

BYLAWS

**PROJECT MANAGEMENT INSTITUTE,
CHATTANOOGA CHAPTER,
INCORPORATED**

Revision Log

Control Number	Revision Date	Description
Revision 0000	July 3, 2003	Initial Issue upon chartering,
Revision 0001	October 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	October 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	October 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	April 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 & general purposes & limitations, Article V- Added Vice President of branch and changed wording to indicate all other {VP} officer elections would be staggered, Article VII – added wording to further define committees and director roles
Revision 5	September 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	December 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	July 2, 2019	Article V, Section 12: Added new Section (moving the others to 13 – 19) defining the role of Directors on the Board to support each VP role Article VII, Section 2: Clarified that Committee Directors are not board members with voting rights.

BYLAWS OF THE PROJECT MANAGEMENT INSTITUTE, CHATTANOOGA CHAPTER WITH BRANCHES, INC.

Article I – Name, Principal Office Other Offices:

Section 1. This organization shall be called the PROJECT MANAGEMENT INSTITUTE, CHATTANOOGA CHAPTER, (hereinafter “CHATTANOOGA CHAPTER”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Tennessee. ALL Chapters formed within the United States must be incorporated as 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’s 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 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:

To foster professionalism in the management of projects.

- a) To contribute to the quality and scope of project management.
- b) To stimulate appropriate global application of project management for the benefit of the general public.
- c) 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.
- d) 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. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

Section 2. Membership in the CHATTANOOGA CHAPTER requires membership in PMI. The CHATTANOOGA CHAPTER shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3. Each Chapter member shall be entitled to one vote. To qualify for student membership in the Chapter, an individual shall be registered as a student in a degree-granting program in an accredited educational institution.

Section 4: 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 hereunder, including but not limited to the PMI Code of Conduct. A Chapter member shall have all the rights and privileges as accorded by these Bylaws.

Section 5: All members shall pay the required dues to PMI and in the event that a member resigns, or their membership is revoked for just cause, their membership dues shall not be refunded by PMI or the CHATTANOOGA CHAPTER.

Section 6: Membership in the CHATTANOOGA CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 7: Members who fail to pay the required dues for one (1) month 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 for PMI and the CHATTANOOGA CHAPTER to PMI.

Section 8: Upon termination of membership in the CHATTANOOGA CHAPTER, the member shall forfeit any and all rights and privileges of membership.

Section 9. The membership database and listings provided by PMI to the 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.

Article V – CHATTANOOGA CHAPTER Board of Directors:

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. The President Elect, President and Immediate Past President will serve a one-year term of office. The President Elect will be elected each year. All other officers will serve two-year terms of office, staggered so that not all officer(s) are elected each year. No officer shall serve more than 2 consecutive terms in the same office. No officer may serve more than 8 consecutive elected years of service on the Board. 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 an additional term by a majority vote. The Officers shall be a point of contact for developing and implementing annual operating plans and maintaining strategic plans. The plans shall promote the vision, goals and professional image of the CHATTANOOGA CHAPTER and the Project Management Institute.

Section 3. The President shall be the chief executive officer 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 President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 4. The Vice President, Communications and Corporate Secretary (VPCCS), shall keep the records of all business meetings of the CHATTANOOGA CHAPTER, meetings of the Board, and required records. The VPCCS shall be responsible for annually developing and implementing the communications plan; maintaining the CHATTANOOGA CHAPTER web site; and communicating

to the membership via a regular newsletter and/or various other forms of communications.

Section 5. The Vice President, Finance, (VPFIN) shall oversee the management of funds for duly authorized purposes of the CHATTANOOGA CHAPTER. The (VPFIN) shall be responsible for annually developing and implementing the financial plan and budget; maintaining records of all financial activities of the CHATTANOOGA CHAPTER; and maintaining a monthly report approved by the board of directors. The VPFIN shall work in conjunction with an independent auditing committee appointed by the Board to produce records as needed to complete an annual audit of the CHATTANOOGA CHAPTER.

Section 6. The Vice President, Programs (VPP), shall direct the preparation and presentation of programs relating to project management for Chapter meetings and shall manage all arrangements for general membership meetings. The (VPP) shall be responsible for annually developing and implementing the CHATTANOOGA CHAPTER program plan; scheduling the programs; promoting the program to the membership; and ensuring attendance records are maintained.

Section 7. The Vice President, Membership (VPM), shall direct all chapter activities relating to member liaison, recruitment, retention, and will chair chapter recognition and award committees. The (VPM) shall be responsible for annually developing and implementing membership plans which will recruit, retain and engage the membership.

Section 8. The Vice President, Professional Development and Training (VPPDT), shall direct all chapter activities relating to professional development and continuing education. The (VPPDT) shall be responsible for annually developing and implementing the professional development and training plan; for scheduling and preparing for training; and for actively pursuing continued project management educational opportunities for the CHATTANOOGA CHAPTER and the community of project management professionals.

Section 9. The Immediate Past President (IPP) shall assist the President in liaison with PMI when required and chair the nominating committee responsible for preparing the slate of officers for the succeeding year. The IPP does not carry voting privileges.

Section 10. The Vice President, Publicity (VPPR) shall be responsible for annually developing and implementing annual publicity plan; promoting the CHATTANOOGA CHAPTER events; seeking and maintaining corporate sponsorships; and developing growing interest of the CHATTANOOGA CHAPTER and the community of project management professional.

Section 11. The President Elect (PE) shall be responsible for working with the president and other board members to ensure continuity and leadership transition. The PE attends all board and operating meetings and assumes all board voting privileges. The PE assists the president in providing input and direction for CHATTANOOGA CHAPTER's annual operating and strategic plans. The PE may serve as an ad hoc chair of committees designated by the President. In addition, the PE shall act for the President in his or her absence.

Section 12. The Chattanooga Chapter will strive to have one Director supporting each Vice President position with the goal of sharing the responsibility and developing the Directors to serve in the role of

Vice President if elected. Directors shall be appointed by the Board and their positions established with the approval of a quorum vote of the Board. These Directors shall not have independent voting rights but may act as voting proxies in the absence of the Vice President. The Directors will otherwise be considered full members of the Board.

Section 13. As branches are added to the Chattanooga Chapter, Vice President position(s) will be established to facilitate coordination between the branch and the Chattanooga Chapter BOD. The Vice President, (name of Branch) will be a voting member of the Chattanooga Chapter BOD. The Vice President, (name of Branch) will coordinate appointment of volunteer positions within the branch to sustain branch operations and facilitate coordination with the Chattanooga Chapter BOD.

Section 14. The Chattanooga Chapter shall 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 Chattanooga Chapter President. Trustees must have previously served as President of the 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. Past Presidents must apply each year to the Board to be appointed or reappointed. The Board will appoint or reappoint them each year as long as they have met the requirements to become or remain a Trustee.

Section 15. The Board shall exercise all powers of the CHATTANOOGA CHAPTER, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all CHATTANOOGA CHAPTER business and funds.

Section 16. 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 17. The Board of Directors shall declare an officer position to be vacant when an officer ceases to be a member in good standing of PMI or of the CHATTANOOGA CHAPTER by reason of non-payment of dues. The Board may declare an officer position vacant where the officer fails to attend two (2) consecutive Board meetings or fails to attend three (3) monthly Board meetings during the year. An officer may resign by submitting written notice to the President or Vice President, Communications. 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 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 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 President Elect, shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – CHATTANOOGA CHAPTER Nominations and Elections:

Section 1. The nomination and election of officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. 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, 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 during an annual or special meeting of the membership or electronically via the PMI approved elections process. 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. In the event that the immediate Past President is unable to chair the Nominating Committee, the board selects a chair.

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. Candidate eligibility: In addition to the candidate being in good standing with PMI and the chapter, they will volunteer for a chapter funded background check through TBI. This will be limited to voting members and/or members who can: Approve contracts, Chapter debit/credit card holders, and the VP and Director of Finance.

Article VII – CHATTANOOGA CHAPTER Committees and Directors:

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. Officers may serve on any committee unless it is specifically restricted by the Bylaws.

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

Section 3. Industry specific groups and forums within the CHATTANOOGA CHAPTER shall be established as needed through committee charters approved by the Board. Location specific groups may be organized as a branch of the CHATTANOOGA CHAPTER, pursuant to Article X of these Bylaws.

Article VIII - 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 shall be set by the CHATTANOOGA CHAPTER's Board and communicated to PMI in accordance with policies and procedures established by the PMI.

Section 3. The CHATTANOOGA CHAPTER's 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.

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.

Section 3. Notice of all annual and special 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 4. Notice of all special meetings shall be sent by the Board in advance to those who will participate. 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 5. Quorum at all annual and special meetings of the CHATTANOOGA CHAPTER shall be ten percent (10%) of the voting membership in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X – Branches of the CHATTANOOGA CHAPTER

Section 1. Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of CHATTANOOGA CHAPTER shall be governed by these Bylaws and shall conduct its business in compliance with CHATTANOOGA CHAPTER’s policies and procedures and its charter with PMI.

Section 2. Geographic Area.

Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 3. Distribution of Dues.

All CHATTANOOGA CHAPTER’s dues & fees will be collected by PMI® on behalf of the CHATTANOOGA CHAPTER and will be forwarded to CHATTANOOGA CHAPTER. The CHATTANOOGA CHAPTER will allocate funds to the Branch in accordance to CHATTANOOGA CHAPTER’s policies & procedures. Branches shall not create its own membership or dues.

Section 4. The Branch Chair shall be a member of the Chapter’s Board of Directors and will be considered Vice President of (Name of Branch) as defined in Article V, Section 11 of these Bylaws.

Section 5. Limitations: Branches shall abide by the limitations consistent with the chapter’s charter agreement with PMI.

Article XI – 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, 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, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. The CHATTANOOGA CHAPTER may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of

the CHATTANOOGA CHAPTER and any corporation, partnership, association or other organization in which one or more of the CHATTANOOGA 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 the CHATTANOOGA CHAPTER and complies with the laws and regulations of the applicable jurisdiction in which the CHATTANOOGA 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 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 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 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 XII - 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 XIII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual or special 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 electronic or 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.

Article XIV – 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 business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

Section 3. In the event the CHATTANOOGA CHAPTER is considering dissolving, the 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. Should the CHATTANOOGA 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.