# BYLAWS
# OF
# THE PMI PHOENIX CHAPTER, INC.
# EFFECTIVE JANUARY 1st, 2012

## Article I – Name and Principal Office

**Section 1. Name/Non-Profit Incorporation.**
This organization shall be called the PMI PHOENIX CHAPTER, Inc. (hereinafter known as "the 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 organized under the laws in and of the State of Arizona.

**Section 2. Legal Requirements**
The CHAPTER shall meet all legal requirements in and of the State of Arizona and in any other jurisdiction in which the CHAPTER conducts business.

**Section 3. Principal Office**
The principal office of the CHAPTER shall be located in Phoenix, Arizona. Unless otherwise indicated, the official mailing address of the CHAPTER is: P.O. Box 60395, Phoenix, Arizona 85082. The CHAPTER'S principal office and mailing address may be changed from time to time by the Board of Directors in accordance with A.R.S. § 10-3502.

## Article II – Relationship to PMI

**Section 1. Policies, Procedures, Rules and Directives**
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 2. Conflicts with PMI®'s Bylaws**
The bylaws of the 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 CHAPTER's Charter with PMI®.

**Section 3. Terms**
The terms of the Charter 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 III – Purpose and Limitations of the CHAPTER

**Section 1. Purpose of the CHAPTER.**

A. THE CHAPTER has been founded as non-profit, tax exempt corporation chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.

B. Consistent with the terms of the Charter executed between the CHAPTER and PMI and these Bylaws, the purposes of the CHAPTER shall include the following:

(a) ADVANCE THE GENERAL AND SPECIFIC PURPOSES OF THE PROJECT MANAGEMENT INSTITUTE.

(b) ADVANCE THE PRACTICE AND PROFESSION OF PROJECT MANAGEMENT.

(c) ENCOURAGE AND FACILITATE EDUCATION, CERTIFICATION AND PROFESSIONALISM IN PROJECT MANAGEMENT.

(d) PROVIDE A FORUM FOR DISCUSSION AND EXAMINATION OF PROBLEMS, SOLUTIONS, APPLICATIONS AND IDEAS RELATED To THE MANAGEMENT OF PROJECTS.

(e) DISSEMINATE INFORMATION REGARDING DEVELOPMENTS IN PROJECT MANAGEMENT.

**Section 2. Limitations of the CHAPTER.**

A. The purposes and activities of the CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with the CHAPTER Articles of Incorporation.
B. 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.
C. 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.

## Article IV – Membership

**Section 1. General Membership Provisions.**

A. 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. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

B. Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of the CHAPTER and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI® Code of Conduct.

C. All members shall pay the required PMI® and 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 CHAPTER.

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

E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the CHAPTER to PMI® within such one month delinquent period.

F. Upon termination of membership in the CHAPTER, the member shall forfeit any and all rights and privileges of membership.

G. All members of the CHAPTER in good standing, whose yearly dues have been paid when CHAPTER Elections are held, shall have voting rights and shall be eligible to hold elected or appointed office in the CHAPTER, subject to the requirements of these Bylaws.

**Section 2. Classes and Categories of Membership**
The CHAPTER shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

## Article V – Board of Directors

**Section 1. Chapter Officers**
The CHAPTER shall be governed by a Board of Directors (hereinafter known as "the Board"). The Board shall be responsible for carrying out the business purposes and objectives of the CHAPTER.

**Section 2. Board Composition**
The Board shall consist of the officers of the CHAPTER elected by the membership and shall be members in good standing of PMI® and of the CHAPTER. The term of office of each Director shall correspond with the office for which the Director was elected pursuant to Article VI, Section 1.

**Section 3. Executive Powers**
The Board shall exercise all powers of the CHAPTER except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, and the laws of the State of Arizona. 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. Board Meetings**

The Board shall meet at least (4) four times per year at the call of the President, or at the written request of three (3) members of the Board directed to the Vice-President of Operations/Secretary. A quorum shall consist of a majority of the membership of the Board at any given time.
Each member shall be entitled to one (1) vote with exception to the Immediate Past President, who shall act as a non-voting member / advisor to the Board of Directors. At its discretion, the Board may conduct its business by teleconference or other legally acceptable means. At any meeting, at which a quorum was present when the meeting was convened, the act of the majority of the Board present when a vote is taken shall be the act of the Board, unless the act of a greater number is required by law, the Articles of Incorporation, or as otherwise provided in these Bylaws.

**Section 5. Vacant Positions**
The Board shall declare an Officer/Director position to be vacant where an Officer/Director 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/Director fails to attend two (2) consecutive Board meetings without prior notification to the Board. An Officer/Director may resign by submitting written notice to the Vice-President of Operations/Secretary with distribution of written notice by the Vice-President of Operations/Secretary to the Board. Unless a later effective date is specified in the notice, the resignation shall be effective upon receipt by the Board of the written notice.

**Section 6. Removal from the Board**
An Officer/Director may be removed from office for cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present at an official meeting of the membership, or by a two-thirds (2/3) vote of the full Board.

**Section 7. Appointing Board Member**
If any Officer/Director position becomes vacant, the Board may appoint a successor to fill the office for the remaining 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 for the remainder of the term.

**Section 8. Board Remuneration**
Officers and Directors shall serve as such without salary. The Board may reimburse expenses incurred in connection with performance of their official duties to Officers/Directors upon approval. An Officer/Director shall not be precluded from serving the CHAPTER in any other capacity or from receiving compensation for services rendered in such other capacity.

**Section 9. Board Special Meetings**
Notice of any special meeting shall be delivered at least two days previous thereto by written notice delivered personally, by mail or by any other commercially acceptable means of business communication including, but not limited to: email, overnight mail, telex or telecopier to each Director at his or her address. If mailed, such notice shall be deemed to be delivered five business days after deposit in the United States mail, so addressed, by certified delivery with postage prepaid. Neither the business to be transacted at, nor the purpose of, any annual or special meeting of the Board need be specified in the notice of such meeting unless otherwise required by the Articles of Incorporation or these Bylaws.

**Section 10. Unanimous Vote**

Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if all Directors entitled to vote consent thereto in writing specifically setting forth such action taken. Such consent shall have the same effect as a unanimous vote.

## ARTICLE VI. Officers

**Section 1. Officers Positions**
The CHAPTER shall have (9) nine Officers to serve in the following positions:
President, President Elect, Vice-President of Operations/Secretary, Vice-President of Finance/Treasurer, Vice-President of Membership, Vice-President of Programs, Vice-President of External Relations, Vice-President of Professional Development and Vice-President of Communications. The President shall, upon completion of a term as President, serve as Immediate Past President for a one (1) year honorary term. The Immediate Past President shall act as a non-voting member / advisor to the Board of Directors, except in the event of a tie. The Immediate Past President shall act as a non-voting member / advisor to the Board of Directors. In the event that the Past President is not available or unwilling to serve in this capacity, the position will not be filled. It is a position that can only be taken by the Past President of the Chapter. All Officers/Directors shall be members in good standing of PMI® and of the CHAPTER. The term of office for the President, Past President and the President Elect shall be one (1) year. The term of office for all other Officers shall be two (2) years. The office of President will not be an elected position; rather, the individual serving as the President Elect shall automatically succeed to the office of President.

**Section 2. Eligibility to Serve as a Board Member**
The Board shall adopt, and may from time to time revise, a policy establishing any requirements in order for a member to be eligible to serve as a CHAPTER Officer; provided, however, that any such requirements may not conflict with PMI® policies, these Bylaws or Arizona law.

**Section 3. Provisions for Election of Officers**
In order to fulfill requirements for Elected Board Officers, the following provisions will govern the election of Officers.

(a) President Elect: This person will be elected each year during annual elections. The person elected as President Elect will serve for a one year term, after which time he or she will become the President. The President Elect must have served 6 months as a PMI Phoenix Board member within the last two years prior to taking office.

(b) At the 2012 annual elections and in all subsequent even years, the following Officers shall be elected for a two (2) year term:
Vice-President of External Relations
Vice-President of Communications

(c) At the 2013 annual elections and in all subsequent odd years, the following Officers shall be elected for a two (2) year term:
Vice-President of Professional Development
Vice-President of Finance/Treasurer
Vice-President of Programs
Vice-President of Membership
Vice-President of Operations/Secretary

**Section 4. Duties of Officers.**

(a) The President shall be the chief executive officer for the CHAPTER and of the Board, and shall have general charge of the business affairs and property of the CHAPTER and general supervision over its other officers and agents and perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. The President shall chair all meetings of the members and meetings of the Board and shall perform all duties incident to the office of President and shall see that all orders and resolutions of the Board are carried into effect. The Board may from time to time confer like powers upon any other person or persons. In the absence of the President or in the event of his or her death or inability to fulfill this role, the President Elect/Secretary shall perform the duties and exercise the powers of the President and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the President. If, in the absence of the President, the President Elect presides over a meeting of the Board.

(b) The President Elect shall serve with the current President and has the responsibility and obligation to focus on strategic objectives, to learn the position and to successfully transition into the Presidential role.

(c) The Vice-President of Operations/Secretary shall (i) keep the minutes of all meetings and proceedings of the members and the Board, (ii) see that all notices are duly given in accordance with the provisions of the Bylaws or as required by law, (iii) have charge of all the corporate books and records except for such financial books and records as are the responsibility of the Vice-President of Finance/Treasurer, (iv) manage, track and report on the status of the CHAPTER'S project portfolio, (v) plan, implement and close out assigned CHAPTER projects, and (vi) in general perform all of the duties as, from time to time, may be assigned to him or her by the President or Board.

(d) The Vice-President of Finance/Treasurer shall (i) have charge and custody of and be responsible for all funds and securities of the CHAPTER, and all financial books, records and accounts of the CHAPTER, (ii) receive and give receipts for monies due and payable to the CHAPTER from any source whatsoever, and deposit all such monies in the name of the CHAPTER in such banks, trust companies or other depositories as shall be selected by the Board, and (iii) in general perform all of the duties incident to the office of Vice-President of Finance/Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board. If required by the Board, the Vice-President of Finance/Treasurer shall give a bond for the faithful discharge of his or her duties in such form and with such surety or sureties as the Board shall determine.

(e) The Vice-President of Membership shall (i) be responsible for expanding PMI's® reach and the CHAPTER'S membership base, and (ii) in general perform all of the duties incident to the office of Vice-President of Membership and such other duties as from time to time may be assigned to him or her by the President or by the Board.

(f) The Vice-President of Programs shall (i) plan and supervise preparation for monthly CHAPTER membership meetings and any special events approved by the Board, (ii) enhance the image of the CHAPTER by providing professional programs, and (iii) in general perform all of the duties incident to the office of Vice-President of Programs and such other duties as from time to time may be assigned to him or her by the President or by the Board.

(g) The Vice-President of Professional Development shall (i) develop and conduct CHAPTER educational programs, activities and materials in accordance with the purposes of the CHAPTER, (ii) develop training opportunities for members to obtain the PMP certification and/or PDUs for re-certification, and (iii) in general perform all of the duties incident to the office of Vice-President of Professional Development and such other duties as from time to time may be assigned to him or her by the President or by the Board.

(h) The Vice-President of External Relations shall (i) promote PMI® and the CHAPTER to businesses, schools and organizations in the Phoenix area (ii) publicize the coordination and research activities of PMI® and its members, and (iii) serve as a liaison between the PMI® and related professional organizations, and (iv) in general perform all of the duties incident to the office of Vice President of External Relations and such other duties as from time to time may be assigned to him or her by the President or by the Board.

(i) The Vice-President of Communications shall (i) ensure CHAPTER communications are established and executed, (ii) develop CHAPTER marketing programs, activities and materials, (iii) develop awareness of the CHAPTER'S activities and offerings, (iii) facilitate the dissemination of communications initiated by the CHAPTER to targeted audiences, (iv) develop and disseminate a CHAPTER newsletter, (v) oversee the development and maintenance of the CHAPTER'S website, and (vi) in general perform all of the duties incident to the office of Vice-President of Communications and such other duties as from time to time may be assigned to him or her by the President or by the Board.

(j) The Immediate Past-President shall have no regular specific duties unless expressly granted by the Board.

**Section 5. Appointing Board Member**
If any office becomes vacant, the Board may appoint a successor to fill the office for the duration of the term.

**Section 6. Service Duration**

No person shall serve more than two (2) consecutive terms in any given elected office, nor shall any Officer/Director serve on the Board for more than seven (7) consecutive years; provided, however, if there is no individual willing or able to fill an open position on the Board, then that Officer/Director may be reelected to the same position for an additional term. In no case shall any person serve in more than one (1) elected position simultaneously. The Board shall adopt, and may from time to time revise, a policy establishing any requirements in order for a member to be eligible to serve as a CHAPTER Officer; provided, however, that any such requirements may not conflict with PMI® policies, these Bylaws or Arizona law.

**Section 7. Mandatory Leadership Training**
All CHAPTER Officers/Directors shall be required to attend a mandatory Leadership Training seminar, after CHAPTER election results have been finalized and announced to the membership. CHAPTER Officers/Directors who are either re-elected to their current positions or elected to hold a new office shall again be required to attend the mandatory Leadership Training. Leadership Training shall be completed during the transition period. The current Board shall, on behalf of the incoming Board, schedule the seminar and arrange for the time and place for the seminar to take place.

**Section 8. Board Transition**
The months from October till December shall be recognized as Transition Months between the departing Board and the newly elected Board. All members of the departing Board and the newly elected Board shall be required to attend Transition Meetings. All Chapter records in the possession of the outgoing Board shall be turned over to the incoming Board no later than December 31st of the current year.

## Article VII – Nominations and Elections

**Section 1. Nomination and Election of Officers**
The nomination and election of officers shall be conducted in accordance with the terms of office specified in Article VI, Section 1. All voting members in good standing of the CHAPTER, as specified in Article IV, Section 1, 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. Taking Office**
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. Eligibility and Willingness**
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 by electronic vote; provided, however, that written ballots will be mailed or otherwise provided to members without e-mail and/or web access. 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. Eligibility of Nominating Committee Members**
No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

**Section 5. Funds, Resources and Electioneering**
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.

## Article VIII – Committees

**Section 1. Establishing Committees**
A majority of the Board may authorize the establishment of standing or special 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 CHAPTER officers and/or Directors can serve on be on the CHAPTER Committees, unless it specifically is restricted by the Bylaws.

**Section 2. Committee Chairpersons**
The President with the approval of a majority of the full Board shall appoint a Director for each committee. The chairperson for each committee shall appoint committee members as required.

## Article IX - Finance

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

**Section 2. Annual Membership Dues**
The CHAPTER annual membership dues shall be CHAPTER'S BOARD and communicated to PMI® in accordance with policies and procedures established by PMI®.

**Section 3. Financial Management**
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. Dues Billings, Collections, and Disbursements**
All dues billings, dues collections and dues disbursements shall be performed by PMI®.

## Article X – Meetings of the Membership

**Section 1. Annual Meeting**
An annual meeting of the membership shall be held at a date and location to be determined by

the Board.

**Section 2. Special Meetings**
Special meetings of the membership may be called by President, by a majority of the Board, or by petition of five percent (5%) of the voting membership directed to the President.

**Section 3. Notice of Annual Meetings**
The Board shall send notice of all annual meetings to all members at least 45 days but not more than 60 days in advance of the meeting.

**Section 4. Notice of Special Meetings**
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**
The members present, regardless of the number or percentage, shall constitute a quorum for a meeting of members, and the action taken by a majority thereof shall be binding upon the membership.

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

**Section 7. Voting by Proxy**
There shall be no voting by proxy.

## Article XI - Inurement and Conflict of Interest

**Section 1. Inurement**
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, except as otherwise provided in these bylaws.

**Section 2. Compensation**
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. Contracts or Transactions with Members**
The CHAPTER may not engage in contracts or transactions with elected or appointed officers or directors of the Board and organization in which one or more of the CHAPTER's directors or officers are: directors or officers, have a financial interest in, or are employed by the other organization. The CHAPTER may engage in contracts or transactions with other members of the

CHAPTER 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 CHAPTER and complies with the laws and regulations of Arizona.

**Section 4. Acting in an Independent Manner**
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. Conflict of Interest and Affiliation disclosure**
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 XII - Indemnification

**Section 1. Indemnification**
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 interests 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 CHAPTER), 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 Arizona law. Where the representative has been successful in defending the action, indemnification is mandatory.

**Section 2. Discretionary Indemnification**
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. Liability Insurance**
To the extent permitted by applicable law, the 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 CHAPTER, or 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 XIII. Parliamentary Authority

**Section 1. Parliamentary Authority**
The rules contained in the current edition of *The Standard Code* of *Parliamentary Procedure* by Alice Sturgis shall govern the CHAPTER in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rule of order the CHAPTER may adopt.

## Article XIV- Amendments

**Section 1. Amendment of the Bylaws**
These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot or present at an annual meeting of the Chapter duly called and regularly held. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

**Section 2. Amendments Proposal**
Amendments may be proposed by the Board on its own initiative, or upon petition by five percent (5%) 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. Amendments Consistency**
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 XV – Dissolution

**Section 1. Failure to Act According to Bylaws**
In the event the CHAPTER or its governing officers fail to act according to these Bylaws and the CHAPTER'S or all PMI® policies, procedures and rules outlined in the CHAPTER'S Charter with PMI®, PMI® has a right to dissolve the CHAPTER.

**Section 2. Failure to Deliver Value to Members**
In the event the CHAPTER fails to deliver value to its members as outlined in the 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 CHAPTER'S Charter with PMI®.

**Section 3. Dissolution Procedure**
In the event the CHAPTER is considering dissolving the CHAPTER, the Board of

Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMl's® policy.

**Section 4. Dispersion of Assets**
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.