



GREATER NEW ORLEANS CHAPTER

**PROJECT MANAGEMENT INSTITUTE® (PMI)
GREATER NEW ORLEANS CHAPTER**

BYLAWS

**Submitted by:
2017 Board of Directors
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TABLE OF CONTENTS

Article I – Name, Principal Office; Other Offices	3
Article II – Relationship to PMI	3
Article III – Purpose and Limitations of the PMIGNO	3
Article IV – Chapter Membership	4
Article V – Chapter Board of Directors:	5
Article VI –Chapter, Nominations and Elections	8
Article VII – Chapter Committees	9
Article VIII – Chapter Finance	9
Article IX – Meetings of the Membership	9
Article X - Conflict of Interest	10
Article XI - Indemnification	11
Article XII- Amendments	12
Article XIII - Dissolution	13

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PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation

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

Section 2. The Project Management Institute, Greater New Orleans Chapter shall meet all legal requirements in the jurisdiction(s) in which the Project Management Institute, Greater New Orleans Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices

The principal office of the Project Management Institute, Greater New Orleans Chapter shall be located in New Orleans in the State of Louisiana, United States. The PMIGNO may have other offices such as Branch offices as designated by the Project Management Institute, Greater New Orleans Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans 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 PMIGNO’s Charter with PMI.

Section 3. The terms of the Charter executed between the Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Project Management Institute, Greater New Orleans Chapter.

Section 1. Purpose of the Project Management Institute, Greater New Orleans Chapter.

A. General Purpose. The Greater New Orleans Chapter has been founded as non-

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GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

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 Project Management Institute, Greater New Orleans Chapter and PMI and these Bylaws, the purposes of the Project Management Institute, Greater New Orleans Chapter shall include the following:
- a) To foster leadership and professionalism in the management of projects.
 - b) To contribute to the quality and scope of project management.
 - c) To stimulate appropriate global application of project management for the benefit of the general public and the organizations that they serve through education opportunities.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
 - e) To identify, practice and promote the fundamentals of project management and advance the body of knowledge with the express purpose to manage projects successfully.

Section 2. Limitations of the Project Management Institute, Greater New Orleans Chapter.

- A. General Limitations. The purposes and activities of the Project Management Institute, Greater New Orleans Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Project Management Institute, Greater New Orleans Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Project Management Institute, Greater New Orleans Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Project Management Institute, Greater New Orleans Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the Project Management Institute, Greater New Orleans Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents, its Charter Agreement, PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI Greater New Orleans Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in the Project Management Institute, Greater New Orleans Chapter requires membership in PMI®. The Project Management Institute, Greater New Orleans Chapter shall not accept as members any individuals who have not been

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

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 Project Management Institute, Greater New Orleans Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and 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 PMIGNO.
- D. Membership in the Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Project Management Institute, Greater New Orleans Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the Project Management Institute, Greater New Orleans Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All Chapter Members can vote and hold office.

Section 2. Classes and Categories of Members.

The Project Management Institute, Greater New Orleans Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – PMI Greater New Orleans Chapter Board of Directors:

Section 1. The Project Management Institute, Greater New Orleans 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.

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

Elected board members, other than the Past President, all have voting rights along with interim appointed board members replacing elected board members who resign prior to the end of their terms.

Section 2. The Board shall consist of the officers of the Project Management Institute, Greater New Orleans Chapter elected by the membership and shall be members in good standing of PMI and of the Project Management Institute, Greater New Orleans Chapter. Terms of Office shall be two (2) years, limited to two (2) consecutive full terms in the same position and no more than 4 consecutive terms (8 years) on the Board in general.

Terms of office for the President is a three (3) year commitment – first year as President Elect, accede to the position of President for the second year, and to Past President for the third year. No portion of that commitment may be repeated midterm by an incumbent. The President Elect will be elected every year. President Elect, President and Past President are subject to the same Term Limits as defined for the Board in General. These positions are staggered so that half of the board are elected each year.

Section 3. The President shall be the chief executive officer for the Project Management Institute, Greater New Orleans 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. President Elect Roles:

1. The President Elect shall assist the President in liaison with managing the board and board actions when required.
2. The President Elect is required to attend Board meetings and is allowed to vote if he/she attends.

Section 5. Immediate Past President (ex-officio officer of the Chapter). Roles:

1. The immediate Past President shall assist the President in liaison with PMI if and when required.
2. Immediate Past President is not required to attend Board meetings.
3. Actively mentor the President and President Elect during the year.

Section 6. The VP of Administration shall keep the records of all business meetings of the PMIGNO and meetings of the Board. The VP of Administration supports the Board and the Chapter by:

1. Maintaining the records of the Chapter and liaising with Board members in dealing with external entities including PMI Global Operations Center.
2. Creating and maintaining policies and procedures.
3. Assuring all governmental filings are accomplished for seamless organizational continuity.

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

Section 7. The VP of Finance shall oversee the management of funds for duly authorized purposes of the Project Management Institute, Greater New Orleans Chapter, review contracts, maintain financial records and report information periodically to the Board and as required by PMI, federal and state regulations.

Section 8. VP of Membership and Recruiting is responsible for the development and maintenance of a Chapter membership plan that: 1) assures retention of the current membership communities; and 2) continues growth of new members through aggressive recruiting and partnering with major Greater New Orleans employees.

Section 9. VP of Communications is responsible for the timely dissemination of information to the project management community.

Section 10. VP of Education and Certification is responsible for promoting Project Management Professionalism through the development of educational publications, seminars and workshops designed to help project management professionals achieve PMI certification (i.e. PMP, CAPM or other specialty certification programs.)

Section 11. VP of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. The content of these programs are dedicated to advancing the practice, science and profession of project management and is in accordance with the objectives of the Chapter and with program approval of the Chapter Board. Organize and/or coordinate other programs and events as directed by the President.

Section 12. VP of Technology is responsible for the coordination of all technology assets of the Chapter Board, updating and maintaining Chapter website, and providing technical support to fellow Chapter Board members as requested of the Chapter.

Section 13: VP of Marketing and Sponsorship is responsible for promoting the Chapter through external publications of the local Chapter and PMI and partnering with local, national and international business media and vendors to advance the Chapter and the profession of Project Management.

Section 14. The Board shall exercise all powers of the Project Management Institute, Greater New Orleans 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 Chapter 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 Project Management Institute, Greater New Orleans Chapter business and funds.

Section 15. The Chapter Board of Directors 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. At its discretion, the Board

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

may conduct its business requiring a vote by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 16. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMI Greater New Orleans Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 17: 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 Chapter Board.

Section 18: If any officer position becomes vacant, the Board may appoint a successor to fill the office and vacant position until the next election. 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. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – PMI Greater New Orleans Chapter Nominations and Elections:

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements in these bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the Project Management Institute, Greater New Orleans Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – PMI Greater New Orleans Chapter Committees:

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The Project Management Institute, Greater New Orleans Chapter officers can serve on the Greater New Orleans Chapter Committees, unless it specifically is restricted by the bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

Article VIII – Greater New Orleans Chapter Finance:

Section 1. The fiscal year of the Project Management Institute, Greater New Orleans Chapter shall be from 1 January to 31 December.

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

Section 3. The Project Management Institute, Greater New Orleans Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Article IX – Meetings of the Membership:

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President, by a

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Quorum at all annual and special meetings of the Project Management Institute, Greater New Orleans Chapter shall be those members in good standing, present and in person.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Article X - Inurement and Conflict of Interest:

Section 1. No member of the Project Management Institute, Greater New Orleans Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Project Management Institute, Greater New Orleans Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Project Management Institute, Greater New Orleans Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Project Management Institute, Greater New Orleans 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. Project Management Institute, Greater New Orleans Chapter may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of Project Management Institute, Greater New Orleans Chapter and any corporation, partnership, association or other organization in which one or more of Project Management Institute, Greater New Orleans Chapter's 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 Project Management Institute, Greater New Orleans Chapter and complies with the laws and regulations of the applicable

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

jurisdiction in which Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans Chapter shall act in an independent manner consistent with their obligations to the Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Project Management Institute, Greater New Orleans 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 Project Management Institute, Greater New Orleans Chapter may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the Project Management Institute, Greater New Orleans Chapter, or is or was serving at the request of the Project Management Institute, Greater New Orleans Chapter as an officer, director, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

Article XII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at a meeting of the Project Management Institute, Greater New Orleans Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail or electronic 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 Project Management Institute, Greater New Orleans Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Project Management Institute, Greater New Orleans Chapter or its governing officers failed to act according to this bylaws and Greater New Orleans Chapter's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMIGNO Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the Project Management Institute, Greater New Orleans Chapter failed to deliver value to its members as outlined in PMIGNO's business plan and without mitigated circumstance, the chapter acknowledges that PMI® has a right to revoke the Greater New Orleans Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the Project Management Institute, Greater New Orleans Chapter is considering to dissolve the chapter. The Greater New Orleans 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 Project Management Institute, Greater New Orleans Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be

PROJECT MANAGEMENT INSTITUTE®
GREATER NEW ORLEANS CHAPTER (PMIGNO) Bylaws

approved by a majority of the members voting on the motion to dissolve.