PMI Alaska Chapter Bylaws

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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 not-for-profit, tax-exempt corporation (or equivalent) organized under the laws of Alaska, USA. All chapters formed within 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 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.

General Purpose. PMIAK has been founded as not-for-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.

A. Specific Purposes. Consistent with the terms of the Charter executed between PMI and these Bylaws, the purposes of the PMIAK shall include the following:
    a. To foster professionalism in the management of projects
    b. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
    c. To advance the specific purposes of PMI®.
    d. To contribute to the quality and scope of project management.
    e. To stimulate appropriate global application of project management for the benefit of general public.
    f. 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.

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
D. Governing documents; 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 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 a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the PMIAK.
D. Membership 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 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 plus the applicable application fee for PMI and the PMIAK chapter to PMI.
F. Upon termination of membership in PMI Alaska, the member shall forfeit any and all rights and privileges of membership.
G. All PMIAK members in good standing are eligible to vote on all matters presented to the Chapter membership. In addition, all PMIAK members meeting the qualifications are eligible to run for and hold a PMIAK elected position.

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 elected or appointed in accordance with PMIAK Bylaws and shall be members in good standing of PMI and PMIAK.

Terms of office for the Officers shall be two (2) Years. The recommended limits are: a) two consecutive terms within the same position and b) no more than eight years on the Board in general. The Board member may serve in a non-elected volunteer role and return to the Board after one year.

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 is responsible for achieving the chapter vision, mission and objectives as detailed by the chapter Board, PMI and chapter strategic plans. The president shall direct the activities of the other Board members in accordance with the chapter Bylaws. The president acts as a liaison between the chapter and PMI. To be eligible for election as President of the Chapter, an individual shall:

- Have served as an elected member of the Chapter Board of Directors in a position other than President for a minimum of one (1) consecutive year immediately preceding the commencement of the President's term of office.
- Meet any additional eligibility requirements established by these Bylaws or by applicable policies of the Chapter and the Project Management Institute.
- No individual shall be eligible to serve as President without satisfying the above qualifications.

The President shall be elected by the Board of Directors from among the eligible Directors. Election shall require the affirmative vote of a majority of the Directors then in office, excluding any vacant positions.

Section 4: 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. Assumes the role of president the year following successful completion of his or her duties in this role (depending on chapter Bylaws)

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 (including, but not limited to attendance, votes, decisions),

Commented [VA1]: The VP Admin done a number of different tasks, just curious to know if those should be mentioned here? some examples could be 1. Ensuring proper notice of Board and membership meetings is given in accordance with the Bylaws
2. Verifying that a quorum is present at meetings requiring one
3. Maintaining a master calendar of Board and committee meetings

Commented [PP2R1]: I incorporated it in the "role description"

maintaining master calendar of the board meetings, correspondence, minutes of meetings, and related affairs of the chapter. 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)

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. Provides 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)

Section 7. Vice President of Professional Development.

ROLE DESCRIPTION: Elected or appointed volunteer responsible for professional development, education and chapter events (live and on-line) in accordance with chapter policies and Bylaws. Responsible for the development of chapter education activities and the maintenance of relationships with local colleges and universities, as well as with Authorized Training Providers (ATP) with appropriate coordination with the board of directors and Chapter President.

Section 8. Vice President of Volunteers.

ROLE DESCRIPTION: "Responsible for coordinating volunteer recruitment, onboarding, retention, recognition, succession planning, and leadership development, and for facilitating volunteer placement in collaboration with the Board and applicable chapter leaders."

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.

Commented [VM3]: in agreement as stated

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.

Section 11. 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.

Section 12. 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.

Section 13. 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 14. 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 15. The President 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 16: 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 17: 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 will be agreed upon between PMI and PMIAK's Board of Directors 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.

Section 5. Financial policy is established by the Board of Directors and must be followed by all the organization's volunteers.

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. 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 Director 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 PMIAK Chapter 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
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.

Section 4. Procedures not covered by these bylaws will be outlined in the Chapter Operations Manual. The Operations Manual is intended to contain additional information on Board member responsibilities, best routine Chapter operations. Changes to the Operations Manual can be made by of the Board without a vote of the Chapter membership.

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.