

Chapter Bylaws

The Project Management Institute Augusta-Aiken Chapter, Inc.

Article I – Name, Principle Office and Relationship to PMI

Section 1. This organization shall be called the Project Management Institute, Augusta-Aiken Chapter, Inc. (hereinafter “the Chapter”). This organization is a Chapter of PMI chartered by the Project Management Institute, Incorporated (hereinafter “PMI”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of Georgia. ALL Components formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The President shall have the authority to prohibit and the responsibility to prevent the use of the Chapter name in connection with any meeting or activity which, in his or her opinion, does not further the purposes and objectives of the Chapter or PMI.

Section 3. The principle office of the Chapter shall be located in Georgia and within the Central Savannah River Area as designated by the Chapter Board.

Section 4. The 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 5. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated and/or registered.

Section 6. These bylaws of the Chapter may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the Chapter’s Charter with PMI.

Section 7. The terms of the Charter to be executed between the 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 Chapter shall be governed by and adhere to the terms of the Charter.

Article II – Purpose and Limitations

General Purpose

Section 1. THE 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 the Central Savannah River Area in a conscious and proactive manner.

Specific Purpose

Section 1. The purpose of the 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 and businesslike manner in the furtherance of the purpose and objectives of the Project Management Institute.

Limitations.

Section 1. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Chapter Articles of Incorporation. The officers and directors of the 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.

Section 2. The membership database and listings provided by PMI to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the 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.

Article III – 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 Chapter requires membership in PMI. The 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. Chapter members may vote in Chapter elections as well as run for office per the election guidelines established for that election. For purposes of definition, a vote is counted as a returned ballot from a member in good standing within the stated time period, or a default proxy vote as defined on the ballot for the given issue being presented.

Section 4. Member shall be governed by and abide by the PMI Bylaws and by the bylaws of the Chapter and all policies, procedures, rules, and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.

Section 5. All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, PMI or the Chapter shall not refund membership dues.

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

Section 7. Members who fail to pay the required dues for one (1) month or greater shall be delinquent and their names shall be carried by the Chapter in a delinquent status until removed from the official membership lists by PMI. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter.

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

Section 9. Chapter Member's information is for official PMI Augusta-Aiken Chapter, Inc. use, as well as individual communication of a networking nature by PMI members and potential members. Use of this information for personal gain or providing this information to other organizations or individuals for any private, commercial or political mailing is strictly prohibited.

Article IV – Officers

Section 1. The Chapter shall have elected officers to serve in the following positions: President, President-Elect, VP Membership, VP Finance, VP Administration, VP Marketing, VP Communications, VP Programs, VP Professional Development and Training, and Immediate Past President. All officers shall be members in good standing of PMI and of the Chapter.

No officer may serve more than 2 consecutive terms in the same position, and no more than 4 consecutive terms on the Board. If there is no person able or willing to fulfill an open officer position on the Board, that officer may be re-elected for an additional term by a majority vote of the members. Note: this is consecutive terms – meaning an officer shall take at least a year off before returning to an elected Board position. A President-Elect shall be elected each year and will serve one year as President-Elect and one year as President. The office of President and Immediate Past President will each serve a one-year term. The Immediate Past President position shall be filled by the outgoing President. All other officers shall serve two-year terms of office, staggered so that officers are elected each year as follows:

In Odd-Numbered years the following positions shall be elected:

President-Elect
VP Administration
VP Membership
VP Professional Development and Training

In Even-Numbered years the following positions shall be elected:

President-Elect
VP Communications
VP Finance
VP Marketing
VP Programs

Section 2. The President shall be the chief executive officer for the 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 3. Succession of Officers

In the event that the office of President shall become vacant, the order of succession shall be President-Elect, and then VP Administration.

If the office of President-Elect shall become vacant, the Immediate Past President will call a special election.

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If the office of the Immediate Past President shall become vacant, the President will first see if a previous past president is willing to be appointed to perform the duties of Immediate Past President. If a previous past president is not available or is unwilling, then the President will appoint another person to perform the duties of Immediate Past President.

The President shall appoint other offices, which become vacant, whether directly or through succession.

The appointment of an officer by the President is dependent on the approval of the majority of the board. The term of an appointed officer that fills a vacancy shall be for the remaining term of the position on the Board being vacated.

Section 4. PRESIDENT

The duties and responsibilities of the President shall include, but not be limited to, the following:

- Call and preside over all Chapter meetings
- Direct the activities of the other officers.
- Appoint Board members to vacant positions, subject to Board approval.
- Ensure the Chapter is represented at one Leadership Meeting per year as provided for in the PMI “Policies and Guidelines for Chapter Activities.”
- Ensure that the Chapter shall be adequately and appropriately represented in all outside activities. This shall generally mean that the President shall personally represent the Chapter wherever and whenever possible.
- Direct the annual update of the Strategic Plan.
- Lead the presentation of the Chapter Business Report at the annual business meeting of the membership.

Recommendation:

- It is recommended that any candidate for this office or person serving in this office have a PMI issued certification requiring renewal through the acquisition of PDUs for the entire term of office. N.B., the CAPM certification does not fulfill this recommendation.

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Section 5. PRESIDENT-ELECT

The duties and responsibilities of the President-Elect shall include, but not be limited to, the following:

- Act for the President when the President is absent.
- Represent the Chapter at the annual Leadership Meeting.
- Assist the President in liaison with PMI as and when required.
- Assist in preparation of annual Chapter Renewal report to PMI.
- Develop charters for committees established by the Board.
- Assist the President in directing activities of the Chapter and other Officers.

Recommendations:

- In order to run for this position, it is recommended that the candidate had held a position in the last five years as one of the following
 - An officer of the Augusta-Aiken Chapter
 - An officer of another PMI chapter
 - In an active and meaningful leadership position as defined by the nominating committee within the PMI organizations
- It is recommended that any candidate for this office or person serving in this office have a PMI issued certification requiring renewal through the acquisition of PDUs for the entire term of office. N.B., the CAPM certification does not fulfill this recommendation.

Section 6. IMMEDIATE PAST PRESIDENT

The duties and responsibilities of the Immediate Past President shall include, but not be limited to, the following:

- Assist the President in liaison with PMI as and when required.
- Chair temporary committees, supervise the preparation and conduct of any special projects, seminars or meetings, and serve on any such special committees as required by the President.
- Chair the Nominating Committee responsible for preparing the slate of officers for the succeeding year.
- Appoint the members of the Nominating Committee, subject to Board approval, as provided for in the Bylaws.
- Conduct the Chapter election process.
- Compile and submit the annual Charter Renewal report to the PMI Executive Office using feedback from other officers as listed in these Bylaws.

Section 7. VICE PRESIDENT—MEMBERSHIP

The duties and responsibilities of the Vice President—Membership shall include, but not be limited to, the following:

- Increase and sustain membership and attendance at Chapter functions.
- Maintain a current file of PMI members in the Chapter service area. Maintain a listing of prospective members and solicit their memberships in the Chapter. Obtain timely updates of the PMI listings of current and potential Chapter members.
- Develop a membership campaign, which will encourage the participation of all levels and all types of project management professionals within the service area of the Chapter.
- Maintain membership drives, including providing application forms, instructions for completing on-line applications, and PMI information to potential members.
- Receive, process, and act upon all applications for Chapter membership. When notified by the Vice President—Finance, follow up on current members who become delinquent in current dues.
- Assist in the preparation of the annual Charter Renewal report to PMI.

Section 8. VICE PRESIDENT—PROFESSIONAL DEVELOPMENT AND TRAINING

The duties and responsibilities of the Vice President—Professional Development and Training shall include, but not be limited to, the following:

- Develop and maintain a long-range program for the professional development of the Chapter membership.
- Develop, conduct, and maintain training programs and seminars to assist the members of the Chapter in their efforts to attain PMI certifications.
- Act as Chapter liaison with PMI for member certification requirements and testing.
- Encourage, assist in and direct the efforts of Chapter members in the preparation of presentations and papers as part of their professional references for the use of members seeking training in the field of project management.
- Maintain up-to-date listings, and keep the membership informed of the resources available for training.
- Maintain communications with the PMI Director of Education or other appropriate PMI Officers, concerning on going and special Professional Development and Training Topics.
- Provide the Vice President—Membership with information on upcoming activities and events at least one month in advance.
- Assist in the preparation of the annual Charter Renewal report to PMI.

Recommendation:

- It is recommended that any candidate for this office or person serving in this office have a PMI issued certification requiring renewal through the acquisition of PDUs for the entire term of office. N.B., the CAPM certification does not fulfill this recommendation.

Section 9. VICE PRESIDENT—FINANCE

The duties and responsibilities of the Vice President—Finance shall include, but not be limited to, the following:

- Oversee the management of funds for duly authorized purposes of the Chapter.
- Manage all Chapter moneys, including the receipt of all dues, contributions, and guest payments, the payment of all chapter bills as directed by the Board, and the reconciliation of all Chapter bank accounts and other financial activities.
- Payment shall be made by cash or bank drafts. Receipts shall be obtained for all cash payments. Bank drafts shall require the signature of the current Vice President of the sponsoring organization or Designee for all drafts above \$1000.
- Direct all chapter procurements.
- Arrange for the co-signature of the current Chapter President, President-Elect, Vice President of Finance, and Immediate Past President on all Chapter bank accounts.
- Prepare a Chapter's financial status summary for submittal to the Chapter Board by November 1st of each year. Financial summary will include projections of expenditures through December 31st of the same year. Submit year-end financial summary to the President for inclusion in the Chapter Business Report to be presented at the next year's annual business meeting of the membership and for inclusion in the application for Charter renewal.
- File Tax Forms with IRS and PMI, as required.
- Prepare an operating budget with input from the Board, for the planning of Chapter activities. Operating budgets shall be approved by the Board no later than the Board's February business meeting of the year for which the budget is applied.
- Support internal audits requested by the Board.
- Turn over all Chapter financial records to his or her successor and receive a receipt therefore.
- Maintain financial records on a Calendar Year basis or as otherwise directed by PMI.
- Make all required local and national tax reports.
- Assist in the preparation of the annual Charter Renewal report to PMI.

Section 10. VICE PRESIDENT—PROGRAMS

The duties and responsibilities of the Vice President - Programs shall include, but not be limited to, the following:

- Direct the preparation and presentation of programs relating to project management for Chapter meetings. The content of these programs shall be supportive of the objectives of the Chapter.
- Manage all physical and financial arrangements for all general membership meetings. Coordinate the special requirements of the meeting or of other officers and arrange with the facility providers for:
 - Arrangements, including size and seating of the head table.
 - Meeting schedule, including set-up, bar service and cleaning.
 - Special equipment such as projectors, microphones, flip charts, display tables, etc.
- Direct the presentation and conduct of special programs, meetings or colloquiums, which the Chapter may choose to present.
- Coordinate Community of Practice (COP) Activities for Chapter.

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- Provide the Vice President—Membership with information on upcoming activities and events at least one month in advance.
- Coordinate with the Vice President—Finance in a timely manner relative to meeting financial requirements.
- Assist in the preparation of the annual Charter Renewal report to PMI.
- Encourage member input to and participation in Chapter programs and activities and monitor and evaluate member response to same.
- Gather names and data on all meeting attendees, including non-members. Transmit these to the Vice President—Membership for inclusion in the mailing list.

Section 11. VICE PRESIDENT—COMMUNICATIONS

The duties and responsibilities of the Vice President—Communications shall include, but not be limited to, the following:

- Publicize the activities of the Chapter and promote membership in PMI.
- Manage publication of the Chapter Newsletter.
- Develop media listings for publicizing Chapter events, including corporate newsletters, daily papers, major trade publications, etc.
- Administer and manage Chapter Web Page.
- Maintain communication with the Editor of the “PM Network” and other PMI Officers relative to the publication of articles and reports written by Chapter members and Chapter operations and activities.
- Support the preparation of an annual Chapter Business Report to be presented by the President at the annual business meeting of the membership.
- Issue Special Notices to the Membership as requested by the Board.

Section 12. VICE PRESIDENT—ADMINISTRATION

The duties and responsibilities of the Vice President – Administration shall include, but not be limited to, the following:

- Keep the records of all business meetings of the Chapter and meetings of the Board.
- Prepare, distribute and maintain appropriate minutes and reports of Chapter activities. Provide for the administrative needs of the Board of Directors.
- Record, distribute and maintain minutes of Chapter Board of Directors Meetings and annual business meeting of the membership.
- Maintain the Chapter Library.
- Maintain records including such things as Chapter Constitution and Bylaws, correspondence, names of award winners, copies of programs and reports, etc. This excludes financial records, which shall be maintained by the VP-Finance.
- Prepare required reports, in conjunction with the President, for submission to PMI.
- Maintain and communicate the Chapter documentation retention guidelines to the Board.
- Manage and maintain Chapter’s physical assets and report annual inventory to the Board of Directors. Inventory shall identify the holder of the asset.
- Ensure that all equipment warranties are executed and warranty document is maintained.

Recommendation

- It is recommended that any candidate for this office or person serving in this office have a PMI issued certification requiring renewal through the acquisition of PDUs for the entire term of office. N.B., the CAPM certification does not fulfill this recommendation.

Section 13. VICE PRESIDENT – MARKETING

The duties and responsibilities of the Vice President—Marketing shall include, but not be limited to, the following:

- Promote Chapter membership.
- Develop literature, brochures and other information for distribution to prospective members and news media.
- Periodically conduct a comprehensive marketing/advertising study to determine effective ways to increase and sustain membership and attendance at Chapter functions.
- Solicit businesses in the service area for monetary contributions, advertising, or sponsorship of Chapter activities.
- Direct all Chapter activities relating to the publicizing of the Chapter and Chapter activities and of the purposes and objectives of the Chapter and of PMI to the public.
- Develop and maintain a written marketing plan for the Chapter.
- Maintain communication with the PMI Marketing Program manager to coordinate Chapter and PMI Activities.
- Maintain and manage an information display of PMI literature and publications at each technical meeting.

Article V – Board of Directors

Section 1. The 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 Chapter.

Section 3. The Board shall exercise all powers of the 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 Chapter business and funds.

Section 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. A quorum shall consist of no less than one-half of the membership of the Board at any given time. With the exception of the Immediate Past President, each member shall be entitled to one (1) vote and may take part and vote in person or by proxy as described in this section. Although the Immediate Past President is normally a non-voting member, when an Officer has resigned, the Immediate Past President may vote in order to break a tie vote. When an agenda item that requires a vote is publicized prior to the meeting, a Board member may cast his or her vote by proxy. A proxy vote shall be in writing and sent to

the President of the Board prior to the meeting for which the agenda item is discussed. At its discretion, the Board may conduct its business by teleconference, facsimile, electronic ballot, or other legally acceptable means. Meetings shall be conducted in accordance with Roberts Rules of Order or other parliamentary procedures determined by the Board.

Section 5. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings without adequate excuse. An officer may resign by submitting written notice to the President or the officer responsible for keeping official records. 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 6. Recommendation to remove an officer from office for just cause in connection with the affairs of the organization may be made 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. Upon receipt of the recommendation, the Board will charter a committee to investigate and report the facts. Upon receipt of the committee's information, a Special Meeting will be called by the Board in accordance with Article IX. An officer may be removed from office by a vote of two-thirds (2/3) vote of the members present and in person at the Special Meeting.

Article VI – 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. Election of new officers(s) and directors(s) shall be completed by September 30th in the year prior to assuming the duties of the office(s). Duties of office begin January 1st of the following year. All voting members in good standing of the 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. Newly elected officer(s) shall begin working with the out-going officer(s) beginning October 1st in the year they are elected and work through December 31st to help with turn over of responsibilities.

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 position may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic ballot in compliance with the legal jurisdiction and through PMI Global Operations Center. 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 nay 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. Any challenge to an election result should be submitted to the Immediate Past President in writing within (7) days of the election results being published. In the case where a member in good standing challenges the election results, the Immediate Past President will call for a special meeting of the Board to review the challenge. The Board will investigate the challenge and provide a decision regarding its validity. If a current Board member is the subject of the challenge, he/she must recuse himself from any Board discussions regarding the challenge. A written response to the challenge will be provided to the member making the challenge by the Immediate Past President within 14 days of the challenge being made. The written response provided will be considered final and no additional challenge may be made by the original challenger or any other challenger for the position originally challenged. Record of the challenge and the subsequent response will be included in the Chapter's records. If a challenge response results in a change to the election results, the Chapter will inform the membership of the new results through its typical communication channels. There is no requirement for the Chapter to extend extra-ordinary effort to communicate the new results. With respect to privacy, the notice of change in results should be limited to a statement indicating that the result had changed after further review and should include the name of the new officer. Details regarding the reason for the challenge and/or the reason for the change in result should not be included for privacy reasons.

Article VII – Committees

Section 1. The board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. The Chapter officers can serve on Chapter committees, unless it specifically is restricted by the Bylaws.

Section 2. The chairperson of each committee or subcommittee must be appointed from the membership of the organization.

Section 3. Vice presidents may appoint subcommittees in support of activities assigned to the Vice President by these Bylaws. A subcommittee Charter, including purpose, members, expected outcome, and schedule, shall be provided to the President prior to initial subcommittee meeting.

Article VIII – Finance

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

Section 2. The Chapter Annual membership dues shall be set by the Chapter Board and communicated to PMI in accordance with policies and procedures established by the PMI.

Section 3. The 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.

Section 5. The financial operations of the Chapter shall be conducted under budgetary control. The budget shall be an annual budget recommended by the Vice President – Finance and approved by the Board of Directors. The budgetary control shall be administered as needed by the Vice President – Finance. The annual budget for the succeeding year shall be submitted in draft form to the Board at the October business meeting of the Board. The proposed annual budget shall be reviewed and approved no later than the Board’s February meeting for the new year.

Section 6. FINANCIAL CONTROL

The Vice President – Finance shall submit monthly statements of account to the Board of Directors.

Section 7. EXPENDITURES AND ALLOCATIONS

Expenditures shall be handled by the Vice President – Finance except as authorized by the Board. In all cases, expenditures shall be made in accordance with the approved budget. Each VP will be assigned a budget at the beginning of the year with which to carry out their assigned duties without further approval of the Board. A receipt for any expenditure will be submitted to the VP-Finance within 30 working days. Warranty information associated with any purchased item will be submitted to the VP-Administration within 30 working days of receipt of purchased item. No single expenditure may exceed the amount budgeted for the expenditure by more than 10 percent, unless specifically approved by the Board of Directors.

Section 8. FINANCIAL AUDITS

An auditing committee of three members shall be appointed by the President at the Chapter’s March Board Meeting, whose duty it shall be to audit the Vice President - Finance accounts at the close of the Chapter’s fiscal year and to report at the annual general meeting, and from time to time recommend an external audit on behalf of the society. An audit shall also be conducted at any time the position of VP-Finance is vacated during the term of office.

An external audit shall be called when

- a) Three or more members of the board call for an external audit OR
- b) The Auditing committee recommends an external audit.

Article IX – Meetings of the Membership

Section 1. Monthly meetings and the annual business meeting of the membership shall be held at dates and locations 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. The Board shall send notice of all special meetings and the annual business meeting 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. Quorum at special meetings and the annual business meeting of the membership shall be ten percent (10%) of the voting membership in good standing, present and in person. In the absence of a quorum, no official business may be conducted.

Section 5. The annual business meeting shall be held as early in each calendar year as practical but no later than March. The agenda shall include the following topics for approval by the Chapter membership:

1. Presentation of the previous year's financial status by the Vice President - Finance
2. Presentation of the current year's proposed budget by the Vice President - Finance
3. Presentation of the "State of the Chapter" by the President including but not limited to:
 - a. Major Chapter achievements in the past year
 - b. Chapter Goals and Objectives for the current year
 - c. Status of membership in the Chapter including plans for growth
 - d. Other topics may be added at the discretion of the Board.

Section 6. All board, special, and annual business meetings shall be conducted according to Roberts Rules of Order in its current edition with the Official Interpretations – except where in conflict with the Bylaws or PMI Policy.

Article X – Inurement and Conflict of Interest

Section 1. No member of the Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter. Payments to individuals shall be limited to reasonable and appropriate reimbursement for expenses incurred on behalf of the Chapter. Payments to individuals shall be limited to reasonable and appropriate reimbursement for expenses incurred on behalf of the Chapter and as authorized by the Board.

Section 2. No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the 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. The Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Chapter and any corporation, partnership, association or other organization in which one or more the 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:

- 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.
- The Board in good faith authorized the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract.
- The contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the 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 Chapter shall act in an independent manner consistent with their obligations to the 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 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 Chapter, acting in good faith and in a manner reasonably believed to be in the best interest of the 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 Chapter may purchase and maintain liability insurance on behalf of any person who is or was serving at the request of the 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. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before the Board will present the revised Bylaws for discussion at a regularly held meeting. After the meeting, a ballot with a copy of the amended bylaws will be sent to the membership with the Board's recommendation for approval. Members shall have 15 days to return the ballot. The bylaws will be amended by 2/3 vote of the ballots returned in the specified period.

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 Chapter's Charter with PMI.

Article XIII - Dissolution

Section 1. In the event that the Augusta-Aiken Chapter or its governing officers failed to act according to these bylaws and Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Augusta-Aiken Chapter.

Section 2. In the event the Augusta-Aiken Chapter failed to deliver value to its members as outlined in Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to dissolve the Augusta-Aiken Chapter, as per the terms of the Charter.

Section 3. In the event the Augusta-Aiken Chapter is considering to dissolve the Chapter, the Chapter's members of the Board of Director must notify PMI® in writing and follow the Chapter's dissolution procedure as defined in PMI's policy.

Section 4. Should the 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 XIV - Publications

Section 1. The Chapter shall encourage and assist in the sharing of the expertise of its members through the publication of technical articles and presentations.

Section 2. A newsletter may be published in furtherance of the purposes and objectives of the Chapter and of PMI. In addition, a compilation may be published of the writings and presentations prepared each year by the Chapter members. Such internal publications shall be prepared under the supervision of the Vice President—Communications.

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Section 3. The publication, internal or external, of articles and presentations for the professional development of the general membership, or for the progress toward the professional certification of members, shall be under the supervision of the Vice President—Professional Development and Training.

Section 4. The publication of publicity materials, whether originally prepared for another purpose, or prepared expressly for the purpose of Chapter publicity, shall be under the supervision of the Vice President—Marketing.

Section 5. Other recurring and non-recurring publications may be authorized by the Board of Directors.

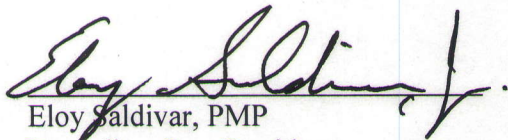
Section 6. The Board of Directors shall only control the publication of articles, papers, and presentations of members who either use the Chapter's resources, reference the Chapter in the bi-line, or claim to represent the policy or position of the Chapter.



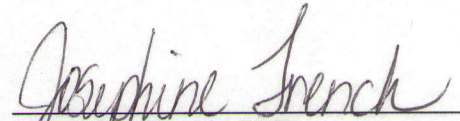
Erika L. Bobbitt, PMP
President



Rick Taylor, PMP
President-Elect

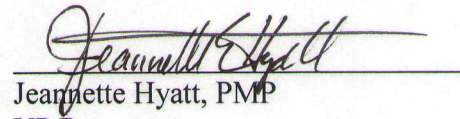


Eloy Saldivar, PMP
Immediate Past President

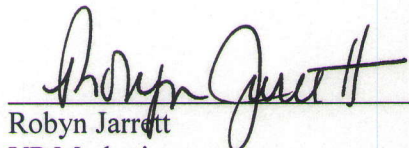


Josephine French, PMP
VP Finance

Peter DeLorme, PMP
VP Membership



Jeannette Hyatt, PMP
VP Programs



Robyn Jarrett
VP Marketing



Nathan Mourfield, PMP
VP Administration



Lori Kostelnik
VP Communications



Dr. Franklin DuBose, PMP
VP Professional Development and Education