

NCPMI Bylaws

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Article I – Name, Principal Office; Other Offices.

Section 1. Name/Nonprofit Incorporation

This organization shall be called the Project Management Institute, North Carolina Chapter (or can be referred to as Chapter).

(Hereinafter "NCPMI Chapter or Chapter"). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a nonprofit, tax-exempt corporation (or equivalent) organized under the laws of North Carolina. As per PMI charter agreement, all chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. Legal Requirements

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

Section 3. Principal Office; Other Offices

The principal mailing location of the NCPMI Chapter shall be located in the Research Triangle Park region, North Carolina, United States of America. The NCPMI Chapter may have other offices such as branch offices as designated by the NCPMI Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. Board of Directors

The NCPMI 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 2. Bylaw Conflicts

The bylaws of the NCPMI Chapter may not conflict with the current PMI's bylaws and all policies, procedures, rules or directives established or authorized by PMI nor with the NCPMI Chapter charter with PMI.

Section 3. Precedence of Documents

The terms of the charter executed between the NCPMI Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these bylaws and other authority granted hereunder and in the event of a conflict between the terms of the charter and the terms of these bylaws, the NCPMI Chapter shall be governed by and adhere to the terms of the charter.

Article III – Purpose and Limitations of the NCPMI Chapter.

Section 1. General Purpose.

The NCPMI Chapter, chartered by PMI® as a non-profit, tax exempt corporation, is dedicated to advancing the practice, science, and profession of project management; to establish and maintain a dynamic PMI chapter that will provide for the professional development of a diverse membership; to encourage wide participation and high member activity; to operate the NCPMI Chapter in a sound and business-like manner in the furtherance of the purpose and objectives of the Project Management Institute.

Section 2. Specific Purposes.

Consistent with the terms of the charter executed between the NCPMI Chapter and PMI and these bylaws, the purposes of the NCPMI Chapter shall include the following:

- a) To foster professionalism in the management of projects.
- b) To contribute to the quality and scope of project management.
- c) To stimulate appropriate global application of project management for the benefit of the public.

- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
- f) To provide the membership high value for the members' investment of time and money.
- g) To maintain our position as a leader among PMI chapters in the delivery of value to its members.
- h) To maintain a community of project managers regardless of discipline, industry, company or geography by providing frequent opportunities for member interaction, education, and professional development.

Section 2. Limitations of the NCPMI Chapter.

- a) General Limitations. The purposes and activities of The NCPMI Chapter shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with the NCPMI Chapter Articles of Incorporation.
- b) The membership database and listings provided by PMI to the NCPMI Chapter may not be used for commercial purposes and may be used only for nonprofit purposes directly related to the business of the NCPMI Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- c) The officers and directors of The NCPMI Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents, its charter agreement, PMI's bylaws, policies, practices, procedures, rules and applicable law.

Article IV – NCPMI Chapter Membership.

Section 1. General Membership Provisions.

- a) Membership in the NCPMI Chapter and its committees requires membership in PMI®. The NCPMI Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
- b) Membership in this organization is voluntary and shall be open to an acceptable PMI member interested in furthering the purposes of the organization. Membership shall be open to all such persons in good standing

without regard to race, creed, color, age, sex, sexual orientation, marital status, national origin, religion, or physical or mental disability.

- c) Members shall be governed by and abide by the PMI bylaws and by the bylaws of the NCPMI Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- d) All members shall pay the required PMI and the NCPMI Chapter membership dues to PMI and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI or the NCPMI Chapter.
- e) Membership in the NCPMI Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause as stated in article IV, section 1 E.
- f) Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the NCPMI Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the NCPMI Chapter to PMI within such one month delinquent period.
- g) Upon termination of membership in the NCPMI Chapter, the member shall forfeit all rights and privileges of membership.

Section 2. Classes and Categories of Members.

The NCPMI Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – The NCPMI Chapter Board of Directors.

Section 1. Government

The NCPMI Chapter shall be governed by an elected Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the nonprofit corporation.

The Board shall be comprised of the following nine positions:

- President
- Executive Vice President
- Immediate Past President

- Vice President, Membership
- Vice President, Finance
- Vice President, Programs
- Vice President, Professional Development
- Vice President, Certifications
- Vice President, Communications & Technology

The Board Officers are elected by the membership.

Section 2. Officers Elections

The Board shall consist of the officers of the NCPMI Chapter elected by the membership and shall be members in good standing of PMI and of the NCPMI Chapter. The terms of office for the elected officers shall be of two (2) calendar years in length, limited to two (2) consecutive terms in the same position, and no more than three consecutive terms on the Board in general (6 years). Exceptions are outlined in Sections 3, 4 and 5. One is expected to be a Director of the NCPMI Board for at least one year before being considered for a Chapter officer position. Terms of office that have been filled by appointed officers for completion are exempted from this restriction if less than six months in length.

The Chapter officers shall be bound individually by any action of the Chapter Board of Directors and collectively by the charter agreement and the bylaws of the NCPMI Chapter and PMI.

The Chapter officers shall have additional duties and authority as may be conferred by the Chapter policies and procedures manual(s).

Section 3. The President

The President shall be the executive officer for the NCPMI Chapter and of the Board and shall perform such duties as are customary for presiding officers and shall be responsible for:

- calling and presiding over all Chapter meetings as Chairman of the Board of Directors,
- ensuring that proper minutes of all Board of Directors Meetings are taken and entered into the Chapter records,
- providing overall leadership and direction to the Chapter and overseeing the activities of the other Chapter officers,

- ensuring Chapter business is done legally and ethically,
- directing the Chapter's strategic goals,
- driving activities to achieve the Chapter's vision, mission and objectives as detailed by the Chapter board,
- ensuring the chapter is adequately and appropriately represented in all relevant outside activities and personally represent the Chapter when in attendance at public events, in particularly those organized by the PMI,
- acting as a liaison with the PMI including notifying PMI headquarters of newly elected officers, changes to the mailing address for the Chapter and the President's contact information as well as any changes in Chapter membership fees by the designated due date,
- ensuring both the Chapter and PMI bylaws, policies and procedures are upheld and enforced,
- managing any PMI policy and guideline changes to Chapter bylaws or processes,
- ensure any NCPMI and PMI copyrights and trademarks are registered and properly utilized,
- distributing information, materials and correspondence received from PMI headquarters or other chapters to the appropriate officer in a timely manner and completing any PMI requests in a timely manner,
- ensuring the appropriate officer(s) have access to PMI web site and materials,
- ensuring PMI opportunities are well publicized and addressed particularly those involving Chapter and volunteer recognition,
- ensuring the Chapter charter renewal is updated and in PMI compliance,
- making all required appointments with the approval of the Board,
- timely monitoring and administering the President's email account,
- attending the annual Chapter meeting,
- developing and implementing a written transition and succession plan.

The President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee. The term is one (1) year in length.

Section 4. The Executive Vice President

The Executive Vice President shall be responsible for:

- serving as president-elect of the NCPMI Chapter assisting the President with his or her duties managing the chapter,
- overseeing all committees,
- providing overview and management for all officially designated Chapter projects such as workshops, trade show booths, research programs, or scholarship fund,
- ensuring proper coordination among Chapter projects, membership, publicity, finance, programs, etc.,
- timely monitoring and administering the Executive Vice President's email account,
- attending the annual Chapter meeting,
- developing and implementing a written transition and succession plan.

In situations where the President is temporarily unavailable, the Executive Vice President shall temporarily assume the role, representing the President and administering the President's duties until such time as the President may resume their role and duties. The term is one (1) year in length.

Section 5. The Immediate Past President

The Immediate Past President shall be responsible for:

- assuming the role as mentor for the President,
- providing ethics reinforcement and guidance on strategic policies to the Board,
- promoting and support the work of the Board,
- chairing temporary committees, supervise the preparation and conduct of any special projects, seminars or meetings, and serve on any such special committees as requested by the President,

- assisting the President as a liaison with the PMI as requested or needed,
- appointing the members of the Nominating Committee, subject to Board approval,
- chairing the Nominating Committee responsible for preparing the slate of officers for the succeeding year,
- conducting the annual election of officers.

The term is one (1) year in length, and the Past President only has voting rights as a “tie breaker” when there is an even split vote of the Board.

Section 6. The Vice President, Finance and Administration

The Vice President, Finance and Administration shall be responsible for:

- managing all Chapter monies for duly authorized purposes of the NCPMI Chapter, including the receipt of all dues, contributions, and guest payments and the accounting of all Chapter bank and investment accounts and other financial activities,
- managing all financial accounts and excess funds including any appropriate investments via an accredited and reputable financial advisor,
- paying all Chapter bills and provide refunds as needed,
- reimbursing individuals/corporations for authorized expenses with presentation of receipts and expense reports,
- overseeing all Chapter procurements,
- maintaining Chapter general liability insurance coverage,
- reviewing any Chapter contracts, agreements and insurance,
- arranging for the co-signature of the current Chapter President on all Chapter bank accounts along with themselves,
- obtaining NCPMI backed credit cards where appropriate for Chapter officers and arrange for the payment of such accounts,
- participating in annual strategic session to determine annual goals/objectives and prepare an annual operating budget for each area, with the approval of the Board, for the planning of Chapter activities,
- analyzing cost impact and income benefit of all Board proposed activities,

- monitoring budgets for each area (Membership, Programs, etc.) during the course of the year,
- presenting Chapter financial status at Board of Director meetings,
- preparing an end of the year annual financial report on the activities and financial status of the Chapter to the Board,
- providing any requested financial information needed for tax reporting to the PMI,
- conducting an independent audit as PMI recommended and ensure required federal and state tax returns are filed on time,
- developing and publicizing policies with financial impact,
- turning over all Chapter financial records to his or her successor and receiving a receipt,
- maintaining a key for the Chapter post office box,
- timely monitoring and administer the Vice President, Finance's email account,
- attending the annual Chapter meeting,
- developing and implementing a written transition and succession plan including providing all access to accounts and services to the President.

The term is two (2) years in length and elected in even numbered years.

Section 7. The Vice President, Membership

The Vice President, Membership shall be responsible for:

- encouraging NCPMI Chapter membership growth via campaigns, renewals, outreach, and recruitment of new members,
- welcoming and supporting new members via a welcoming letter and through an awareness of available services and benefits,
- responding to member inquiries for information and assistance,
- promoting the value of Chapter membership,
- marketing to Chapter membership opportunities for growth, networking, and leadership,

- striving to actively maintain a high level of retention through initiatives,
- establishing and/or maintaining a volunteer database,
- obtaining updates of the PMI listing of current Chapter members as needed,
- updating the Board periodically with membership statistics and data,
- assisting in the preparation of the Board of Directors ballot and election,
- timely monitoring and administering the Vice President, Membership's email account,
- attending the annual Chapter meeting,
- developing and implementing a written transition and succession plan.

The term is two (2) years in length and elected in odd numbered years.

Section 8. The Vice President, Programs

The Vice President, Programs shall be responsible for:

- providing the direction and vision for a year-long program including solicitation of guest speakers and other programs of interest that is supportive of the goals/objectives of the Chapter,
- planning, developing, scheduling, marketing and coordinating of programs for regularly scheduled Chapter meetings and assist in providing the same where requested for other meetings,
- managing all physical and financial arrangements for all general membership meetings and special meetings, coordinating any special requirements of the meetings or of other officers and arrange with the facility providers for:
 - seating arrangements
 - meeting schedule, including set-up and tear down
 - special equipment such as a projector, microphones, flip charts, display tables, etc.
- incorporating feedback, suggestions and recommendations for constant effectiveness and value improvement including logistics such as facility determination,

- seeking new opportunities for speakers, vendors and programs through networking with educational providers and PMI chapters,
- coordinating vendor participation, collecting any monies due and ensuring vendors do not interfere with the objectives of membership meetings,
- soliciting sponsors for meetings and coordinating for their needs and expectations,
- managing all the arrangements for any guest presenters including topic and scope to ensure the presentation is in the best interest of the membership,
- gathering names, contact information and PMI membership number on all meeting attendees, including non-members,
- transmitting non-member meeting attendee information to the Vice President Membership for recruitment,
- forming a Programs Committee, if necessary, of active Chapter volunteer members to fulfill the obligation of the position,
- providing the Vice President Membership and the Webmaster with information on scheduled general meetings, locations, dates, and subjects, upcoming activities and events in a timely manner,
- coordinating with the Vice President Finance relative to meeting financial requirements,
- timely monitoring and administering the Vice President, Programs' email account,
- attending the annual Chapter meeting,
- developing and implementing a written transition and succession plan.

The term is two (2) years in length and elected in even numbered years.

Section 9. The Vice President, Professional Development

The Vice President, Professional Development shall be responsible for:

- planning, developing, offering, scheduling, marketing and coordination of continuing education seminars, webinars, workshops, courses, and professional development days validated for the earning of PDUs on project management topics designed to enhance the profession and expand the skills and knowledge of project managers including the development of critical soft skills,

- incorporating feedback, suggestions and recommendations for constant effectiveness and value improvement including logistics,
- seeking new opportunities for programs through networking with educational providers and PMI chapters,
- providing information to members on career development through networking with educational organizations and content providers,
- encouraging, assisting in and directing efforts of Chapter members in the preparation of presentations and papers as part of their professional development,
- sponsoring and overseeing the NCPMI Annual Event and other special events as needed through event directors,
- timely monitoring and administering the Vice President, Professional Development's email account,
- developing and implementing a written transition and succession plan.

The term is two (2) years in length and elected in odd numbered years.

Section 10. The Vice President, Certifications

The Vice President, Certifications shall be responsible for:

- planning, developing, offering, scheduling, marketing and coordinating of courses to prepare members for any of the PMI® certification exams (e.g. PMP, PgMP, CAPM, etc.)
- providing information to members about PMI® certification / re-certification
- recruiting, training and overseeing all instructors ensuring they provide necessary information for proper payment (including address and social security number or TIN) and recording of activities,
- incorporating feedback, suggestions and recommendations for constant effectiveness and value improvement including logistics,
- timely monitoring and administering the Vice President, Certifications' email account,
- developing and implementing a written transition and succession plan.

The term is two (2) years in length and elected in even numbered years.

Section 11. The Vice President, Communications and Technology

The Vice President, Communications and Technology shall be responsible for:

- overseeing the set-up, maintenance and support of NCPMI Chapter e-mail accounts and the design, update and maintenance of the website to changing needs of each Vice President,
- overseeing the membership newsletter content and delivery as well maintain a list of recipients,
- ensuring web site information is current including contact information, events calendar including certification classes and professional development activities, Chapter officers, etc,
- maintaining the electronic library of documents in a structured fashion including locations for meeting minutes, policies, bylaws, contracts, insurance policies, financial records, etc.
- providing electronic membership notices of meetings and other functions,
- serving as advisor for any Chapter technology initiatives including any communications support needed by Board members,
- maintaining an inventory and register of all hardware and software licenses purchased for the Chapter and assisting in maintaining any electronic register of any other Chapter assets,
- ensuring all electronic records, web site, and email are appropriately backed up and can be recovered if necessary,
- publicizing generate awareness of the NCPMI Chapter to the public and region through various means including social media and calendar entries to local newspapers,
- establishing communication policies and recommend updates to the Board when necessary,
- implementing marketing initiatives to increase awareness and promote interest in project management among leaders of RTP region companies and organizations,
- acting as liaison to the electronic, print, television and radio news media including providing press releases and responding to inquiries,

- timely monitoring and administering the Vice President, Communications and Technology email account,
- timely monitoring and administering any trouble ticketing system,
- developing and implementing a written transition and succession plan including providing all access to hardware, accounts and services with the President acting as a backup contact.

The term is two (2) years in length and elected in odd numbered years.

Section 12. At- Large Directors(s)

At-Large Directors are Board appointed assistant officers and serve as non-voting members on the Board of Directors. The roles and number of At-Large Directors are determined by the Board and may be changed periodically to meet current requirements of ongoing operations. The Board may include no more than four (4) At-large directors, who are nominated by the President and approved by the Board by simple majority vote. Directors at- Large may represent emerging or existing areas of business or special projects or initiatives. They serve at the discretion of the Board and their term coincides with the Board President but may be reappointed indefinitely.

Non-elected At-large Directors shall perform duties as directed by the Board of Directors.

Section 13. The Board Secretary

The Board appointed NCPMI Board Secretary serves as a non-voting member on the Board of Directors. They shall be responsible for:

- keeping the non-financial records of all business meetings of the NCPMI Chapter Board including approved meeting minutes, bylaws, articles of incorporation, charter agreement, board policies, and committee charters,
- keeping minutes of Board meetings, coordinate and distribute agendas,
- providing records to members that request information, and provide all notifications, communication and general correspondence as required to the appropriate parties,
- attending the annual Chapter meeting,
- developing and implementing a written transition and succession plan.

The Board Secretary is considered a Chapter officer and serves at the discretion of the Board. Their term coincides with the Board President but may be reappointed indefinitely.

Section 14. Directors

Director positions on the Operational Management Team are approved by the Board of Directors. The President and Vice Presidents holding a specific named area of business may appoint a particular individual for an approved director position, once the Board approves the position. Directors shall perform projects within that Board member's duties. Directors serve under the direction of a current voting Board member during that officer's tenure. Directors are considered Chapter Officers, but do not serve on the Board of Directors and do not hold voting rights.

Section 15. Powers

The Board shall exercise all powers of the NCPMI Chapter, except as specifically prohibited by the PMI bylaws and policies, its charter with PMI, 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 NCPMI Chapter business and funds.

Section 16. Meetings

The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the present membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may allow proxy voting and may conduct its business by teleconference, facsimile, email or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 17. Vacant Position

The Board of Directors may 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 NCPMI Chapter by reason of non-payment of dues, or where the officer or Director at- Large fails to attend two (2) consecutive Board meetings. An officer or Director at-Large 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 President or Secretary of the written notice.

Section 18: Removal from Office

An 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 members present and in person at an official meeting of the membership, or by two-thirds (2/3) of votes cast of the entire Board at any given time.

Section 19: Filling Positions

If any officer or Director at-Large position becomes vacant, the Board may appoint a successor to fill the office and assume all duties for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete their current term of office, the Executive Vice President shall immediately assume the title, office and duties of the presiding officer for the remainder of the term. The order of succession for President shall be Executive Vice President, Vice President Membership, Vice President Finance, Vice President Certifications, Vice President Programs, Vice President Professional Development, Vice President Communications and Technology, Immediate Past President.

Article VI – NCPMI Chapter Nominations and Elections

Section 1. Elections

The nomination and election of officers and directors shall be conducted 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 NCPMI Chapter shall have the right to vote in any Board of Directors membership election. Discrimination in election and nomination procedures based on race, creed, color, age, sex, sexual orientation, marital status, national origin, religion, physical or mental disability or unlawful purpose is prohibited.

Section 2. Office Commencement

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.

Section 3. Nominating Committee

A Nominating Committee shall prepare a slate containing nominees for each membership elected 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 electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. In the case of a tie, the Board will cast a

single, deciding vote by majority vote of Officers. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. If there are no candidates meeting the prerequisite experience (Director for at least 1 year), this may be waived assuming that the candidate meets all the other requirements

Section 4. Nominating Committee Exclusion

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

Section 5. Funding and Electioneering

In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

Article VII – NCPMI Chapter Committee.

Section 1. Committees

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, goals, benefits and objectives. Committees are responsible to the Board and fall under the immediate jurisdiction of the Executive Vice President. All committee members and officers shall be solely drawn from the membership of the NCPMI organization and must be in good standing with the NCPMI. The NCPMI Chapter officers and/or directors can also serve on the NCPMI Chapter committees.

Section 2. Committee Officers

The chairperson for each committee shall be appointed by the President with the approval of the Board. Any additional committee members will be appointed by the Executive Vice President.

Article VIII - NCPMI Chapter Finance.

Section 1. Fiscal Year

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

Section 2. Dues

NCPMI Chapter annual membership dues shall be set by the NCPMI Chapter Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. Dues Billing

All dues billings, dues collections and dues disbursements to the NCPMI shall be performed by PMI.

Article IX – Meetings of the Membership.

Section 1. Annual Meeting

An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special Meeting

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

Section 3. Annual Meeting Notice

Notice of all annual meetings shall be sent by the Board as represented by the Secretary to all members at least thirty 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. Special Meeting Notice

Notice of all special meetings shall be sent by the Board at least three business days in advance to all those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum

A quorum at all annual and special meetings of the NCPMI Chapter shall be 10% of those voting members in good standing, present and in person.

Section 6. Meeting Conduct

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

Article X - Inurement and Conflict of Interest.

Section 1. Membership Gain Restriction

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

Section 2. Officer Compensation

No officer, director, appointed committee member or authorized representative of the NCPMI Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the NCPMI 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. Contracts

NCPMI Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the NCPMI Chapter and any corporation, partnership, association or other organization in which one or more of the NCPMI 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 and reaffirms annually
- c. the contract or transaction is fair to the NCPMI Chapter and complies with the laws and regulations of the applicable jurisdiction in which the NCPMI Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors

Section 4. Independent and Ethical Behavior

All officers, directors, appointed committee members and authorized representatives of the NCPMI Chapter shall act in an independent and ethical manner consistent with their obligations to the NCPMI Chapter and applicable law, regardless of any other affiliations, memberships, or positions. Charges of any violation of this trust may be brought before the Board by any Board member for a two-thirds affirmation vote for dismissal of Board members present or voting via proxy.

Section 5. Disclosure of Interest

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 NCPMI 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. Legal Proceedings

In the event that any person who is, or was an officer, director, committee member, or authorized representative of the NCPMI Chapter acting in good faith and in a manner reasonably believed to be in the best interests of the NCPMI 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) specifically relating to their activities as authorized representatives of the NCPMI Chapter, 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. Determination of Indemnification

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. Liability Insurance

To the extent permitted by applicable law, the NCPMI 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 NCPMI Chapter or is or was serving at the request of the NCPMI 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. Amendment Voting

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot or present at an annual meeting of the NCPMI 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. Should ballots representing less than 2/3rds of the membership be received, 2/3rds of the votes received will count and act in approval or denial of such changes.

Section 2. Amendment Proposals

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. Consistency with Bylaws and Charter

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 NCPMI Chapter charter with PMI.

Article XIII – Dissolution.

Section 1. PMI Right of Dissolution

In the event that the NCPMI 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 NCPMI Chapter.

Section 2. Failure to Deliver Value

In the event the NCPMI Chapter consistently fails over the extended course of time to deliver overall value to its members as outlined in NCPMI Chapter's Charter and lacking any further mitigating factors, the Chapter acknowledges that PMI® has a right to dissolve the NCPMI Chapter after due process including any appeals that are exhausted, as per the terms of the Charter.

Section 3. Dissolution Procedure

In the event the NCPMI Chapter is considering dissolution, the NCPMI Chapter Board of Directors as represented by either their President or Secretary, must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.

Section 4. Assets Dispersal

Should the NCPMI 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.

PMI reviewed and approved 21 July 2014

Chapter Member Approved-11 September 2014