
The PMI Syracuse Chapter, Inc. Bylaws

Publication Revision 1.3

June 30, 2001

The PMI Syracuse Chapter, Inc. Bylaws
Publication Revision 1.3

Table 1 - Revision History

Date	Revision Number	Revision Details	Author
06.17.01	1.0	Initial Publication for review by PMI® and Chapter Acting Board Of Directors (BOD).	G.E. Lucas
06.20.01	1.1	Inclusion of comments from various BOD members.	G.E. Lucas
06.27.01	1.2	Edits and updates, re-submission to PMI® for legal review and approval.	G.E. Lucas
06.30.01	1.3	Edits after acting BOD comments and PMI legal review and approval. Published and distributed to acting BOD for final approval for publication and a vote by the PMI Syracuse Chapter membership.	G.E. Lucas

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Article I – Name, Principal Office and Relationship to PMI

- Section 1. This organization shall be called THE PMI SYRACUSE CHAPTER, INC. (hereinafter “PMI Syracuse Chapter”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI”) and separately incorporated as a non-profit, tax-exempt corporation organized under the laws of the State of New York.
- Section 2. The principal office of the PMI Syracuse Chapter shall be located in City of Syracuse, County of Onondaga in the State of New York USA. The mailing address for The PMI Syracuse Chapter, Inc. shall be THE PMI SYRACUSE CHAPTER, INC., P.O. Box 7171, Syracuse, NY 13261-7171.
- Section 3. The PMI Syracuse 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 PMI Syracuse Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI Syracuse Chapter conducts business and in accordance with its incorporation under the laws of the State of New York.
- Section 5. The bylaws of the PMI-Syracuse 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 PMI Syracuse Chapter’s Charter with PMI.
- Section 6. The terms of the Charter executed between the PMI Syracuse 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 PMI Syracuse Chapter are to:
1. Foster professionalism in the management of projects.
 2. Contribute to the quality and scope of project management.
 3. Stimulate appropriate local application of project management for the benefit of the general public.
 4. Provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among Institute members, and others interested and involved in project management.
 5. Identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 6. Collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
 7. Provide a guiding influence in academic and industrial research in the field of project management.
 8. Seek and foster local cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit.

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9. Identify, develop, foster, and maintain professional: practice, ethical, credentialing and accreditation standards and principles.

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, sexual orientation, marital status, national origin, religion, or physical or mental disability.
- Section 2. Membership in the PMI Syracuse Chapter requires membership in PMI. The PMI Syracuse 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. The PMI Syracuse Chapter shall have three classes of members each with rights, privileges and voting rights as hereinafter provided:
1. Chapter Member - Regular. Any person who is interested in, or engaged in, the practice, teaching or other application of project management, including research concerning project management, may qualify as a Regular Member of the Institute. Regular Members shall have voting rights and may hold any elected or appointed office in the Institute.
 2. Chapter Member - Retiree. Any person who has been a PMI Member in good standing for five (5) consecutive years, and who has retired from active employment, qualifies for PMI Retiree membership. Retiree Members shall have all rights of the Regular Member class.
 3. Chapter Member - Student. Any person currently registered in a degree-granting program at an accredited, or globally equivalent, college/university, may qualify for PMI Student membership. Student Members shall not be entitled to exercise any voting rights, and shall not hold any elected office in the PMI Syracuse Chapter.
- Section 4. Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of the PMI Syracuse Chapter and all policies, procedures, rules and directives lawfully made thereunder.
- Section 5. All members shall pay the required PMI and the PMI Syracuse Chapter's annual membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the PMI Syracuse Chapter.
- Section 6. The schedule for Chapter membership dues shall be published by specific notice to the Chapter membership and may be subject to change by passing a resolution by the Chapter Board and by providing written notice to the Chapter membership upon such resolution. This schedule shall be in accordance with policies and procedures established by the PMI Board of Directors.
- Section 7. Membership in the PMI Syracuse Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- Section 8. 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 PMI Syracuse Chapter. A

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delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Syracuse Chapter to PMI.

- Section 9. Upon termination of membership in the PMI Syracuse Chapter, the member shall forfeit any and all rights and privileges of membership.
- Section 10. The membership database, listings and any other data (“Data”) provided by PMI to the PMI Syracuse Chapter, or any data collected, created or modified by the PMI Syracuse Chapter may not be used for commercial purposes. Data may be used only for non-profit purposes directly related to the business of the PMI Syracuse Chapter, consistent with policies that exist or may be developed by either PMI or the PMI Syracuse Chapter.

Article IV – Officers

- Section 1. The PMI Syracuse Chapter shall have four (4) elected officers to serve in the following positions:
1. President and Chair
 2. Vice President and Vice Chair
 3. Secretary
 4. Treasurer

The officers of the corporation shall be members in good standing of PMI and of the PMI Syracuse Chapter. The officers will serve according to their terms of office, as specified Article V – Board of Directors, section 3. of these Bylaws, staggered so that officer(s) are elected periodically.

- Section 2. The officers of the Chapter shall be bound by, be responsible and accountable to the Chapter Board of Directors for satisfying resolutions and directives of the PMI Syracuse Chapter Board of Directors, and shall have the authority and accountability conferred and granted by these Bylaws.
- Section 3. The officers of the Chapter shall be elected by the Chapter membership at the annual meeting of the Chapter and shall take office the first day of the new year. Newly elected officers and directors shall assume their duties after the last scheduled meeting of the current Chapter Board.
- Section 4. The President and Chairperson shall be the chief executive officer for the PMI Syracuse 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 Syracuse Chapter Board of Directors. The Chapter Chair shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.
- Section 5. The Vice President and Vice Chairperson shall act under the direction and supervision of the Chapter Chair. The Vice Chair shall assist the Chapter Chair in the performance of the duties of the Chair and exercise authority consistent with these Bylaws.
- Section 6. The Secretary shall have and perform duties commonly incident to, and vested in, the corporate office of secretary, as well as duties delegated and designated by the Syracuse Chapter Board of Directors or the Chair. The duties and authority of the Chapter Secretary shall include, but not be limited to: accountability for the accuracy of board documents, including true minutes of all meetings and the financial records of the PMI Syracuse Chapter and all notices given in accordance with these Bylaws

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Section 7. The Treasurer shall have and perform duties commonly incident to and vested in the corporate office of treasurer, as well as duties delegated and designated by the Syracuse Chapter Board of Directors or the Chairperson. The duties and authority of the Chapter Treasurer shall be to oversee the management of funds for duly authorized purposes of the Syracuse Chapter.

Section 8. As many as two (2) offices may be held by the same person except that neither the Secretary nor the Treasurer may serve in the officer's capacity as President and Chair of the Board.

Article V – Board of Directors

Section 1. The PMI Syracuse Chapter shall be governed by a Chapter Board of Directors (“Board”). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The Board shall consist of ten (10) Directors of which, at least two (2) members shall assume the Officer's positions as described and referenced in Article IV – Officers above. All Directors shall be elected by the membership of the PMI Syracuse Chapter at the Chapter's Annual Meeting. The members of the Board of Director shall include:

1. Chapter President
2. Chapter Vice President
3. Director of Programs
4. Director of Finance
5. Director of Professional Development
6. Director of Communications
7. Director of Member Services
8. Director of Corporate Relations
9. Director of Certification
10. Ex-Officio Past Chapter President

Section 3. Director's Position Descriptions

.1 Chapter President

The President shall act in the capacity as the chief executive officer of the 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 Board of Directors. He/she shall preside at all meetings, direct activities, delegate tasks and appoint resources to the controlling body of the Chapter. As the chief executive, the President shall be the chief liaison with members of PMI at large and will ensure that the Chapter, its activities, charter and mission meet the objectives of the Chapter membership and shall ensure conformance and compliance with the charter, policies and guidelines set forth by PMI®.

.2 Chapter Vice-President

The Vice President and Vice Chairperson shall act under the direction and supervision of the Chapter President. The Vice President shall assist the President in the performance of the duties of the President and exercise authority consistent with these Bylaws. The Vice President shall assist the President and members of the Board as liaison with PMI as required or directed; publish agenda, memoranda and

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preside at meetings; recommend members for the Nominating Committee and assist in the appointment of resources to special projects as determined and authorized by the Board of Directors. As a President-Elect position, this Board member shall have specific responsibility to lead transition of the Chapter's President position for a subsequent term as Chapter President.

.3 Director of Programs

The Director of Programs shall have responsibilities to develop and coordinate the presentation of programs to the Chapter membership meetings. This includes assessing, defining, securing and coordinating the activities for speakers and facilities needed to conduct membership meetings or special meeting events under the direction of the Board. This Board member shall communicate and direct activities to ensure timely execution of Chapter events when approved by the Board. Position responsibilities will include coordination, communication, event recording and administration of activities with the Director of Communication and Director of Finance to ensure timely notification and fiscal management of all Chapter events.

.4 Director of Finance

The Director of Finance shall keep or cause to be kept full and accurate accounts of receipts and disbursements of the Chapter, and shall deposit or cause to be deposited all moneys and other valuable effects of the Chapter in the name and to the credit of the Chapter in such banks or depositories as the Board of Directors may designate. At the Annual Meeting of the Board of Directors and whenever else required by the Board of Directors, he or she shall render a statement of the Chapter's accounts. He or she shall at all reasonable times exhibit the Chapter's books and accounts to any officer or director of the Chapter and shall perform all duties incident to the position of Director of Finance subject to the control of the Board of Directors, and shall when required, give such security for the faithful performance of his or her duties as the Board of Directors may determine.

.5 Director of Professional Development

The Director of Professional Services shall be charged with the responsibilities to assess the educational needs and to develop and aid in the delivery of educational programs for the membership of the Chapter. The position shall plan, develop, communicate and coordinate educational activities working with other members of the Board. This position shall ensure that the quality of professional development is consistent with all policies and guidelines established by PMI.

.6 Director of Communications

The Director of Communications shall have the responsibility to plan, execute, monitor and control, maintain and execute communication activities with all Chapter stakeholders. This will include, but not be limited to, performing activities to acquire information from both internal and external sources on issues and activities that need to be communicated to the membership concerning the Chapter. Duties include acquiring, writing, reviewing, publishing and disseminating information through media methods developed and maintained by the Chapter under the direction and approval of the Board of Directors.

.7 Director of Member Services

The Director of Member Services shall have the responsibility to serve as the primary interface to the general public within the jurisdiction of the Chapter. The

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Director of Member Services shall act under the direction and supervision of the Chapter President and shall perform duties and exercise authority consistent with these Bylaws. Duties shall include promoting the benefits of membership in the Chapter and PMI at large to individuals or entities that express interest in membership; maintain and update guest and membership data as made available through meetings or systems that supply membership information to the Chapter through PMI; act as the chief liaison to PMI for use and update of the DEP system. In general, to perform all the planning, management and execution tasks germane to the position under the direction and with the approval of the Chapter Board of Directors.

.8 Director of Corporate Relations

The Director of Corporate Relations shall have responsibilities to serve as a primary interface to the corporate and educational community within the jurisdiction of the Chapter. The Director of Corporate Relations shall act under the direction and supervision of the Chapter President and shall perform duties and exercise authority consistent with these Bylaws. Duties shall include but not be limited to identifying and promoting the benefits of the Chapter to corporate and educational institutions; collaborate with universities, other educational institutions, and corporate entities to encourage membership in the Chapter; generate revenue for the Chapter by soliciting corporate and educational sponsorships. In general, this position has responsibility for actively developing awareness and partnerships with the Chapter for the improvement of the local Chapter and project management as a professional discipline.

.9 Director of Certification

The Director of Certification shall have responsibilities to develop and coordinate educational activities for certification of Chapter members with PMI. The Director of Certification shall act under the direction and supervision of the Chapter President and shall perform duties and exercise authority consistent with these Bylaws. Duties shall include the Planning and coordinate certification workshops; acting as an advisor to the Director of Professional Development on any training issues that might impact professional development; track member PMP's PDUs for re-certification; foster and encourage all certified professionals to pursue continuous re-certification; provide guidance to Chapter PMP's on methods and local opportunities to earn PDUs for re-certification; act as a primary liaison with PMI on issues concerning training curriculum, standards and accreditation and the content and use of training materials relevant for study to gain certification. In general, this board position shall act as the planning and execution resource for all PMI International certification and re-certification activities under the direction and approval of the Chapter Board of Directors.

.10 Ex-Officio Past Chapter President

The Ex-Officio Past Chapter President position shall act in an advisory role and shall have all the voting powers of a Director except when voting candidates to the Nominating Committee for the next general election.

Section 4. All Directors shall be members in good standing of PMI and of the PMI Syracuse Chapter, Inc. Terms of office for the Directors elected in 2001, as a transition measure, shall be as follows:

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Table 2 – Board of Director’s Position Term

Board of Director Position	One Year	Two Year
Chapter President	X	
Chapter Vice President	X	
Director of Programs		X
Director of Finance		X
Director of Professional Development	X	
Director of Communications		X
Director of Member Services		X
Director of Corporate Relations		X
Director of Certification	X	
Ex-Officio Past Chapter President	X	

Following this transition, the term of office for each Board position shall be for two years. Each Board position term shall be staggered so that half of the Chapter Board positions are elected each year. The ex-officio, past Chapter President shall move to this Board position upon election of the new Chapter President in accordance with the term election cycle.

- Section 5. The roles and responsibilities for each of the Board of Directors shall be in accordance with the PMI Syracuse Chapter Handbook (“Handbook”), which shall define each Director’s position, authority, function and accountability in greater detail. Each Board member shall oversee the management for the planning, establishment and maintenance of activities within their functional area as defined by the Handbook and in accordance with these Bylaws.
- Section 6. The Board shall exercise all powers of the PMI Syracuse Chapter, except as specifically prohibited by these Bylaws, the PMI Bylaws and policies and the laws of the State of New York in which the PMI Syracuse Chapter is incorporated. 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 PMI Syracuse Chapter business and funds.
- Section 7. The Board shall meet at the call of the Chapter President, or at the written request of three (3) members of the Board directed to the Chapter President. A quorum shall consist of no less than one-half of the 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 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 8. The Board of Directors shall declare an Officer or Director position to be vacant where an Officer or Director ceases to be a member in good standing of PMI or of the PMI Syracuse Chapter by reason of non-payment of dues, or where the Officer or Director fails to attend two (2) consecutive Board meetings. An officer or Director may resign by submitting written notice to the Chapter President, the Secretary or the Director of Member Services. 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.

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Section 9. An Officer or Director 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 10. If any Officer or Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the Chapter President is unable or unwilling to complete the current term of office, the Chapter Senior 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 V, Section 3. All voting members in good standing of the PMI Syracuse 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, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office no later than forty-five (45) days after the announcement of election result 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: at the annual meeting of the membership. The candidate who receives a majority of votes cast for each office 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 and shall report to the Board.

Section 2. The Chapter President with the approval of the Board shall appoint all committee members and a chairperson for each committee. Committee members may be appointed from the membership of the Chapter.

Article VIII - Finance

Section 1. The fiscal year of the PMI Syracuse 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.

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- Section 4. The Officers and Director's authorized to disbursed funds from any Chapter's bank account(s) shall require two signatures in combination of either the Chapter President (and Chair) or the Chapter Vice President (and Vice Chair) and the Director of Finance.
- Section 5. No member of the PMI Syracuse Chapter shall commit to the expenditure of Chapter funds without the approval of the Board. The Board may delegate this authority to an Officer or a member of the Chapter Board of Director's in accordance with policies and procedures established by the Board and these Bylaws.
- Section 6. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Article IX – Meetings of the Membership

- Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.
- Section 2. Special meetings of the membership may be called by the Chapter President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the Chapter President.
- Section 3. Notice of all annual and special meetings shall be sent by the Board to all members at least thirty days (30) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.
- Section 4. A quorum at all annual and special meetings of the PMI Syracuse 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 Syracuse Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Syracuse Chapter, except as otherwise provided in these bylaws.
- Section 2. No officer, director, appointed committee member or authorized representative of the Syracuse Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Syracuse 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 Syracuse Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Syracuse Chapter and any corporation, partnership, association or other organization in which one or more of the Syracuse 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;

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- 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 Syracuse Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Syracuse 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 Syracuse Chapter shall act in an independent manner consistent with their obligations to the Syracuse 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 Syracuse 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 PMI Syracuse Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Syracuse 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 PMI Syracuse 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 PMI Syracuse Chapter, or is or was serving at the request of the PMI Syracuse Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- Amendments

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the PMI Syracuse 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

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- the membership at least thirty (30) days before such meeting or vote.
- Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.
- Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMI Syracuse Chapter's Charter with PMI.

Article XIII – Dissolution

- Section 1. Should the PMI - Syracuse 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.