

CONSTITUTION

PROJECT MANAGEMENT INSTITUTE MILWAUKEE/SOUTHEAST WISCONSIN CHAPTER INC.

ARTICLE I – NAME

- A. This organization shall be called the Project Management Institute, Milwaukee/Southeast Wisconsin Chapter (hereinafter the “Chapter”). This organization is a local chapter chartered by the Project Management Institute Incorporated (hereinafter “PMI”) and separately incorporated as a non-profit, tax exempt Corporation under the State of Wisconsin.**
- B. 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.**
- C. The Chapter shall meet all legal requirements in the jurisdictions in which the Chapter conducts business or is incorporated.**
- D. 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.**
- E. The terms of the Charter executed between the Chapter and PMI, including all restrictions and prohibitions, shall take precedence over this Constitution and Bylaws and other authority granted hereunder.**

ARTICLE II – INTERNATIONAL PMI BY-LAWS AND PURPOSES

One of the Chapter’s principles is to give strong support to the purposes of PMI. The Constitution of the Chapter incorporates the By-laws of PMI. If the By-laws of PMI are amended, applicable changes will be effective for the Chapter, and the membership of the Chapter shall act to amend this Constitution accordingly. Additionally, the Chapter will act in conformity with all applicable policies, procedures, rules and directives lawfully adopted.

ARTICLE III – AREA OF OPERATION

The primary area of operation of the Chapter shall include, but not be limited to, the southeast portion of Wisconsin.

ARTICLE IV – CHAPTER OBJECTIVES

The objectives of the Chapter shall supplement the purposes of PMI as set forth in the PMI By-laws. The Chapter objectives are to provide a forum for discussion and examination of problems, solutions, applications and ideas related to the management of projects; to foster communication between public and private sectors, including academia, regarding project management; and to disseminate, within the primary area of operation of the Chapter, information regarding developments in project management.

ARTICLE V – MEMBERSHIP

A. Eligibility:

Eligibility for membership shall be as provided by the By-laws of PMI, Chapter By-Laws and herein. Membership in the Chapter requires membership in PMI.

B. Termination:

- 1. Membership in the Chapter shall terminate upon the Member's resignation, failure to pay dues or expulsion from membership for dishonesty, fraud, or misrepresentation in connection with the affairs of the Chapter or PMI.**
- 2. Except for failure to pay dues, expulsion shall take place only by the following process.**
- 3. Upon a recommendation of a majority of the Chapter Board of Directors (hereinafter the "Board"), a thirty (30) day written notice shall be sent, by a designated member of the Board, to the affected member informing them that a hearing shall be conducted before the Board called for that purpose and their attendance is requested. The affected member may give testimony at that time. The hearing shall be conducted in closed session and shall be presided over by the President, or the Vice President if the President is the subject of the meeting. Expulsion shall be effective immediately upon a two thirds (2/3) vote of the Board. Reinstatement may be effective by written request of the member and a two thirds (2/3) vote of the members in attendance at a Chapter Meeting held not less than ninety (90) days after the effective date of the expulsion.**
- 4. Upon termination of membership in the Chapter, any and all rights and privileges of Chapter membership, and any interest in the property or other assets of the Chapter shall be forfeited by the terminated member.**

ARTICLE VI - OFFICERS

A. General:

All officers shall be local members in good standing. Officers of the Chapter shall consist of President; Immediate Past President; President-Elect; Vice-President-Finance; Vice President-Membership, Vice President-Programs, Vice President-Communications, Vice President-

Professional Development and Certification, Vice President-Business Development, Vice President-Marketing and Director-at-Large.

B. Vacancies:

The President-Elect shall become President if that office becomes vacant. Other vacant offices shall be filled by appointment by the President, with the approval of the Board.

C. Removal from Office:

- 1. Any elected officer may be removed from office for dishonesty, fraud or misrepresentation or failure to attend two (2) consecutive Board meetings without excuse.**
- 2. Removal from office shall take place only by the following process.**
- 3. Upon a recommendation of a majority of the Board, a thirty (30) day written notice shall be sent, by a designated member of the Board, to the affected member informing them that a hearing shall be conducted before the Board called for that purpose and their attendance is requested. The affected member may give testimony at that time. The hearing shall be conducted in closed session and shall be presided over by the President, or Vice President if the President is the subject of the meeting. Upon an affirmative vote of a majority of the Board, the Board shall make a recommendation to remove the member from the office at the next Chapter meeting. Removal from office shall be effective immediately upon a two thirds (2/3) vote of those members in attendance. Such removal from office shall not constitute loss of any other rights or privileges of membership.**

D. Nomination, Election, and Tenure:

Officers will be elected by majority vote of the Chapter Members in attendance at the Annual Business Meeting. Officers will serve the following year from January 1 to December 31. The President shall appoint the members of the Nominating Committee, subject to the approval of the Board, who shall be members in good standing of PMI and the Chapter. The Nominating Committee shall be chaired by the Immediate Past President or other appointee confirmed by the Board. Nomination of officers shall be made by the Nominating Committee in accordance with the Chapter By-Laws. Nominations may be made from the floor at the time of elections.

Officers shall serve:

- 1. Until they are replaced by their elected successor**
- 2. Resign by letter to the board of directors**
- 3. Or are removed as described in Article VI, Section C.**

E. Duties and Responsibilities:

The duties and responsibilities of the Offices shall be as provided for in the Chapter By-Laws.

ARTICLE VII-CHAPTER BOARD OF DIRECTORS

The Chapter Board of Directors shall consist of the ten (10) elected officers and the Immediate Past President as a voting member of the Board. The President shall act as the Chairman of the Board of Directors. The Board of Directors shall be solely responsible for the management of the affairs of the Chapter.

ARTICLE VIII-FINANCIAL

Financial control shall be as set forth in the Chapter By-Laws. The Financial records shall be reviewed on an annual basis as directed by the President. The review shall be conducted at the close of each fiscal year. The collection of dues shall be in accordance with the procedures of PMI.

ARTICLE IX-AMENDMENTS

- A. Amendments to this Constitution shall be made by the Chapter membership approved by a two thirds (2/3) vote of the Chapter members in attendance at the Annual Business Meeting or a special meeting called for the purposes of voting on an amendment. Notification of a meeting to consider amendments to this constitution shall be made to the Chapter members at least twenty (20) days prior to the meeting.**
- B. All amendments must be consistent with PMI's By-laws and the policies, procedures, rules and directives established by the PMI Board of Directors. Amendments to this Constitution must be approved by PMI before final adoption by the Chapter.**

ARTICLE X-LIMITATIONS

- A. No member of the Chapter shall receive any pecuniary gain or profit, incidental or otherwise, from its activities, except that the Chapter shall be authorized to pay reasonable compensation for services rendered and make payments in furtherance of the purposes and objectives of the Chapter as set forth herein. The Chapter shall not carry on any activity not permitted by any statute, federal or state, in the USA.**
- B. No elected officer of the Board, appointed committee member or other official 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 the officers regarding attendance at Board meetings and other approved activities.**
- C. All elected officers of the Board, appointed committee members and other official 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.**

D. All officers 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 other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

ARTICLE XI-INDEMNIFICATION

- A. In the event that any person who is or was an officer, committee member, or official 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 criminal, administrative, or investigative (other than an action or proceeding by or in the right of the corporation), such representation 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. Where the representative was successful in defending the action, indemnification is mandatory.**
- B. 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.**
- C. To the extent permitted by applicable law, the Chapter may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the Chapter as an 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-DISSOLUTION

Should the Chapter be dissolved 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.