



PMIAK Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

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

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

Section 3. Principal Office; Other Offices.

The principal office of the ALASKA CHAPTER shall be located in ANCHORAGE, ALASKA. The PMIAK CHAPTER may have other offices such as Branch offices throughout the state of Alaska as designated by the PMIAK Board of Directors.

Article II – Relationship to PMI.

Section 1. The PMIAK 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 PMIAK 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 PMIAK’s Charter with PMI.

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

Article III – Purpose and Limitations of the PMIAK.

Section 1. Purpose of the PMIAK.

- A. **General Purpose.** THE PMIAK has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. **Specific Purposes.** Consistent with the terms of the Charter executed between the PMIAK and PMI and these Bylaws, the purposes of the PMIAK shall include the following:
 - a) To foster professionalism in the management of projects
 - b) To advance the specific purposes of PMI®.
 - c) To contribute to the quality and scope of project management.
 - d) To stimulate appropriate global application of project management for the benefit of general public.
 - e) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.



- f) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.

Section 2. Limitations of the PMIAK.

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

Section 1. General Membership Provisions.

- A. Membership in the PMIAK requires membership in PMI®. The PMIAK 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 and sexual orientation.

- B. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of the PMIAK 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 Alaska 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 PMIAK.
- D. Membership in the PMIAK 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 PMIAK. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMIAK to PMI within such one month delinquent period.
- F. Upon termination of membership in the PMIAK, the member shall forfeit any and all rights and privileges of membership.

Section 2. Classes and Categories of Members. The PMIAK shall not create its own membership categories. PMI chapter membership categories shall be consistent with PMI membership categories.

Article V – Alaska chapter Board of Directors:



Section 1. The PMIAK 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 PMIAK elected by the membership and shall be members in good standing of PMI and of the PMIAK.
Terms of office for the Officers shall be TWO YEARS, with no limits to consecutive terms in the same position, and no limits to consecutive terms on the Board in general. The new Board positions are staggered so that 50% of the Board positions are elected each year.

Section 3. The chapter President shall be the chief executive officer for the PMIAK 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.

ROLE DESCRIPTION: Elected volunteer responsible for overall oversight of the chapter and the Board. The president shall direct the activities of the other Board members in accordance with the chapter Bylaws.

ROLES AND RESPONSIBILITIES:

- Direct the chapter's strategic goals
- Responsible for achieving the chapter vision, mission and objectives as detailed by the chapter Board, PMI and chapter strategic plans
- Direct the activities of other officers toward chapter goals and objectives
- Ensure that the chapter Board works together as a team
- Represent the chapter at public events
- Ensure strategic alliance, planning and annual reporting
- Be ultimately accountable for all Board operations and chapter activities
- Act as a liaison between the chapter and PMI
- Ensure that the charter renewal is updated and that the chapter is in compliance as specified by PMI
- Preside over the Board of Directors meetings and the annual general membership meeting
- Ensure that all chapter business is being done legally and ethically
- Assume responsibility for the overall functioning of the chapter
- Legally represent the organization (this role can be co-dependent with the finance officer)
- Ensure statutory and regulatory compliance in consultation with the vice president of finance
- With the Board, ensure prudent disbursement of chapter funds
- Drive implementation of PMI policies and guidelines and ensure that they are reflected in chapter processes
- Manage periodic policy audits
- Promote leadership development opportunities for Board development
- Develop and implement a succession and transition plan

SECTION 4: Vice President/President-Elect. This position may be elected or appointed by the Board.

ROLE DESCRIPTION: Successor to the president; elected or appointed volunteer who will assist the president with his or her duties of managing the chapter and assume the role of the chapter president if the president is unable to perform duties for any reason.

ROLES AND RESPONSIBILITIES:

- Represent the president in his or her absence
- Assume the role of president the year following successful completion of his or her duties in this role (depending on chapter Bylaws)
- Assume the role of president if the president is unable to perform duties for any reason
- Assist the president in his or her duties
- Assist in the development and implementation of succession and transition plan
- May hold another Board position simultaneously. However, if two positions are held then the Board



member has one vote only.

Section 5. Vice President of Administration/Secretary shall keep the records of all business meetings of the PMIAK and meetings of the Board.

ROLE DESCRIPTION: Elected or appointed volunteer responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the chapter.

ROLES AND RESPONSIBILITIES:

Responsible for safekeeping of all governing documents (approved Bylaws, articles of incorporation, charter agreement, Board policies, committee charters, and all other non-financial records for the chapter)
Coordinate and distribute meeting agendas, keep the records of all business meetings of the chapter and meetings of the Board.

Maintain all meeting minutes — must document in accordance with parliamentary procedures as determined by the President or Board

Action at such meetings shall be limited to those agenda items contained in the notice of the meeting

Provide records to members and outside organizations that request information

Provide all notifications to the membership, directors, auditors and members of committees

Develop and implement a succession and transition plan

Section 6. The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PMIAK.

ROLE DESCRIPTION: Elected or appointed volunteer responsible for finance. Responsible for maintaining and presenting all financial records required for chapter operations in accordance with chapter and Bylaws.

ROLES AND RESPONSIBILITIES:

Maintain and manage accounts receivable and payable and all financial portfolios, including but not limited to the collection of chapter dues from PMI, guest payments for chapter meetings or special events and the payment of all chapter bills in accordance with chapter committee directives

Establish and maintain all required chapter bank accounts and/or similar financial transactions; arrange for officer signatures as required

Provide financial reporting regarding the state of finances and chapter activity to chapter membership, Board and executive level volunteer leaders on a monthly basis (Board meeting)

Report on the state of finances at Board meetings and chapter meetings

Develop an annual operating budget and financial statement to be included in the annual application for charter renewal

Ensure the chapter has reviewed and reported required tax filings

Recommend improvements in the financial processes to the Board

Establish, maintain and ensure compliance with all financial operational processes to ensure continuity of chapter operations and define, document and maintain chapter policies including financial reserve policies, investment policies, and record retention and destruction policies established by the Board of Directors

Maintain the annual budget

Contribute to financial planning/goal setting, investing, forecasting and budgeting for the chapter

Distribute/communicate financial section of the annual report to chapter membership

Assist in the preparation of the annual financial statements and reports

Provide timely information to independent auditors as required

Keep an up to date inventory of all the goods of the chapter

Handle all PMI and government required payments

Ensure maintenance and storage of all historic financial documents in accordance with chapter Board policies regarding Record Retention and Destruction policies

Establish financial metrics; ensure chapter is maintaining requirements

Serve as liaison with PMI Global Operating Center on financial matters

Prepare financial guidelines and procedures for the chapter along with Board

Analyze cost impact and income benefit of all activities proposed by the Board of Directors



- Review any chapter contract, agreement and insurance
- Distribute information, materials and/or fees received from the PMI Global Operating Center to appropriate officers in a timely manner
- Confirm and check bank accounts monthly
- Develop and implement succession and transition plan

Section 7. Vice President of Professional Development (formerly Education).

ROLE DESCRIPTION: Elected or appointed volunteer responsible for professional development, education and chapter events in accordance with chapter policies and Bylaws.

Responsible for the development of chapter education activities to include:

- Preparation and maintenance of PMI's certifications

- Develop and maintain relationships with local colleges and universities

- Responsible for establishing and managing chapter professional development programs, live and on-line

- Maintain relationships with Registered Education Providers (R.E.P.s)

ROLES AND RESPONSIBILITIES:

- Define strategies for improvement in professional development/training programs

- Develop and implement a chapter professional development plan, including a program roadmap for professional development content programs

- Develop plans for and coordinate the chapter's external educational activities, such as study groups, seminars, workshops, courses, professional development days and other educational activities

- Manage chapter-created credential examination review courses and other such courses

- Provide information to members and nonmembers on career development

- Provide information and guidance to members and nonmembers on certification/re-certification in the context of PMI Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter regarding the contents of programs

- Work with marketing to promote the education, certification, as well as training opportunities offered by the chapter

- Recommend, develop and deliver project management education materials, courses, presentations and sessions including leadership development training programs

- Seek new project management professional development programs and services through networking with other educational organizations and PMI chapters

- Promote the project management profession through the planning and coordination of special events, as identified by the chapter Board, designed to enhance and expand the skills and knowledge of project managers

- Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter as they relate to the logistics of events/programs

- Oversee events, presentations and training programs

- Advance the project management profession through the planning and coordination of special events, as identified by the chapter's Board

- Develop and implement a succession and transition plan

Section 8. Vice President of Volunteers.

ROLE DESCRIPTION: Elected or appointed volunteer responsible for addressing the needs of the volunteers, including recruitment, retention, recognition and leadership development training and support in accordance with chapter policies and Bylaws.

ROLES AND RESPONSIBILITIES:

- Responsible for volunteer recruitment and/or retention

- Conducts general volunteer orientation for all new volunteers including an overview of the volunteer structure, volunteer roles, responsibilities and deliverables

- Understand and leverage experience of volunteers and direct them to various initiatives in the chapter



Responsible for identifying and developing programs to involve, develop, and engage and volunteer members
Responsible for oversight, administration and building awareness of the chapter (and PMI's) volunteer policies, procedures and guidelines
Responsible for the development of volunteers to serve in their volunteer roles
Responsible for developing and administering volunteer recognition programs
Responsible for the general oversight and management of the chapter's volunteer programs and services.
Responsible for providing PMI volunteer awareness at the local and global levels
Develop and implement succession and transition plan

Section 9. Vice President of Membership

ROLE DESCRIPTION: Elected or appointed volunteer responsible for addressing the needs of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and Bylaws.

ROLES AND RESPONSIBILITIES:

Develop and implement a chapter membership plan that ensures continued growth through proactive recruiting, retention and member engagement, including the establishment of measurable goals and the monitoring of success metrics for appropriate action
Develop and implement a Community Outreach Plan including commercial, not-for-profit and other professional associations about membership Customer Service
Answer general member/non-member information inquiries and other requests for assistance with membership and its benefits
Support and attend annual general meeting and all chapter meetings as appropriate
Primary user of the Membership Data in the chapter Reporting System (CRS) for Data Analysis and Reporting
Register all PMIAK events with PMI to ensure event/courses/activities are listed at PMI online catalog and enable PDU reporting.
Upload PDU credits into CCRS Directory in alignment with the Talent Triangle Initiative
Maintain the membership records of the chapter
Provide communication list/member updates to officers as requested
Coordinate the production and distribution of timely membership reports, such as monthly membership reports by demographics (city, state, age, industry, etc.) Market Research
Review and analyze member satisfaction survey data and enhance membership benefits
Develop and administer lapsed (non-renewal) member survey
Analyze and integrate survey feedback for inclusion in the strategic/operational planning
Marketing and Member Engagement:
Develop and implement membership welcome and support plan including the promotion of PMI and chapter membership value
Communicate member value through various delivery methods in alignment with the Membership Benefits Package
Utilize membership marketing materials available through the PMI Marketing Portal
Develop and implement a rewards and recognition program plan to recognize member milestones (such as anniversaries or awards)
Develop and implement a succession and transition plan

Section 10. Vice President of Communications

ROLE DESCRIPTION: Elected or appointed volunteer responsible for managing and coordinating communication channels in accordance with chapter policies and Bylaws.

ROLES AND RESPONSIBILITIES:

Disseminate information both to and from the chapter in a timely manner
Define and regularly update chapter communication strategy, policies, goals and objectives



Maintain a communications schedule that details all chapter communications across all channels
Supervise and support all communication channel activities of the chapter
Perform and uphold duties, as specified by the chapter by-laws, Board policies and procedures.
Work with Marketing Director/VP to ensure that chapters' brand is understood and leveraged in communication plans
Responsible for the release of all chapter newsletters and communications
Maintain Board email system
Coordinate all website content and provide input into website design
Consult and collaborate with all members of the Board to coordinate the communication needs of the chapter
Balance the need for timely communication with the goal to keep communication concise, timely and appropriate. Manage the chapter's approved communications budget, in cooperation with finance officer
Coordinate and distribute chapter event information to membership in a timely manner
Submit information to PMI's communications department regarding chapter activities for possible publication in PMI Today (PMI's monthly membership newsletter) when deemed appropriate
Develop and maintain the chapter's social media strategy and social media policy.
Develop and implement succession and transition plan

Section 11. Vice President of Publicity

ROLE DESCRIPTION: Elected or appointed volunteer responsible for chapter-based marketing and public relations to increase awareness of both the chapter and the PMI brand within the territory. The VP of Marketing will develop and execute an integrated marketing and public relations program to support member acquisition, member retention, event promotion, outreach activities, sponsorships and other related activities in alignment with the chapter's strategic objectives. These activities shall be performed in accordance with chapter Bylaws and PMI policies, brand guidelines and global marketing strategy.

ROLES AND RESPONSIBILITIES:

Develop and implement an integrated marketing and public relations program aligned with the chapter's strategic objectives
Create and execute annual marketing and public relations plan with detailed activity calendar including email, social media, advertising, events, press releases, web updates, etc.
Use best practices in marketing and public relations to promote the chapter and its activities to members and the community at large
Develop all communication vehicles including, but not limited to emails, web content, press releases, social media posts, promotional materials, advertising, etc.
Access PMI's Marketing Portal and use PMI-provided marketing/PR resources
Work with local vendors to develop marketing materials in accordance with PMI brand guidelines if suitable materials are not available in the Marketing Portal
Plan and purchase print and digital advertising
Monitor, optimize and analyze all marketing and public relations activities
Create and distribute public relations communications to local media outlets (e.g. local newspapers, radio stations and television) and manage local media inquiries
Collaborate with local businesses and academic institutions, where appropriate, to publicize the chapter and PMI
Monitor and coordinate branded presentations to external stakeholders and other organizations interested in the activities of PMI
Maintain relationships with chapter sponsors for continued revenue generation to fund the chapter's activities
Coordinate and organize presentations to potential chapter, event and other sponsors
Develop and implement succession and transition plan

Section 12. Vice President of Programs



ROLE DESCRIPTION: Elected or appointed volunteer responsible for the needs assessment, development, implementation and evaluation of programs that contribute to the achievement of the chapter's Long-Term Strategy and sustainability.

ROLES AND RESPONSIBILITIES:

Support the Annual Business Plan with the overall stewardship of the Programs portfolio and its performance
Develop chapter Program plan
Coordinate chapter event schedules, speakers, logistical arrangements, publication, registration and related record-keeping;
Invite key influencers from industry to participate in chapter events
Liaison with professional associations and program guest speakers
Report relevant topics monthly, periodically, and annually
Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter as they relate to the logistics of events/programs
Work with Vice President of Outreach to ensure that chapters' development and implementation of innovative programs to support Outreach strategy
Maintain archive of permanent records associated with the position
Develop and implement succession and transition plan

Section 13. Vice President of Outreach

ROLE DESCRIPTION: Elected or appointed Volunteer responsible for chapter Outreach to include University Academic, Military, Secondary and Elementary education and Public Outreach. The VP of Outreach is responsible for developing a strategy and implementing programs that form sustainable partnerships and yield mutual benefits for educational institutions, military bases and the public.

ROLES AND RESPONSIBILITIES:

Work with the chapter's Board of Directors and chapter Partner to develop an overall strategy and objectives for Outreach that supports the objectives of the chapter and PMI GOC
Develop and implement innovative programs to support Outreach strategy
Develop goals/objectives to measure Outreach success. Develop metrics to measure success of Outreach programs
Develop strategies and programs to support the establishment of "partnerships" for mutual benefit with Academic, Military and Public institutions that help promote the chapter and the project management profession. Evaluate and maintain Outreach partnerships
Monitor activities of all Outreach volunteers assigned to manage the program
Maintain a record of local Academic, Military and Public contacts
Manage and maintain Outreach budget
Utilize PMI (Academic) Outreach resources to support designated outreach activities (found on the marketing portal)
Provide input to PMI's Academic Outreach staff that will contribute to the development of academic outreach resources and services for chapter use (found on the marketing portal)
Report monthly progress to the chapter's BOD and for the annual chapter business planning with chapter Partner
Incorporate feedback, suggestions and recommendations as necessary to enhance effectiveness and value delivered to the audience and chapter as they relate to Outreach resources and services
Act as primary Lead for developing outreach activities which may include oversight of Outreach Committee Volunteers
Responsible for making local Institutions aware of PMI and the benefits of chapter support, and PMI products/programs/initiatives relevant to an academic, military and public audience
Responsible for identifying and developing programs to involve, develop, engage and manage stakeholders
Assure synergy between outreach projects/activities
Gather lessons learned and develop procedures to ensure consistent messaging across outreach activities
Attend regularly scheduled Outreach team meetings/conference calls and selected meetings
Create Outreach articles for chapter newsletter that provide communications on Outreach activities



Responsible for helping to develop the role and responsibilities of the position and provide on-Boarding support for new volunteers
Enhance executive-level awareness of Academic, Military and Public Outreach programs that should be considered for the chapter and its members

Section 14. Past President

ROLE DESCRIPTION: Immediate former elected volunteer responsible for overall oversight of the chapter and the Board in accordance with chapter policies and Bylaws.

ROLES AND RESPONSIBILITIES:

Maintain continuity in the chapter to help to ensure smooth Board transitions
Assist the Board of Directors with strategic policies
Proactively support and promote the work within the Board
Assume the role of mentor for the president
Assist the president in liaison with PMI if and when required
Assume the position of chair for the nominating committee
Lead and direct the elections process
Provide ethics enforcement and guidance at the Board of Directors level
Support conflict resolution
Outreach with past presidents
Develop and implement a succession and transition plan

Section 15. The Board shall exercise all powers of the PMIAK, 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 PMIAK business and funds.

Section 16. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person or by written proxy to another Board member. At its discretion, the Board may conduct its business by teleconference, facsimile, email or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 17. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMIAK 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 and VP of Administration. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 18: An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 19: If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the President-Elect, Past President or Board appointed Vice President, 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 – Alaska chapter Nominations and Elections:

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

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

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. Vote by Electronic means is available so long as said means is distributed fairly and without means to manipulate voting counts. 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. In the event that only one candidate per position is submitted, the Nominating committee may recommend the Board approves and appoints the candidate.

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 – ALASKA 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 PMIAK officers and/or Directors can serve on the ALASKA 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 and with the approval of the Board

Article VIII - ALASKA CHAPTER Finance:



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

Section 2. PMIAK annual membership dues shall be set by the ALASKA CHAPTER'S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMIAK Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

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

Article IX – Meetings of the Membership:

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

Section 2. Special meetings of the membership may be called by the chapter President; or by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the chapter President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Quorum at all annual and special meetings of the PMIAK shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

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

Article X – Branches of the PMIAK

Section 1. Establishing a Branch.

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

Section 2. Geographic Area. Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the chapter.

Section 3. Distribution of Dues.

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

Section 4. The Branch Chair shall either be a member of chapter's Board of Directors, or be committee Chair and report to a chapter Board member who oversees the chapter's Branch (es).



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

Article XI - Inurement and Conflict of Interest:

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMIAK shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMIAK 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. PMIAK may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMIAK and any corporation, partnership, association or other organization in which one or more of PMIAK's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board of Directors prior to commencement of any such contract or transaction;
- B. the Board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMIAK and complies with the laws and regulations of the applicable jurisdiction in which PMIAK 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 PMIAK shall act in an independent manner consistent with their obligations to the PMIAK 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 PMIAK has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XII - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMIAK, acting in good faith and in a manner reasonably believed to be in the best interests of the PMIAK, 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 PMIAK 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 PMIAK, or is or was serving at the request of the PMIAK as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XIII- Amendments:

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMIAK duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMIAK's Charter with PMI.

Article XIV – Dissolution:

Section 1. In the event that the PMIAK or its governing officers failed to act according to these Bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the Alaska Chapter Charter and require the chapter to seek dissolution.

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

Section 3. In the event the PMIAK is considering dissolving, the PMIAK'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 PMIAK dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the chapter entity must be approved by a majority of the members voting on the motion to dissolve.