

BY-LAWS

PROJECT MANAGEMENT INSTITUTE MILWAUKEE/SOUTHEAST WISCONSIN CHAPTER INC.

ARTICLE I-MEETINGS

A. Annual Business Meetings:

- 1. Time:** There shall be an Annual Business Meeting of the Chapter, the date of which shall be determined by the Board of Directors (Board) and shall be held in conjunction with the annual election of officers.
- 2. Place:** The Board shall select the place of the Annual Business Meeting and shall announce and notice the time, date, and location to all current members of the Chapter in good standing not less than Forty Five (45) days prior to the meeting.
- 3. Quorum:** A quorum shall be twenty (20) chapter members in good standing except as otherwise provided in the Constitution or elsewhere herein.
- 4. Conduct:** The meetings shall be conducted in accordance with Robert's Rules of Order, latest revision.

B. Chapter Meetings:

- 1. Time:** The Chapter shall meet at least three (3) times a year in addition to the Annual Business Meeting or as many meetings as required to conduct its business in accordance with its purposes as stated in the Chapter Constitution. The frequency and dates shall be as determined by the Board. The agenda shall be as determined by the President, with the assistance of the Director-Programs, and approved by the Board.
- 2. Place:** The Board shall select the place of the Chapter Meetings and shall announce and notice the time, date, and location to all current members of the chapter in good standing.
- 3. Quorum:** A quorum shall be twenty (20) chapter members in good standing except as otherwise provided in the Constitution or elsewhere herein.
- 4. Conduct:** The meetings shall be conducted in accordance with Robert's Rules of Order, latest revision.

C. Board of Directors Meetings:

- 1. The Board shall meet, at the call of the President, as often as necessary to conduct the Chapter business, or at the written request of three (3) members of the Board directed to the President-Elect. A quorum shall consist of a majority of the Board. Each member shall be entitled to one (1) vote and may vote in person only.**
- 2. The President shall chair the meetings. In the President's absence, the President-Elect shall conduct the meeting. The meetings shall be conducted in accordance with Robert's Rules of Order, latest revision.**
- 3. The time, date and location shall be given to all Board members and any others requested to attend by the President at least twenty (20) days prior to the meeting except in an emergency. The President shall prepare and distribute an agenda for the meeting at least five (5) days in advance.**

4. **The Vice President-Communications shall prepare and distribute meeting minutes which shall be presented at the next Board Meeting for approval.**
5. **An Emergency meeting may be called upon consent of a majority of the Board.**

D. Committee Meetings:

1. **Committees shall meet as necessary to conduct their business.**
2. **The Committee Chairperson shall call and provide notice of all meetings.**
3. **Timely notification of the time, date and location shall be given to all committee members and the Board of Directors.**
4. **A written report of the meeting's activities shall be provided to the Board prior to the next Board meeting.**

E. Special Meetings:

1. **Members, or groups of members, may meet under the name of the Chapter at any time or place as long as the following conditions are met:**
2. **Approval of the meeting is obtained from the President.**
3. **Timely notification, including purpose, time, place, agenda, and names of principal participants is to be provided to all participants and the President.**
4. **Any written material to be used or distributed in connection with the meeting and carrying the name of the Chapter is submitted to the President for approval prior to its distribution or use.**
5. **The meeting sponsor, or sponsoring group, shall submit a written report to the Board prior to the next Board meeting.**

F. Electronic Meetings and Resolutions:

1. **Pursuant to the foregoing requirements of paragraphs A.3, B.3 and C.1, the board of directors may elect to hold meetings or conduct such business as may normally be conducted at the Annual Business Meeting, Chapter Meetings, Board of Directors Meetings, or Special Meetings, via "Electronic Means".**
2. **"Electronic Means" shall be construed to mean the use of E-Mail, E-Voting via the Internet or Chapter Website, teleconferencing, and the use of such other electronic technology that may become available that the board of directors believes is appropriate for use in conducting such meetings or business.**
3. **In all cases, use of "Electronic Means" shall satisfy the following requirements:**
 - i. **All members and/or board of directors shall receive notification of the pending use of "Electronic Means" in each and every instance.**
 - ii. **When e-mail is used, a copy of the e-mail shall be retained to demonstrate everyone is notified of the action to be taken by the board or the members, both before the action is taken and after the action has been taken.**
 - iii. **When E-Voting via the Internet or Chapter Website is used, advance announcement shall be posted on the Chapter Website home page; and made at the preceding chapter meeting; and via e-mail with return receipt requested. Results of the E-Voting shall also be announced in the same manner.**

- iv. When a chapter member notifies a board member of their inability to use “Electronic Means”, the board may make such accommodation as it may reasonably decide is appropriate to permit the member to participate in the chapter business at hand.
- v. The board of directors shall decide what, or if any, accommodations may be permitted in lieu of the use of Electronic Means” in all circumstances.

ARTICLE II-COMMITTEES

A. Committees:

1. The President, with the approval of the Board, may appoint as many committees as necessary to conduct the business and purposes of the Chapter.
2. The term for each committee shall be one (1) year or up to the date of the next Annual Business Meeting. All committees shall be reaffirmed at a Board meeting following the Annual Business meeting.
3. Except as noted in Article II B committees shall select a Chairperson and such other officers as needed to conduct the business of the Committee subject to the approval of the President.
4. All Committee meetings shall be noticed and conducted in accordance with the provisions provided elsewhere herein.

B. Standing Committees:

1. The Chapter shall have the following standing committees:
 - a. Long Range Planning
 - b. Chapter Advisory Panel
 - c. Nominating
2. The Standing Committees shall meet at least once each year or more as necessary to conduct the business of the committee. Timely notice of the time, date, and location shall be given to all participants and Board members.
3. The Immediate Past President shall call and preside over the Chapter Advisory Panel meetings. The Immediate Past President shall call and preside over the Long Range Planning Committee.
4. A written report of the meetings activities shall be provided to the Board prior to the next Board meeting.

C. Long Range Planning Committee:

1. The Long Range Planning Committee shall consist of the President, President-Elect, and all past Presidents.
2. The purpose and focus of the Long Range Planning Committee shall be to:
 - a. Develop and document the Chapter mission and vision statements.
 - b. Develop and document a Chapter Strategic Plan.
 - c. Develop and document the Goals, Strategies and Action Plans to effect the Strategic Plan.
 - d. Review the plan each year and recommend actions for adoption to the Board. Any change in actions or strategies to implement the Long Range Plan shall be by approval of the Board.
 - e. Re-baseline the plan every five (5) years.
 - f. Assure that the Long Range Plan conforms to the purpose and focus of PMI.

3. The adoption of the Long Range Plan and any subsequent revisions shall be by a majority vote of the Chapter members in good standing in attendance at the Annual Business Meeting.

D. The Chapter Advisory Panel:

1. The Chapter Advisory Panel shall consist of the present and all past Chapter Presidents. Past Chapter Presidents from other Chapters, who are current Chapter members, shall also be members of this committee. The panel shall have no legislative or managerial authority.
2. The purpose and focus of the Chapter Advisory Panel shall be to provide general advice and guidance on the programs undertaken by the Chapter through the following:
 - a. Providing a history of the Chapter's direction and decision basis.
 - b. Reviewing Chapter plans and activities for congruence with PMI objectives.
 - c. Providing guidance on Programs and activities to meet the membership's needs.
 - d. Reviewing the Long Range Plan and implementation process for congruence with PMI objectives.
3. Provide a written Annual Report to the Board with appropriate recommendations for consideration by the Board in carrying out their duties and responsibilities.

E. Nominating Committee:

1. The Nominating Committee shall be comprised of the Immediate Past President, as Chairperson, and two (2) other members of the chapter in good standing appointed by the President.
2. No member of the Nominating Committee shall be included in the slate of nominees prepared by this committee.
3. The Nominating Committee shall consider the following criteria when preparing the slate of nominees:
 - a. Willingness to devote time and effort to perform the duties of the office.
 - b. Length of Membership in PMI.
 - c. Experience as a project manager.
 - d. Participation in chapter activities.
4. The Nominating Committee shall provide each prospective nominee with a copy of the position's job description.
5. The Nominating Committee shall present its slate of nominees to the Chapter membership at the Chapter meeting which precedes the Annual Meeting.

ARTICLE III-DUTIES AND RESPONSIBILITIES OF THE OFFICERS

A. President:

1. Preside over all Chapter meetings.
2. Provide committee activities updates at chapter meetings as appropriate
3. Encourage members to participate in the governance of the chapter.
4. Direct the activities of the other officers.
5. Appoint members to vacant Board positions, subject to the Board's approval.
6. Appoint committees with the approval of the Board.
7. Submit to PMI the Annual Report including application for Chapter renewal, pursuant to the requirements of PMI.

8. **Represent the Chapter as a member of the Assembly of Chapter Presidents (ACP) upon election. Appoint representatives to attend all ACP meetings in the President's absence and who may serve on any ACP subcommittees.**
9. **Appoint Board members to oversee preparations and conduct special projects, seminars or meetings, or coordinate with any member appointed for a specific project which the Chapter decides to undertake.**
10. **Provide Chapter Liaison with PMI.**
11. **Appoint the Nominating Committee.**
12. **The President shall serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.**
13. **Appoint non-voting members to the Board as needed with Board approval.**

B. Immediate Past President:

1. **Participate as a voting member of the Board.**
2. **Assist the President in liaison with PMI if and when required.**
3. **Call and preside over the Nominating Committee.**
4. **Call and preside over the Long Range Planning Committee.**

C. President-Elect:

1. **Act for the President in his/her absence and assume the office of the President if vacant.**
2. **Conduct the duties and responsibilities delegated by the President.**
3. **Prepare the Chapter Charter Annual Renewal Survey and submit to the President for approval.**
4. **Assume the position of Chapter President for the following fiscal year.**

D. Vice President-Membership:

1. **Compile and maintain a current file of PMI members in the Chapter area of operation and solicit their participation in the local Chapter.**
2. **Arrange with PMI for the direct receipt of their updates on the Chapter membership.**
3. **Maintain a membership drive, including providing application forms and PMI information to potential members.**
4. **Forward any applications for membership received for processing to PMI.**
5. **Maintain an up-to-date mailing list.**
6. **Provide other officers with frequent updates as required for the performance of their responsibilities.**
7. **Include the PMI Regional Advocate and the PMI Chapter Services Administrator on the Chapter mailing list.**
8. **Prepare and distribute a Chapter membership directory during each calendar year as authorized by the Board.**

D. Vice President-Programs:

1. **Direct the notification and presentation of programs for each scheduled Chapter meeting.**
2. **Direct the preparation and conduct of the Chapter meeting program presentation.**
3. **Obtain information on future speakers before the meeting so it can be incorporated in publicity notices on a timely basis.**
4. **Provide continuity of planned programs during subsequent fiscal year carryover.**
5. **Direct the presentation and sponsorship of special seminars and meetings which the Chapter Board deems beneficial to the local membership.**
6. **Maintain and manage an information display of PMI literature and publications at Chapter meetings.**
7. **Prepare, analyze, and distribute Continuing Certification documents and evaluations pertaining to Chapter meetings.**
8. **Manage all physical arrangements for Chapter meetings, including the registration desk and collection of fees. Coordinate the facility arrangements including contract, insurance, seating arrangements, meals,**

timing of events, and special equipment required for the program presentation. Provide arrangements for Board or other meetings to take place at the same facility.

9. **Maintain data on meeting attendance, speakers and topics and make available to all interested parties. Maintain and provide updated information on attendees/prospective members for the chapter mailing list.**

F. Vice President -Communications:

1. **Publish the Chapter's Newsletter and provide timely notices to the membership of all scheduled general meetings, their locations, date, and subject matter, as well as all other Chapter business which requires notification to the membership. Solicit newsletter sponsors and advertisements to defray expenses.**
2. **Submit regular information of Chapter activities for PMI publication.**
3. **Develop and coordinate external publicity programs.**
4. **Maintain and publish the Chapter calendar of events.**
5. **Notify the membership not less than five (5) days before of any special Chapter meetings called by the President.**
6. **Keep all Chapter records.**
7. **Prepare and issue the minutes of the Board and all Chapter meetings in a timely fashion.**
8. **Direct and oversee the Chapter Web-site activities.**
9. **Direct the preparation of the Annual Report to the Chapter membership for distribution, upon approval of the Board, at the Annual Business meeting and publication in the December newsletter.**

G. Vice President-Finance:

1. **Be in charge of all Chapter moneys, receive all dues and payments, and pay all bills in accordance with the Board's directives.**
2. **Prepare an operating budget and submit to the Board for approval.**
3. **Prepare a financial report on the activities and financial status of the Chapter and submit to the Board monthly.**
4. **Manage financial arrangements for Chapter meetings and payment to the meeting facility.**
5. **Maintain records of Chapter assets.**
6. **Submit all reports and forms required by Federal, State and local authorities.**
7. **Complete a background check prior to taking office.**

H. Vice President-Professional Development and Certification:

1. **Develop and coordinate Chapter educational activities.**
2. **Direct the presentation and conduct of professional development seminars, meetings or colloquiums which the Chapter may choose to present.**
3. **Supervise the preparation of technical publications which the Chapter may choose to publish.**
4. **Supervise the Chapter's Scholarship Program.**
5. **Plan and coordinate Certification exam preparation workshops.**
6. **Interface with PMI on the guide to the PMBOK revisions, standards and accreditation, certification study and test materials.**
7. **Oversee certification/re-certification programs and activities.**
8. **Serve as chapter point of contact for the REP program.**

I. Vice President – Business Development

1. **Responsible for creating alliances with business and professional organizations that encourage their active support of and involvement in the PMI Milwaukee/Southeast Wisconsin chapter while increasing the visibility of the benefits the chapter can provide to those organizations.**

2. Establish and maintain relationships with businesses and professional organizations with the intent to create a 'win/win' situation that advances the needs of both parties.
3. Develop/update a list of organizations in the metro Milwaukee area and current PMI chapter members in those organizations. This list will be prioritized to focus on high-potential organizations in the annual plan.
4. Prepare an annual plan for developing and maintaining relationships with businesses in the metro Milwaukee area. This plan will cite detail tasks and milestones to encourage and support the high-priority organization's commitment to the project management profession, taking into account the purpose, mission and vision of the PMI Milwaukee/Southeast Wisconsin chapter. Submit the plan to the Board for approval. Review actual achievements to plan, and report progress to the Board at monthly Board of Directors meetings.
5. Lead other Business Development Committee members to aid in execution of the plan.
6. Advise chapter President of any issues that challenge the success of this position and its objectives.
7. Ensure that the goals of the relationship are being met.
8. Arrange for sponsorship of any business development activities and events, as approved by the Board.
9. Turn over all records and meeting presentation materials to the appointed or nominated successor.
10. Develop and adhere to a budget that supports business development events and activities. Submit the budget to the Treasurer for approval.

J. Vice President – Marketing

Position Summary: Assist the PMI board in promoting value of the local chapter to the PMI members in Southeastern Wisconsin as well as increasing the awareness of the local chapter within the local business community.

1. Be the focal point for coordinating marketing efforts with the national PMI office
2. Assist the VP of Communications with general marketing of the chapter to the public and members
3. Focal point for establishing advertising outlets for the chapter
4. Assist the VP of Business Development in raising the awareness of local chapter within the business community
5. Assist the PDD team with acquiring and developing advertising outlets for the annual event
6. Develop branded merchandise (trinkets and trash) for the local chapter to be used at the PDD and other chapter functions
7. Other duties as assigned by the PMI board

K. Director at Large

The duties of the Director at Large (Director) shall be as determined by the President.

L. Trustee

The PMI Board of Directors may appoint a Trustee should they consider this necessary.

ARTICLE IV – FINANCE

A. The Board shall establish policies and procedures to govern the management of the Chapter's finances.

B. Fiscal Year: The fiscal year shall be from January 1 to December 31.

C. Budget:

The budget shall be an annual budget recommended by the Vice President - Finance and approved by the incoming Board. The annual budget for the succeeding year shall be submitted in draft form no later than two (2) weeks prior to a joint meeting of the incoming and outgoing officers. The incoming officers are to review the budget, revise it as necessary and approve it.

D. Financial Control:

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 – Finance shall submit periodic statements of account to the Board as directed by the President.

E. Year End Report:

The outgoing Vice President - Finance shall close the books at the end of the Chapter's fiscal year and prepare the Annual Financial Report by January 31. The incoming Vice President - Finance shall direct a review of the previous year's books. A report of the review shall be submitted to the Board for approval on or before March 31.

F. Expenditures:

Expenditures shall be handled by the Vice President - Finance except as otherwise provided in the Constitution or herein. In all cases, expenditures shall be made in accordance with the budget. The expenditures shall not exceed the approved Chapter budget by more than ten (10) percent without the Board's approval.

E. Fees and Dues:

1. Annual dues for members and Student members shall be as set by the Board and forwarded to PMI by September of each year. Membership of new members shall commence on the day of acceptance by PMI and the payment of dues for the current year.
2. Bills for annual dues (PMI and Chapter) are mailed to the members and student members by PMI.

F. Check Signature Authorization: All checks shall require dual signatures. The Vice President - Finance shall sign all checks with the additional signature of a Board member. A minimum of two additional Board members shall have signature authority.

ARTICLE V-MEMBERSHIP

A. Membership in this organization is voluntary and shall be open to any person interested in furthering the purposes of the organization without regard to race, creed, color, age, sex, marital status, national origin, religion, sexual orientation, physical or mental disability. A member in good standing is one who has applied and been accepted for membership in PMI and has paid all dues for the current period.

B. Voting Rights and Privileges:

1. Regular Members – Any person meeting the general membership eligibility criteria. Regular members shall have full voting rights.
2. Student Members – Individuals meeting the general membership eligibility criteria who are also registered in an accredited educational institution on a full time and/or part time basis are qualified for student membership. Student members shall not have voting rights and may not hold any elected office in the Chapter. Dues for Student Members shall be at a reduced rate as determined by the Board.

C. Members shall be governed by and abide by the PMI bylaws and by the bylaws of the Chapter and all policies, procedures, rules and orders lawfully made thereunder.

- D. All members shall pay both their PMI and their Chapter membership dues. Membership dues for members who resign their membership in PMI or the Chapter shall not be refunded.
- E. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. 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 Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter to PMI.
- G. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- H. 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.
- I. The Chapter may not accept as members any individuals who have not been accepted as PMI members and shall not create its own membership categories.

ARTICLE VI-PUBLICATIONS/SERVICES

- A. A newsletter may be published in furtherance of the aims and objectives of the Chapter and PMI. The editorial policies of the publication shall be directed by the Board and implemented by the Vice President-Communications. Appropriate advertising is permissible.
- B. A compilation of Chapter members' technical articles and oral presentations presented at Chapter meetings may be published annually under the supervision of the Vice President-Programs.
- C. Other publications may be authorized by the Board.
- D. Member Services:
 - 1. Professional referrals will be the responsibility of the President who may delegate this activity to an officer or other appropriate person.
 - 2. The Board may contract for outside services as necessary to support the Chapter's needs.

ARTICLE VII-AMENDMENTS

- A. These By-Laws may be adopted or amended by a majority vote of the members in good standing in attendance at a Chapter Meeting, notice of such proposed changes having been sent in writing to the membership at least thirty (30) days before such meeting.
- B. Amendments may be proposed by the Board on its own initiative, or upon petition by ten (10) percent of the voting members addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.
- C. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors. Amendments to these bylaws must be approved by PMI before final adoption by the Chapter.