

Date	Bylaws Action/Change
02/17/09	Article IV. Added Director of Events – Rochester and changed Director of Events to Director of Events – La Crosse. Also clarified how board positions are decided as well as the consecutive terms allowed in a position or on the board. Article XIII. Added Sections 1, 2 and 3 as required by PMI®.
03/04/05	Article IV. Added the automatic succession path from Vice President to President and extended the term of an officer to three years if they get on this succession path in their second year. Approved by majority Membership vote on April 15, 2005
8/13/03	Amended Article XII, Section 1 per the request of PMI HQ. Bylaw changes now may be voted on by the membership. Changes temporarily noted in red. All board members voted to approve this change.
7/11/03	• Added Director of Communications and Marketing board position. • Added Immediate Past President board position. • Changed the term start date from

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

Section 1. This organization shall be called the Project Management Institute, **La Crosse, Wisconsin chapter** (hereinafter “the **LA CROSSE 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 (or equivalent) organized under the laws of **WISCONSIN**.

Section 2. The principal office of the **CHAPTER** shall be located in **LA CROSSE, WI**.

Section 3. The **LA CROSSE 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 **LA CROSSE CHAPTER** shall meet all legal requirements in the jurisdiction(s) in which the **LA CROSSE CHAPTER** conducts business or is incorporated/registered.

Section 5. The bylaws of the **LA CROSSE 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 **LA CROSSE CHAPTER**’s Charter with PMI.

Section 6. The terms of the Charter executed between the **LA CROSSE 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 objectives of the **LA CROSSE CHAPTER** are to:

- A. TO PROVIDE A FORUM FOR DISCUSSION AND EXAMINATION OF AND IDEAS RELATED TO THE MANAGEMENT OF PROJECTS, AND AIDING WITH PROBLEMS, SOLUTIONS, AND APPLICATIONS.**
- B. TO HELP PROMOTE THE MEMBERSHIP AND GOALS OF PMI.**

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 **LA CROSSE CHAPTER** requires membership in PMI. The **LA CROSSE CHAPTER** shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3. **All members in good standing may vote and hold office. Good standing is defined as current in dues for both local and national, and not removed from the organization due to unprofessional behavior.**

Section 4. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the **LA CROSSE 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 **LA CROSSE CHAPTER**.

Section 6. Membership in the **LA CROSSE 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 **LA CROSSE CHAPTER**. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the **LA CROSSE CHAPTER** to PMI.

Section 8. Upon termination of membership in the **LA CROSSE 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 **LA CROSSE CHAPTER** may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of **LA CROSSE CHAPTER**, consistent with PMI policies.

Article IV – Officers:

Section 1. The **LA CROSSE CHAPTER** membership shall have **eight** elected officers on the board. A slate of nominees is prepared for the membership, and after the elected members are decided by the membership, the board members will then vote on which of them will serve in the following officer positions: President, Vice-President, Secretary, Treasurer, Director of Membership, Director of Events – La Crosse, Director of Events - Rochester, and Director of Communications and Marketing. All

officers shall be members in good standing of PMI and of the **LA CROSSE CHAPTER**. In the event of a tie vote, the **President** will have the deciding vote. The officers will serve **two**-year terms of office, staggered so that not all officer(s) are elected each year. An exception to the two-year term is for a person voted, by the board, into the Vice President's position in their second year in office. In this case their term is automatically extended to a third year so they can follow the succession path to the President position. There is no limit on the consecutive terms an individual may serve in a particular position or on the Board itself.

Section 2. The **PRESIDENT** shall be the chief executive officer for the **LA CROSSE CHAPTER** and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The **President** shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 3. The **VICE PRESIDENT** shall fulfill the responsibilities of the President, should the President be unable to attend a meeting, fulfill a responsibility, or complete their term. The officer voted, by the board, to serve as Vice President must have served on a PMI board in the last 5 years. The Vice President is the intended successor for the President and shall assume the position of President in the following year.

Section 4. The **TREASURER** shall oversee the management of funds for duly authorized purposes of the **LA CROSSE CHAPTER**

SECTION 5. THE **SECRETARY** shall keep the records of all business meetings of the la crosse chapter and meetings of the board.

SECTION 6. THE **DIRECTOR OF MEMBERSHIP** shall oversee the member recruiting and maintain the membership lists.

SECTION 7. THE **DIRECTOR OF EVENTS – LA CROSSE** shall coordinate the speakers for meetings as well as the facility and catering for events held in the La Crosse, WI area. The coordination of speakers will be done in conjunction with the Director of Events – Rochester.

SECTION 8. THE **DIRECTOR OF EVENTS – ROCHESTER** shall coordinate the speakers for meetings as well as the facility and catering for events held in the Rochester, MN area. The coordination of speakers will be done in conjunction with the Director of Events – La Crosse.

SECTION 9. THE **DIRECTOR OF COMMUNICATIONS AND MARKETING** shall maintain the chapter website and is responsible for ongoing communications to the membership (e.g. chapter newsletter and meeting announcements). this board position will start in the 2004 / 2005 year.

SECTION 10. THE **IMMEDIATE PAST PRESIDENT** shall assist the current president as assigned. this board role will start in the 2004 / 2005 year. this board position is non-elected and is non-voting.

Article V – Board of Directors:

Section 1. The **LA CROSSE CHAPTER** shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the nonprofit corporation (or equivalent).

Section 2. The Board shall exercise all powers of the **LA CROSSE 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 **LA CROSSE CHAPTER** business and funds.

Section 3. The Board shall meet at the call of the **President**, or at the written request of three (3) members of the Board directed to the **President**. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each elected member shall be entitled to one (1) vote. 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.

Section 4. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the **LA CROSSE CHAPTER** by reason of non-payment of dues. An officer 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.

Section 5. An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 6. If any officer 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 board can not come to agreement on the successor, the **President** shall have the deciding vote. In the event the **President** is unable or unwilling to complete the current term of office, the **Vice President** 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 and Article V, Section 2. All voting members in good standing of the **LA CROSSE 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 **June** following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted **by e-mail ballot to all voting members in good standing**. The candidates who receives the majority of votes cast for the number of positions shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

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 **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 **LA CROSSE CHAPTER** shall be from 1 January to 31 December.

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 the May membership meeting each year.

Section 2. Special meetings of the membership may be called by the **President**, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the **President**.

Section 3. Notice of all annual and special meetings shall be sent by the Board to all members at least 45 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 meetings of the **LA CROSSE CHAPTER** shall be ten percent (10%) of the voting membership 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 **LA CROSSE CHAPTER** shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the **LA CROSSE CHAPTER**, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the **LA CROSSE CHAPTER** shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the **LA CROSSE 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. The **LA CROSSE CHAPTER** may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of **LA CROSSE CHAPTER** and any corporation, partnership, association or other organization in which one or more of **LA CROSSE 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 **LA CROSSE CHAPTER** and complies with the laws and regulations of the applicable jurisdiction in which the **LA CROSSE 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 **LA CROSSE CHAPTER** shall act in an independent manner consistent with their obligations to the **LA CROSSE 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 **LA CROSSE 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. In the event that any person who is or was an officer, director, committee member, or authorized representative of the **LA CROSSE CHAPTER**, acting in good faith and in a manner reasonably believed to be in the best interests of the **LA CROSSE 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.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the **LA CROSSE 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 **LA CROSSE CHAPTER**, or is or was serving at the request of the **LA CROSSE CHAPTER** as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, nonprofit 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 LaCrosse, WI 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 forty-five (45) 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 forty-five (45) 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 **LA CROSSE CHAPTER**'s Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the **LA CROSSE CHAPTER** or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the chapter.

Section 2. In the event the **LA CROSSE CHAPTER** failed to deliver value to its members as outlined in **LA CROSSE CHAPTER'S** business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the chapter, as per terms of the Charter.

Section 3. In the event the **LA CROSSE CHAPTER** is considering dissolving, the **LA**

CROSSE CHAPTER'S members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the **LA CROSSE 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.