and professional development goals and objectives. Oversees any related committee members.

Section 9. The **Past President** (Trustee/Chapter Advisor) as an ex officio member of the Board, shall hold a full voting position and shall be responsible for providing advice and guidance to the board and membership. Works with President and other Board members regarding Nominating Committee (refer to Article VI below). Oversees any committee members.

Section 10. The Board shall exercise all powers of the PMIBR 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 PMIBR Chapter business and funds.

Section 11. 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 12. The Board shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the PMIBR Chapter by reason of non-payment of dues. The Board may declare an officer position vacant where the officer fails to attend (a) three (3) consecutive Board meetings and/or (b) three (3) consecutive PMIBR general chapter 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 13. 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 14. If any officer position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the VP of Membership shall assume the duties and office of the presiding officer for the remainder of the term. If the VP of Membership is unwilling or unable to assume the duties of the President, another successor may be appointed by a two-thirds (2/3) vote of the Board. The Board may call for a special election by the chapter's membership to fill the vacant position.

#### **Article VI – PMI Baton Rouge Chapter Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the PMIBR 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, or one month 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, the 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 Baton Rouge 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 PMIBR Chapter officers and/or Directors can serve on the PMIBR 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 respective Board Member with the approval of the Board.

## **Article VIII – PMI Baton Rouge Chapter Finance:**

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

Section 2. PMIBR Chapter annual membership dues shall be set by the PMI Baton Rouge Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMIBR 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 all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President, by a majority of the 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 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 PMIBR 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 – Indentification:**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMIBR Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMIBR 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 PMIBR Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the PMIBR Chapter, or is or was serving at the request of the PMIBR Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

#### **Article XII – Amendments:**

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual or special meeting of the PMIBR Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMIBR's Charter with PMI.

#### **Article XIII – Dissolution:**

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

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

Section 3. In the event the PMIBR Chapter is considering dissolving the PMIBR Chapter, the PMIBR Board must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the PMIBR 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.