

PROJECT MANAGEMENT INSTITUTE
MICHIGAN CAPITAL AREA CHAPTER
BYLAWS

Adopted June 17, 1999

And Revised Per PMI Requirements August 6, 1999,

with proposed revisions of April 19, 2001

as revised per PMI requirements May 7, 2001

with approved revisions of May 20, 2003

as revised per MCAC Chapter Needs on May 2, 2005

ARTICLE I - NAME

The organization shall be called the Project Management Institute, Michigan Capital Area Chapter (hereinafter "the Chapter"). This organization is a local chapter chartered by the Project Management Institute (PMI) Incorporated (hereinafter the "PMI®") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of the State of Michigan.

ARTICLE II - AREA OF OPERATION

The primary area of operation of the Chapter includes, but is not limited to, the counties located in central lower Michigan.

ARTICLE III - PURPOSE

The purpose of the Michigan Capital Area Project Management Institute Chapter is to provide a professional forum dedicated to promoting project management excellence by encouraging the development of professional project management, sharing project management expertise, providing project management education and training, and supporting the application of project management standards.

ARTICLE IV - AUTHORITY:

The Chapter is responsible to the duly elected PMI Board of Directors and is subject to all PMI policies, procedures, rules and directives lawfully adopted. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated/registered. The bylaws of the Chapter may not conflict with the current PMI's Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the Chapter's Charter with PMI. The terms of the Charter executed between the Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

ARTICLE V - FINANCES

A. Fiscal Year:

The fiscal year shall be from 1 January to 31 December.

B. Budget:

The budget shall be an annual budget recommended by the Vice President of Finance and approved by the Board of Directors. The annual budget for the succeeding year shall be submitted in draft form no later than two weeks prior to a joint meeting of the officers, which shall be scheduled prior to the first meeting of the fiscal year. The incoming officers are to review the budget, submit changes, and approve it.

C. Financial Control:

The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities. Accounting for the finances of the Chapter shall conform, in general, to the recommended practices of the American Institute of Certified Public Accountants. The Vice President of Finance shall submit periodic statements of account to the Board of Directors.

D. Expenditures:

Expenditures shall be handled by the Vice President of Finance except as otherwise provided herein. In all cases, expenditures shall be made in accordance with the budget. The expenditures must not exceed the approved chapter budget by more than ten percent (10%), except with the approval of the Board of Directors.

E. Fee and Dues:

1. Annual dues for members and student members shall be as set, and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors and are subject to periodic change by the Board of Directors. Membership of new members shall commence on the day of acceptance by the PMI and payment of dues (PMI and Chapter) for the current year.

2. Bills for annual dues (PMI and Chapter) are mailed to members and student members by PMI prior to the anniversary date, based on the Chapter membership list, and are due on or before the anniversary date. All dues billings, dues collections and dues disbursements shall be performed by PMI.

3. Fees for various types of corporate sponsorships shall be as set, and are subject to periodic change by the Board of Directors. 4. Check Signature Authorization:

- a. The President and Vice President of Finance shall have signature authority.
- b. A detailed financial transaction log will be maintained by the Vice President of Finance and will be made available to any Board member, the PMI Board of Directors, or the PMI upon request.

ARTICLE VI - MEETINGS

The President shall have the authority and responsibility to allow the use of the Chapter name in connection with only those meetings or activities, which in his/her opinion, further the purpose of the Chapter.

A. Annual Business Meeting

1. Time: There shall be an annual business meeting of the Chapter, typically held during the last Chapter meeting of the program year, at which time the newly elected officers will be announced. The Annual Business Meeting will be conducted no later than June of each year.

2. Place: The Board of Directors shall select the place of the annual business meeting and shall announce the time, date, and location in a notice to all current Chapter Members in Good Standing at least 45 days in advance of the meeting. Typically, the Annual Business Meeting will be held at the normal Chapter meeting time and location.

3. Quorum: A quorum at all annual and special meetings of the Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.

B. Chapter Meetings

The Chapter shall meet at least six (6) times a year. These meetings will emphasize programs that further the objectives of the Chapter and will be the responsibility of the Vice President of Programs. All meetings shall be conducted according to parliamentary procedures determined by the Board.

C. Board Meetings

The President shall call board meetings as required to plan and discuss the activities of the Chapter. A minimum of six board meetings per year is to be conducted. A quorum shall be sixty percent (60%) of the board membership. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

D. Special Meetings

Special meetings of the membership may be called by the President of the Board, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

ARTICLE VII - OFFICERS AND NOMINATIONS

A. General:

All voting members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability is prohibited.

All officers shall be local Chapter Members in Good Standing. Officers of the Chapter will consist of:

- President
- Immediate Past President
- Vice President of Membership
- Vice President of Finance
- Vice President of Communications
- Vice President of Publicity
- Vice President of Professional Development
- Vice President of Programs
- Vice President of Logistics
- Vice President of Special Projects.
- Vice President of Outreach

The Vice President of Membership shall become President if that office becomes vacant. The Board of Directors shall declare an office to be vacant where an officer ceases to be a member in good standing of PMI or of the chapter by reason of non-payment of dues or where the Board Member fails to attend three (3) consecutive Board meetings. A Board Member 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. A Board Member 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.

Vacant offices shall be appointed by the President with the majority approval of the Board of Directors. Any elected officer may be recalled by approval of sixty (60) percent of those in attendance at a General Meeting of the Chapter membership.

B. Compensation and Conflict of Interest:

Officers of the Chapter will not be compensated. Any officer of the Chapter who anticipates a conflict of interest in any Board action will notify the Board and excuse themselves from participating in that action.

C. Nomination, Election and Tenure:

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. Officers (except for Immediate Past President) shall be elected by a majority of votes from the voting Chapter Members. All Chapter Members in Good Standing are eligible to vote. Voting is accomplished through ballot prior to the Annual Business Meeting. The candidate who receives the majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or Committee or by tellers designated by the Board. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Officers will serve the following term starting July 1. The President will serve a one-year term. All other Board of Director positions will serve two-year terms. The Vice Presidents of Membership, Finance, Publicity, Special Projects and Outreach will be elected to start terms on odd years. The Vice President of Programs, Professional Development, Communications, and Logistics will be elected to start terms on even years.

D. Responsibilities of Officers:

PRESIDENT

The President will be responsible for the overall functioning of the Chapter, assuring that the Chapter Board of Directors works together as a team, dedicated to achieving the Chapter vision, mission and objectives.

Roles Include:

- Approve agendas and preside over all Business and Chapter meetings.
- Direct the activities of other officers toward Chapter goals and objectives.
- Appoint Nominating Committee members by April 1 of each year to conduct Chapter elections.
- Appoint replacement Board members to vacant positions, subject to the Board's majority approval.
- Appoint committee and committee chairperson representatives to task teams and special projects as required and subject to Board approval.
- Submit to the PMI, an annual application for charter renewal.
Represent the Chapter, or appoint appropriate alternate to represent the Chapter at the annual leadership meeting and serve on any subcommittees that may be established to form policy, as appropriate.
- Liaison to the Executive Office of the PMI.
- Facilitate status reports for presentation at Chapter Board meetings.
- Maintain and deliver all permanent records to the position successor as required.

IMMEDIATE PAST PRESIDENT

Immediate Past President will be the last person to hold the President's position. In the event the President is elected for a second term, the Immediate Past President will also hold a consecutive term if they choose to do so. The Immediate Past President shall assist the President in liaison with PMI when necessary.

Roles Include:

- Assist in preparation and conduct of any special projects, seminars or meetings in support of other Board members, or in liaison with any project manager appointed for a specific project that the Chapter decides to undertake.
- Chair the Nominating Committee responsible for preparing the slate of officers for the succeeding year. If the Immediate Past President is on the slate of Officers for the succeeding year, the President shall appoint a Chapter member to serve as Nominating Committee Chair.

VICE PRESIDENT OF MEMBERSHIP

The Vice President of Membership will be responsible for the development and maintenance of a Chapter membership plan that assures continued growth through aggressive recruiting, retention and partnering with major Mid-Michigan employers.

Roles Include:

- Develop and implement a member retention plan.
- Develop and implement a member needs assessment survey.
- Serve as the backup President and assume presidential responsibilities if the elected president cannot fulfill the responsibilities for any reason.
- Compile and maintain a current file of the PMI members in the Chapter area of operations.
- Establish and maintain an active membership drive, including a documented plan, partnering with other Board members to identify membership opportunities, providing membership application forms and the PMI information to potential members.
- Provide periodic membership lists to all Board members, communicating with and requesting from the PMI, all appropriate membership documentation.
- Maintain Chapter membership list via the PMI DEP.
- Prepare monthly status reports for presentation at Chapter Board meetings.
- Maintain a permanent file of the membership and recruiting activities of the Chapter and turn over all documentation to successors as required.
- Send a welcome letter monthly to all new members including directions on subscribing to the listserv.
- Send a reminder letter to members needing to renew their membership the month their membership is set to expire.

VICE PRESIDENT OF FINANCE

The Vice President of Finance will be responsible for the solicitation of input from Board members for the development of financial goals and objectives for the Chapter, the preparation of an annual financial plan, as well as the collection and disbursement of all Chapter funds.

Roles Include:

- Manage all Chapter financial transactions including the collection of all Chapter dues from the PMI, payments for Chapter meetings or special events, collection of corporate sponsorship fees, and the payment of all Chapter bills in accordance with Chapter Board directives.
- Establish and maintain all required Chapter bank accounts and/or similar financial transactions, arranging for officer signatures as required, including the PMI International Board of Directors Vice President of Administration if requested.
- Submit all required IRS tax related filings.
- Develop an annual operating budget and forward to the Chapter Board for inclusion in the annual application for charter renewal.
- Develop an annual financial statement on the activities of the Chapter and provide to the Chapter Board of Directors by December 1 of each year.
- Prepare and present monthly financial statements to the Board of Directors and the general membership at Chapter meetings.
- Maintain a permanent file of the financial business of the Chapter and turn over all documentation to successors as required.

VICE PRESIDENT OF COMMUNICATIONS

The Vice President of Communications is responsible for the timely dissemination of information both to and from the Chapter membership, using various tools to accomplish the objective.

Roles Include:

- Distribute the program plan showing monthly events.
- Notify membership not less than twenty-one (21) days before all Chapter meetings.
- Receive from Vice President of Membership monthly membership reports of new and current members.
- Administer and edit the PMI MCAC Chapter's Members listserv
- Notify membership of all nominations thirty (30) days before election.
- Create, maintain, and file all Chapter correspondence (Board Meeting & Annual Business Meeting minutes).
- Document the Chapter's Strategic Planning Sessions
- Maintain and deliver all permanent records to the position successor as required.
- Be responsible for the local chapter's website and will work with the webmaster for accurate and timely updates. Will coordinate all upgrades for the website with the webmaster and the Board of Directors.

VICE PRESIDENT OF PUBLICITY

The Vice President of Publicity is responsible for the publicity of the Chapter and the PMI through internal and external publications and through partnering with local businesses.

Roles Include:

- Establish volunteer committees for the preparation and editing of Chapter newsletters, published articles, approving web page content, and local advertisements describing Chapter activities and plans.
- Develop and place advertisement in local newspapers of Chapter meetings, events, workshops, seminars, and vendor shows.
- Submit regular information on chapter activities for publication in the PMI publications.
- With the cooperation of other Board members, establish an awards program to show honor and distinction for professional accomplishments and Chapter participation.
- Prepare monthly status reports for presentation at Chapter Board meetings.
- Maintain and deliver all permanent records to the position successor as required.
- Serve as Managing Editor of the chapter newsletter, Maximum Float, producing an accurate and timely publication.

VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT

The Vice President of Professional Development will be responsible for promoting Project Management Professionalism through the development of educational publications, seminars, and workshops designed to help individuals achieve certification as Project Management Professionals (PMPs).

Roles Include:

- Provide the membership with professional workshops and seminars designed to improve their development in the field of project management.
- Establish and oversee a volunteer group charged with the task of developing and delivering a certification examination preparation workshop, with the goal of being offered on a semi-annual (minimum) basis.
- Coordinate and maintain certification preparation workshop modules to insure they reflect the types of changes being made to the PMI certification test.
- Oversee the Chapter Library, which will primarily focus on PMP Preparation reference material.
- Prepare monthly status reports for presentation at Chapter Board meetings.
- Maintain and deliver all permanent records to the position successor as required.
- Assist members with completing their PMP® application.

VICE PRESIDENT OF PROGRAMS

The Vice President of Programs is responsible for the development and delivery of programs relating to project management for each scheduled Chapter meeting. The Vice President of Programs will be responsible for the solicitation of input from Chapter members for program content. The content of these programs is to be consistent and in accordance with the objectives of the Chapter and with majority approval of the Chapter Board of Directors.

Roles Include:

- Develop and maintain individual member "area of interest" lists and work with other Board members to determine areas of interest of Chapter members for use in program delivery.
- Provide input for the yearly chapter reports to the President for Charter Renewal.
- Prepare monthly program schedules and agendas showing all planned Chapter activities for the program year, including speaker, vendor presentation, etc. Provide to Vice President of Communications and VP Publicity for distribution.
- Direct the presentation of special seminars, meetings and vendor exhibits that the Chapter Board of Directors deems beneficial to the local membership. Assure that Chapter meetings do not conflict with the annual PMI meeting.
- Obtain information on future guest speakers at least a month in advance of meetings to provide adequate lead time for the appropriate Board members to publicize such events.
- Prepare program and meeting notices for publication and distribution by the Vice President of Communications.
- Prepare monthly status reports for presentation at Chapter Board meetings.
- Maintain and deliver all permanent records to the position successor as required.
- Maintain speaker guidelines and provide to all potential speakers. Speaker Guidelines must be approved by the Board of Directors.
- Coordinate with Vice President of Professional Development to ensure alignment on program offerings.

VICE PRESIDENT OF LOGISTICS

The Vice President of Logistics is responsible for obtaining facilities for various scheduled Chapter and Board meetings. The term "facilities" includes any required items, such as meeting room, food and drink, audio-visual equipment and other resources needed for a typical meeting. The scope of this position shall include Chapter meetings identified in Article VI – Meetings, and other logistical needs of the Chapter.

Roles Include:

- Manage all physical arrangements for each Chapter meeting.
- Continually assess meeting facilities utilized by the Chapter for acceptable accommodations, appropriate accessibility to meeting attendees, price considerations, etc. via word-of-mouth, surveys and other information collection mechanisms.
- Recommend to the Chapter Board of Directors any additions, changes and deletions of meeting facilities.
- Forward meeting locations to the President for approval and distribution.
- Liaisons with the Vice President of Programs for any special presentation equipment for meetings or other Chapter functions.
- Monitor and report on requirements, participation levels and general membership feedback.
- Prepare monthly status reports for presentation at Chapter Board meetings.
- Maintain and deliver all permanent records to the position successor as required.
- Coordinate with online registration service provider (Acteva or equivalent) & reconcile payment.
- Send program details to VP Communications.
- Manage the registration of attendees for all chapter events.

VICE PRESIDENT OF SPECIAL PROJECTS

The Vice President of Special Projects will be responsible for the coordination of special efforts identified by the Chapter Board of Directors that cross functional areas of responsibility and provide support to various Chapter Board members and the Chapter as a whole.

Roles Include:

- Partner with Chapter Board members to determine short term and longer term needs that will support the strategic goals of the Chapter.
- Identify and propose ideas and special projects that will assist the Board of Directors in the establishment and growth areas of membership.
- As appropriate develop and distribute a "Special Projects Plan" to address and prioritize annual activities.
- Prepare monthly status reports for presentation at Chapter Board meetings.
- Maintain and deliver all permanent records to the position successor as required.

VICE PRESIDENT OF OUTREACH

The Vice President of Outreach will be responsible for all external relationship with businesses, educational institutions, community, and other PMI components.

Roles Include:

- Be responsible for the identification, development, and implementation of programs that will support the chapter's goals and bring awareness of the chapter to the community, businesses and Project Management Professionals.
- Build community awareness of the Project Management profession and as a result help educate those who have an interest in this field.
- Solicit the affiliation of the PMI members in the Chapter area of operations with the local Chapter.
- Establish and maintain an active corporate Chapter sponsorship solicitation drive in coordination with the VP of Publicity.
- Work with local educational institutions to enlist their support of Project Management Professionalism through the PMI and the local Chapter.

ARTICLE VIII – MEMBERSHIP

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.

Membership in the Chapter requires membership in PMI. The Chapter shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Chapter and all policies, procedures, rules and directives lawfully made there under. All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the Chapter. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.

A. Members in Good Standing:

Members in Good Standing shall be defined as Chapter members who have paid both the PMI and Chapter dues and do not appear on the PMI Member Not Paid list.

B. Delinquency:

Members and student members in arrears on dues for one (1) month shall be delinquent and their names removed from the official membership list of the Chapter.

C. Use of Membership List:

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

ARTICLE IX- LIMITATIONS:

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

No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

The Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- a. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- b. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- c. the contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

ARTICLE X – INDEMNIFICATION

In the event that any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the 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.

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.

To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

ARTICLE XI - PUBLICATIONS

A. Meeting Minutes:

The Vice President of Communications will produce and maintain meeting minutes that will document meeting proceedings, action items, attendance and meeting schedule information. Distribution of minutes will be to all Board members with further distribution on the Chapter's website.

B. Newsletter:

A Chapter newsletter will be published periodically in support of the objectives of the Chapter and the PMI. The editorial policies of the publication will be directed by the Board of Directors and implemented by the Vice President of Publicity.

C. Articles and Technical Presentations:

A compilation of Chapter member and/or guest speaker technical articles and oral presentations presented at Chapter meetings will be collected by the Vice President of Programs for inclusion in the Chapter library. The Vice President of Communications will coordinate the publication of appropriate documentation.

D. Other Publications and Distributions:

Other recurring or one-time publications intended for distribution to the Chapter membership will be authorized by the Board of Directors.

E. Chapter Library:

A Chapter Library will be established to serve the membership. The library documentation will be limited to: PMP Preparation Handbooks, Guidelines and Study Material paid for by the Chapter. Responsibility for the Chapter Library belongs to the Vice President of Professional Development.

ARTICLE XII - COMMITTEES

The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. Committees are responsible to the Board.

Special purpose Committee Chairs shall be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the Chapter. Committee members are appointed by the Committee Chairs, and do not need Board approval.

ARTICLE XIII - BOARD OF DIRECTORS

The Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

The Board shall consist of the Officers elected by the membership, the immediate Past President, and one or more members-at-large that may be appointed by the President with Board approval. The roles and responsibilities shall be defined by the Chapter Bylaws.

The Board shall exercise all powers of the Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI Bylaws and policies, and to exercise authority over all Chapter business and funds.

ARTICLE XIV - AMENDMENTS

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by e-mail ballot returned within fourteen (14) 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 fourteen (14) days before such meeting or vote.

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.

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

Minor revisions to these Bylaws may be approved by two-thirds affirmative vote of the total Board at a regular or special meeting of the Board provided that notice of such action has been provided to all Board Members and Chapter members at least 20 days before such meeting. All amendments to these bylaws are subject to PMI Headquarters review and approval.

ARTICLE XV – DISSOLUTION

Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.