

Bylaws

PROJECT MANAGEMENT INSTITUTE, CHATTANOOGA
CHAPTER, INCORPORATED

Revision History

Control Number	Revision Date	Description
Revision 0000	7/3/2003	Initial Issue upon chartering
Revision 0001	10/18/2005	Revised by vote of members Changed Article IV, Section 1 from six elected officers to seven. Changed Article IV, Section 1 from VP, Membership and Publicity to VP, Membership and VP, Publicity Changed Article IV, Section 6 to remove duties of VP, Publicity, add new duties of VP, Membership Added Article IV, Section 10 to add duties of VP, Publicity
Revision 0002	10/21/2008	Added affiliated subchapter, LIG, SIG Membership options, Revised Officer duties, added director, trustee position and modified Article V, Section 5 for Board good standing.
Revision 0003	10/20/2009	Removed LIG membership fee responsibility. Added term limits to board. Changed term on President. Added 'no voting' wording to immediate past president. Add additional dissolution policies
Revision 0004	4/17/2012 Approved by Membership at Open Board Meeting on this date.	Added Article X to reflect approved charter for branch operation; Additional updates and renumbering per new PMI Bylaws template including: Article I - 501C incorporation requirements, Article II – Relationship with PMI, general and specific requirements, Article III – Specific and general purposes and limitations, Article V- Added Vice President of branch and changed wording to indicate all other {VP} officers elections would be staggered, Article VII – added wording to further define committees and director roles
Revision 5	9/7/2012	Corrected typo on cover and renumbered sections in Article V to correct duplication section number 2. No resubmission to PMI GOC or membership approval necessary.
Revision 6	12/4/2018	Modified Article IV, section 3 to allow student member to serve as board member. Article VI, Section 3: added electronic voting for elections. Added Article VI, Section 6 calling for background checks of board member candidates. Revised Trustee Role definition
Revision 7	8/4/2025	Revised Article I to clarify territory with specific zip codes. Revised Article IV to make it more readable and to align with new PMI language for the new membership model. Revised Article V to revise board officer structure and responsibilities, revised role of Trustees, added description of Director roles. Also clarified new Branch relationship on CHATTANOOGA CHAPTER Board. Revised Article VI to remove background check requirement (formerly Section 6), to add rules about mid-term replacements, added language to prevent nominating committee members from running after resignation, and revised language about election procedures. Revised Article VII to clarify director roles and appointment process and removed section on industry and branch specific forums. Revised Article VIII to modify language to align with new membership model. Revised Article X, Section 4 to simplify conflict of interest language as recommended by PMI. Article II, III, IX, X, XII, XIII - Minor wording updates to align with revised PMI model bylaw template.

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

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

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

Section 3. Principal Office; Other Offices.

The principal office of the CHATTANOOGA CHAPTER shall be located in the Chattanooga Division including but not limited to Chattanooga, Cleveland, Ooltewah, Tullahoma, in the State of Tennessee, and Dalton and Ringgold in the State of Georgia, which includes Zone Improvement Plan (ZIP) codes for geographic delivery areas identified by 307xx, 373xx, and 374xx. The CHATTANOOGA CHAPTER may have other offices such as Branch offices as designated by the CHATTANOOGA CHAPTER Board of Directors (BOD).

Article II – Relationship to PMI.

Section 1. The CHATTANOOGA 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 CHATTANOOGA 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 CHATTANOOGA CHAPTER's Charter with PMI.

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

Article III – Purpose and Limitations of the CHATTANOOGA CHAPTER.

Section 1. Purpose of the CHATTANOOGA CHAPTER.

- A. General Purpose. THE CHATTANOOGA 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 CHATTANOOGA CHAPTER and PMI and these Bylaws, the purposes of the CHATTANOOGA 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.

Section 2. Limitations of the CHATTANOOGA CHAPTER.

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

Section 1. General Membership Provisions.

- A. Membership in the CHATTANOOGA CHAPTER requires membership in PMI®. The CHATTANOOGA CHAPTER shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization 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 CHATTANOOGA 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 CHATTANOOGA 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 CHATTANOOGA CHAPTER.
- D. Membership in the CHATTANOOGA 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 and their names removed from the official membership list of the CHATTANOOGA CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues plus the applicable application fee for PMI and the CHATTANOOGA CHAPTER to PMI.
- F. Upon termination of membership in the CHATTANOOGA CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- G. All CHATTANOOGA CHAPTER members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all CHATTANOOGA CHAPTER members meeting the qualifications are eligible to run for and hold a CHATTANOOGA CHAPTER elected position.

Section 2. Classes and Categories of Members.

The CHATTANOOGA CHAPTER shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – CHATTANOOGA CHAPTER Board of Directors:

(Source: [Chapter Leader Guide: Chapter Volunteer Role Delineation Study](#))

Section 1. The CHATTANOOGA 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 (or equivalent).

Section 2. The Board shall consist of the officers of the CHATTANOOGA CHAPTER elected by the membership and shall be members in good standing of PMI and of the CHATTANOOGA CHAPTER.

Terms of office for the President will consist of 2 years in total: 1 year as the President elect followed by 1 year as the President. This person should also plan to support the Board for 1 additional year as the Immediate Past President which is a non-voting role. This structure supports leadership continuity and mentorship.

Terms of office for all other elected Officers shall be 2 years, limited to 4 consecutive terms in the same position, and no more than 8 consecutive terms on the Board in general. If there is no individual willing or able to fulfill an open position on the Board, due to this limit, that expiring officer may be re-elected for additional term(s) beyond the 4 consecutive terms by a majority vote.

Office terms are staggered so that a minimum of 3 roles are elected each year.

Section 3. The Chapter President shall be the president for the CHATTANOOGA 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 participate and vote on all committees except the Nominating Committee.

The President is responsible for oversight of the chapter and the board. This volunteer directs, has an overview of, and coordinates the activities of the other board members in accordance with the chapter bylaws and as directed by PMI.

Section 4. The Vice President Governance shall act as Secretary and keep the records of all business meetings of the CHATTANOOGA CHAPTER and meetings of the Board. This role prepares, maintains records, and circulates all records, correspondence, meeting minutes (board and membership), and related affairs of the chapter. This role shall also oversee governance and

bylaws, ensuring compliance with PMI and chapter policies.

Section 5. The Vice President Finance shall oversee the management of funds for duly authorized purposes of the CHATTANOOGA CHAPTER. This role manages the Chapter's financial records, oversees budget planning, ensures timely filing of tax documents, provides monthly financial reports to the Board, and maintains compliance with PMI financial guidelines.

Section 6. The President-Elect shall provide support to the President and prepares to assume the President role in the next term. This role shadows the President and may take on key responsibilities including strategic planning or special projects to prepare for the next term.

Section 7. The Immediate Past President shall support Board continuity and offer historical guidance. This is a non-voting position on the Board of Directors.

Section 8. The Vice President of Membership shall oversee member engagement and retention efforts. This role supports growth by analyzing membership trends and fostering a strong volunteer pipeline. This role shall also oversee sponsorship, volunteer engagement activities, and outreach including academic and military liaisons and social impact committees for the CHATTANOOGA CHAPTER.

Section 9. The Vice President Communications shall oversee chapter communications and messaging. This role shall also oversee marketing, social media, IT/Technology, and Publications activities for the CHATTANOOGA CHAPTER.

Section 10. The Vice President of Professional Development shall oversee continuing education and member advancement programs. This role supports members' professional growth and credential achievement. This role shall also oversee education, mentoring, and certification activities for the CHATTANOOGA CHAPTER.

Section 11. The Vice President of Programs shall coordinates speaker and program content. This role will also oversee events for the CHATTANOOGA CHAPTER and ensure all events align with the Chapter's annual plan and provides professional value to members.

Section 12. The CHATTANOOGA CHAPTER can choose to have one or more advisors referred to as “Trustees,” who shall act as unofficial advisors and mentors to the Board and will undertake special projects as assigned by the Chapter President. Trustees must have previously served as an elected officer of the CHATTANOOGA CHAPTER, must be members in good standing of PMI®, and must attend chapter meetings and Board meetings regularly. Trustees shall be invited to all Board meetings and other meetings as deemed necessary by the Board but shall have no voting rights. Former Officers wishing to serve as trustees must apply annually to the Board to be appointed or reappointed. The Board will vote to appoint or reappoint them each year if they have met the requirements to become or remain a Trustee.

Section 13. Board Director roles are non-voting positions that support the work of active CHATTANOOGA CHAPTER Board Officers. Directors are appointed by the Board to assist with initiatives or programs. A new Director may be added via board vote. Any current board member may nominate a candidate by presenting their background and qualifications to the Board. These director roles will be non-voting positions on the Board of Directors.

Section 14. Should branches be added to the CHATTANOOGA CHAPTER, the new branch will establish their own Board of Directors but shall not have voting rights on the CHATTANOOGA CHAPTER Board.

Section 15. The Board shall exercise all powers of the CHATTANOOGA 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 CHATTANOOGA CHAPTER business and funds.

Section 16. The Board shall meet at the call of the Chapter 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 17. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the CHATTANOOGA CHAPTER by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the Chapter 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 18: An officer or Director at Large 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 19: If any officer position becomes vacant, the Board may vote to appoint a successor to fill the office for the unexpired portion of the term for the vacant position. Mid-term appointments require a majority vote of the board. In the event the Chapter President is unable or unwilling to complete the current term of office, the President-Elect shall assume the duties and office of the presiding officer for the remainder of the term. The Board may elect via majority vote a current board member to fill the vacant position if there is no president-elect.

Article VI – CHATTANOOGA 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 CHATTANOOGA 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 the 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, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee. In the event that the immediate Past President is unable to chair the Nominating Committee, the board selects a chair.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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.

Section 6. All voting board members must be elected by membership unless they are filling a position vacated mid-term by another board member. Vacated board positions may be filled mid-term following the procedure outlined in Article V, Section 19.

Section 7. All non-voting board meetings can be appointed by majority vote of the BOD.

Article VII – CHATTANOOGA 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 CHATTANOOGA CHAPTER officers and/or Directors can serve on the CHATTANOOGA CHAPTER Committees, unless it specifically is restricted by the Bylaws.

Section 2. The chairperson of a standing committee will be considered a director of the CHATTANOOGA CHAPTER. They will have responsibility over the particular committee. Directors shall be appointed by the Board and their positions established with the approval of a quorum vote of the Board. Directors report to the Board and have no voting authority on the Board.

Article VIII - CHATTANOOGA CHAPTER Finance:

Section 1. The fiscal year of the CHATTANOOGA CHAPTER shall be from 1 January to 31 December.

Section 2. CHATTANOOGA CHAPTER annual membership dues will be agreed upon between PMI and the CHATTANOOGA CHAPTER's Board of Directors and communicated in accordance with policies and procedures established by PMI.

Section 3. The CHATTANOOGA 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 Chapter President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the Chapter 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 CHATTANOOGA 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 - Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the CHATTANOOGA CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the CHATTANOOGA 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. All officers, directors, appointed committee members and authorized representatives of the CHATTANOOGA CHAPTER shall act in an independent manner consistent with their obligations to the CHATTANOOGA CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. 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 the CHATTANOOGA 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 the CHATTANOOGA CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the CHATTANOOGA 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 CHATTANOOGA 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 CHATTANOOGA CHAPTER, or is or was serving at the request of the CHATTANOOGA 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; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the CHATTANOOGA 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 CHATTANOOGA CHAPTER's Charter with PMI.

le XIII – Dissolution:

Section 1. In the event that the CHATTANOOGA 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 revoke the CHATTANOOGA CHAPTER Charter and require the chapter to seek dissolution.

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

Section 3. In the event the CHATTANOOGA CHAPTER is considering dissolving, the [SPECIFY ABBREVIATED NAME]'s members of the Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the CHATTANOOGA CHAPTER dissolve for any reason, its assets shall be dispersed to an 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.