



Great Lakes Chapter

Building Professionalism in
Project Management

**BYLAWS
OF THE
GREAT LAKES CHAPTER
OF THE
PROJECT MANAGEMENT INSTITUTE
INCORPORATED**

**Revised
Approved by PMIGLC Board of Directors
Approved by PMI International
Approved by PMIGLC Membership**

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Article I – Name, Principal Office and Relationship to PMI:

Section 1.

This organization shall be called the Project Management Institute - Great Lakes Chapter or Great Lakes Chapter of the Project Management Institute (hereinafter “the Great Lakes Chapter”). This organization is a Chapter, chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation organized under the laws of the State of Michigan.

Section 2.

The principal office of the Great Lakes Chapter, shall be located in, but not limited to the Southeastern area in the State of Michigan of the United States of America.

Section 3.

The Great Lakes Chapter is responsible to the duly elected PMI Board of Directors and is subject to all PMI policies, procedures, rules and directives lawfully adopted.

Section 4.

The Great Lakes Chapter shall meet all legal requirements in the jurisdiction(s) in which the Great Lakes Chapter conducts business or is incorporated/registered.

Section 5.

The bylaws of the Great Lakes 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 Great Lakes Chapter’s Charter with PMI.

Section 6.

The terms of the Charter executed between the Great Lakes Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

Article II - Purpose:

Section 1.

The Great Lakes Chapter supports the purpose of PMI. The mission of the Great Lakes Chapter is to improve project and program performance for individuals, companies, and organizations in the Southeastern Michigan region, through programs to increase their knowledge, skill, and in turn to serve the membership. The vision is to be recognized in the Southeastern Michigan region as the organization and resource of choice for Project Management professionalism.

The objectives of the Great Lakes Chapter are to:

1. To foster professionalism in Project Management.
2. To provide a forum for the exchange of Project Management problems, solutions, and applications.
3. To encourage Professional Development and research in the field of Project Management
4. To improve communication by developing and disseminating common terminology and techniques.
5. To facilitate networking and other means of improving Project Management career opportunities.
6. Encourage Board Continuity
7. Increase Member participation
8. Continue and expand community, corporate, and academic outreach areas
9. Maintain sound fiscal policy

Article III - Membership:

Section 1.

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.

Section 2.

Membership in the Great Lakes Chapter requires membership in PMI. The Great Lakes Chapter shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories. The Chapter shall have three categories of members, each with rights privileges and voting rights as hereinafter provided. Currently there are three categories of membership recognized by PMI. These are as follows:

1. Member – Any person who is a general member of PMI. Members shall have voting rights.
2. Student Member – Any person who is a student member of PMI. Student members shall not have voting rights and may not hold any office in the Chapter
3. Retiree Member – Any person who is a retiree member of PMI. This is a PMI member who has been in good standing for the last five (5) years, and has retired from gainful employment. A Retiree Member has the same rights and privileges as a Member.

Section 3.

Only members in good standing (see Article III, Sections 6-8) shall vote and hold office. Voting rights and the right to hold office are granted to regular members and retiree members.

Section 4:

Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Great Lakes Chapter and all policies, procedures, rules and directives lawfully made thereunder.

Section 5:

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 Great Lakes Chapter.

Section 6:

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

Section 7:

Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the Great Lakes Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Great Lakes Chapter to PMI.

Section 8:

Upon termination of membership in the Great Lakes Chapter, the member shall forfeit any and all rights and privileges of membership.

Section 9.

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

Article IV – Officers:

Section 1.

The Great Lakes Chapter shall have ten (10) elected officers to serve in the following positions: President, President Elect, VP - Administration, VP - Professional Development, VP - Finance, VP - Membership, VP - Outreach, VP - Programs, VP – Communication and the Immediate Past President. All officers shall be members in good standing of PMI and of the Great Lakes Chapter. The Office of the Presidency will consist of the President, President Elect, and the Immediate Past President. The officers in the Office of the Presidency will serve only one one-year term in each position. All the other officers will serve a two-year term of office, from January 1st to December 31st. Officers shall be eligible to serve only two consecutive full terms in the same office. Elected officers shall be eligible to serve only six consecutive years on the executive committee.

Section 2.

The Office of the Presidency will consist of three members. These members are the President, Immediate Past President, and the President Elect.

The President shall be the Chief Officer for the Great Lakes Chapter and of the Board. The President shall perform such duties as are customary for the presiding officers, including oversight of day to day operations and making all required appointments to the Executive Committee when a vacancy occurs during a term with the approval of the Executive Committee. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. The President must have previously been in the President Elect position.

The Immediate Past President shall be in an advisory role and will preside over the strategic direction of the Great Lakes Chapter and the Board.

The President Elect shall be responsible for facilitating operations of the Great Lakes Chapter. In that capacity the President Elect will work with the rest of the Executive Committee facilitating the day to day operation of the chapter. The President Elect must be selected by the Executive Committee from a current Executive Committee position. President Elect nominees must be elected by members within the last 3 years.

Section 3.

The VP - Administration shall keep the records of the Great Lakes Chapter, and oversee the administration of volunteers.

Section 4.

The VP - Finance shall oversee the management of funds and legal entity issues for duly authorized purposes of the Great Lakes Chapter.

Section 5.

The VP - Professional Development is responsible for planning and coordinating all Professional Developmental activities related to certification and recertification for the Great Lakes Chapter.

Section 6.

The VP - Membership is responsible for maintaining the Great Lakes Chapter membership database using information supplied by PMI. In addition using the information provided to grow the chapter.

Section 7.

VP - Programs is responsible for the developing and coordinating the presentation of programs related to project management for each regularly scheduled Chapter meeting. The content of these programs is to be consistent and in accordance with the Chapter objectives.

Section 8.

VP - Communication is responsible for the Chapter newsletter, web and other electronic communication and distribution of other information on Chapter activities

Section 9.

VP - Outreach is responsible for all external relationship with businesses, educational institutions, community, and other PMI components.

Article V – Board of Directors:

Section 1.

The Great Lakes 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).

Section 2.

The Chapter shall have an Executive Committee consisting of only the Chapter President, President Elect, all Vice Presidents and the Immediate Past President.

Section 3.

The Board shall consist of the officers of the Great Lakes Chapter and Directors at Large appointed as needed by the Vice President of each area, and voted on by the Executive Committee. All Directors at Large shall be members in good standing of PMI and of the Great Lakes Chapter. Terms of office for the Directors at Large shall be for one-year term. Director(s) At Large are appointed each year and are non-voting members of the board.

Section 4.

The Board shall exercise all powers of the Great Lakes 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 Great Lakes Chapter business and funds.

Section 5.

The Board shall meet at the call of the Chapter President, or at the written request of three (3) members of the Board directed to the Chapter President, or the VP - Administration. A quorum shall consist of no less than one-half of the membership of the Executive Committee at any given time. Each elected member shall be entitled to one (1) vote. The vote may take place in person, or by other means, with agreement of all Executive Committee members. Voting may not be by proxy. 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. In case of a split decision the tie will be broken by the Office of the Presidency. If the Office of the Presidency is split on the decision because only 2/3 of it members are present, then the presiding officer will break the tie.

Section 6.

The Board of Directors shall 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 Great Lakes Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend three (3) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the Chapter President or the VP - 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 7:

An Elected 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 Great Lakes Chapter members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 8:

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 Chapter President is unable or unwilling to complete the current term of office, the President Elect shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI – Nominations and Elections:

Section 1.

The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1. All voting members in good standing of the Great Lakes Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2.

Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified. The Great Lakes Chapter election process and timeline are described in the Chapter Operations Handbook.

Section 3.

A Nominating Committee shall be chaired by the immediate past Chapter President and prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Elections shall be conducted by mail ballot to all voting members in good standing. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee.

Section 4.

No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee. The committee shall establish criteria for the selection of nominees, which shall include at a minimum:

1. Member in good standing with PMI and the Great Lakes Chapter
2. Willingness to devote time and effort as an officer of the Great Lakes Chapter
3. Experience in the field of project management
4. Previous experience on PMI committees or as a Component Officer.

Article VII – 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.

Section 2.

All committee members and a chairperson for each committee shall be appointed by the Chapter President with the approval of the Board. Committee members may be appointed from the membership of the organization.

Article VIII - Finance:

Section 1.

The fiscal year of the Great Lakes Chapter shall be from January 1st to December 31st.

Section 2.

Annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors.

Section 3.

The 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.

Section 2.

Special meetings of the membership may be called by the Chapter President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the Chapter President. The Chapter shall meet a least seven (7) times of year, in addition to the annual business meeting. The Chapter should strive to hold monthly meetings, with the exception of the summer months (July and August).

Section 3.

Notice of all annual and special 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 4.

A quorum at all annual and special meeting of the Great Lakes Chapter shall be fifty (50) voting members in good standing, present in person.

Section 5.

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

Article X – Inurement and Conflict of Interest:

Section 1.

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

Section 2.

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

Section 3.

Great Lakes Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Great Lakes Chapter and any corporation, partnership, association or other organization in which one or more of Great Lakes 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:

1. 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;
2. 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;
3. The contract or transaction is fair to Great Lakes Chapter and complies with the laws and regulations of the applicable jurisdiction in which Great Lakes Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4.

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

Section 5.

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

Article XI - Indemnification:

Section 1.

The Corporation shall indemnify, to the fullest extent authorized or permitted by Michigan law, any person, and such person's heirs and legal representatives, who is made or threatened to be made a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative), whether formal or informal, and whether brought by or in the right of the Corporation or otherwise, by reason of the fact that such person is or was a Director, officer, employee, volunteer or agent of the Corporation, or such person is or was serving on any formally constituted advisory body or voluntary committee of the Corporation or the Board of Directors, or any such person is or was serving at the request of the Corporation as a Director, shareholder, member, partner, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if such person acted in good faith and in a manner the person reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which the person reasonably believed to be in or not opposed to the best interests of the Corporation or, with respect to any criminal action or proceeding, did not have reasonable cause to believe that the conduct was unlawful.

Section 2.

To the extent permitted by applicable law, the Great Lakes 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 Great Lakes Chapter, or is or was serving at the request of the Great Lakes 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 XII- Amendments:

Section 1.

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the Great Lakes Chapter 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 Great Lakes Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1.

Should the Great Lakes 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.