

**COLLEGE OF PERFORMANCE MANAGEMENT**

**TENNESSEE VALLEY**

**CHAPTER BYLAWS**

ADOPTED: FEB 2016

**ARTICLE I – NAME; GOVERNANCE; COORDINATION OF BYLAWS**

A. NAME. The name of this chapter is the **TENNESSEE VALLEY** Chapter (herein, the “Chapter”). The date of the Chapter’s charter is 1<sup>st</sup> February 2016

B. GOVERNANCE. The business and affairs of the Chapter shall be governed by these Bylaws, and the Chapter policies and procedures established from time to time by the College of Performance Management (the “CPM”).

C. COORDINATION WITH CPM BYLAWS. These Chapter Bylaws must remain consistent with the Bylaws and the other policies and procedures of the CPM, all as amended from time to time. In the case of any inconsistency, as determined by the CPM Governing Board, between these Bylaws and the Bylaws, or policies and procedures of the CPM, the Bylaws, and policies and procedures of the CPM shall govern. Capitalized terms used herein but not otherwise expressly defined shall have the meaning ascribed to such terms in the Bylaws of the CPM.

**ARTICLE II – CHAPTER EXECUTIVE COUNCIL; CHAPTER OFFICERS**

A. CHAPTER EXECUTIVE COUNCIL. The elected Chapter officers shall be collectively called the “Chapter Executive Council.” The Chapter Executive Council shall convene on a regularly scheduled basis in accordance with the policies, procedures and guidelines of the CPM. The vote of at least a majority of the members of the Chapter Executive Council shall be necessary and sufficient as the act of the Chapter Executive Council for any matter within the purview of the Chapter Executive Council. The Chapter President shall preside at all meetings of the Chapter Executive Council and will provide each member of the Chapter Executive Council with an agenda for the meeting. When the Chapter President is unable to preside at meetings the Chapter Vice President will be deputized. Members of the Chapter Executive Council may participate in any meeting of the Chapter Executive Council by use of any means of communication by which all the members of the Chapter Executive Council participating may simultaneously hear each other during the meeting. A member of the Chapter Executive Council participating in a meeting by this means is deemed to be present in person at the meeting.

B. OFFICERS. The elected officers of the Chapter shall be: Chapter President, Chapter Executive Vice President, Chapter Vice President Administration, Chapter Vice President Finance Chapter Vice President Certification, and Chapter Vice President Events. The Chapter Executive Council may create additional Chapter officers, with such duties and responsibilities as the Chapter Executive Council shall determine, with the prior approval of the CPM Chapter Sub Committee. Officers shall serve a term of two (2) years, subject to prior resignation or recall. Officers may serve consecutive terms but not more than three consecutive terms. An officer may

resign at any time by providing written notice to the Chapter Executive Council, which resignation shall be effective upon receipt of such notice by the Chapter Executive Council. Such notice must be advised to CPM within 30 days. All Chapter Officers must be current members of the CPM in good standing who have elected to join the Chapter and paid the appropriate dues.

C. COMMITTEES. The Chapter Executive Council may establish such committees, with such duties and responsibilities, as the Chapter Executive Council may determine, consistent with the policies and procedures established by the CPM, or as directed by the CPM Governing Board. The Chapter Executive Council shall appoint members of each committee from among the Chapter members. All members serving on a committee must be current members of the CPM in good standing.

D. CHAPTER PRESIDENT. The Chapter President shall be responsible for the planning and oversight of the CPM TV, general responsibility and authority for the operation of the Chapter and its strategic planning activities, and such other duties as set forth in these Bylaws and/or as the CPM shall direct. The Chapter President shall, if present, preside at all meetings of the Chapter Executive Council and all meetings of the Chapter members.

E. CHAPTER EXECUTIVE VICE PRESIDENT. The Chapter Executive Vice President shall act as the CPM TV chief operating officer, with responsibility for planning the Chapter Executive Council meeting agenda; shall develop the annual plan and budget objectives and prepare the Annual report (or interim reports) based on the goals and objectives of the strategic planning activities in conjunction with the Chapter Executive Council members; and shall perform other duties as may be designated by the President. The day-to-day operational conduct shall be directed through the Chapter Executive Vice-President.

The Chapter Executive Vice President shall assume the duties of the President should he or she be incapacitated and shall preside over the meetings of the Chapter Executive Council in the absence of the President.

F. CHAPTER VICE PRESIDENT ADMINISTRATION. The Chapter Vice President Administration shall have the general responsibility and authority for all books, records, reporting, and filings other than those related to the finances of the Chapter (which financial books and records are the responsibility of the Chapter Treasurer), and such other duties as set forth in these Bylaws and/or as the CPM shall direct. The Chapter Secretary shall keep a book of minutes of all meetings of the Chapter Executive Council and all meetings of Chapter members. The Chapter Secretary shall be responsible for providing all notices to the Chapter Executive Council and the Chapter members with the assistance of the CPM Executive Administrator and consistent with other CPM marketing and communications; shall be responsible for maintaining, updating and providing interpretation of the CPM TV Bylaws; advising the Chapter Executive Council on Bylaw matters; and ensuring that the provisions of the Bylaws are complied with. The VPA shall be responsible for interfacing with CPM GB on chapter membership and elections, and shall be responsible for correspondence of the Chapter Executive Council, and other administrative duties as required.

In the absence or incapacity of the Chapter President and the Chapter Executive Vice President, the

Chapter Vice President Administration shall assume the duties and responsibilities of the Chapter President.

G. CHAPTER VICE PRESIDENT FINANCE. The Chapter Vice President Finance shall have the general responsibility and authority for all books, records, reporting, and filings related to the finances of the Chapter, and such other duties as set forth in these Bylaws and/or as the CPM shall direct; shall be responsible for developing the annual operating budget for the CPM TV Chapter, for making recommendations to the Chapter Executive Council regarding the use of any funds and handling of any deficits; for providing general financial surveillance; and for planning and executing all the financial activities of the CPM TV Chapter. The Chapter Vice President Finance shall request input for the operating budget from the voting members of the Chapter Executive Council. He or she shall formally initiate this planning for the coming year at the April/May meeting of the Chapter Executive Council with the intention of receiving the Chapter Executive Councils approval of the CPM TV Chapter budget and operating plan at the October/November meeting, prior to submission and approval to CPM Chapter Sub-committee and CPM Governing Board.

H. CHAPTER VICE PRESIDENT CERTIFICATION. The Chapter Vice President Certification shall be responsible for liaising with CPM GB VP Education and Certification in developing and improving education and certification materials, liaising with CPM HQ for the award of PDU's and shall work closely with other professional organizations for the purpose of promoting project and performance management knowledge and the professionalism of its community of practitioners.

I. CHAPTER VICE PRESIDENT EVENTS. The Chapter Vice President Events shall be responsible for planning and managing the quarterly meetings of CPM Tennessee Valley, and any agreed special meetings, workshops or events, all of which are designed to promote the professional development of the members of CPM and the project management community.

J. NO COMPENSATION. No Chapter officer, committee member or Chapter member shall receive any compensation or other tangible or financial benefit for service in their respective capacity. However, the CPM may authorize payment of actual and reasonable expenses incurred by a Chapter officer, committee member or other Chapter member for CPM approved activities. Requests for reimbursement shall be made in accordance with the policies and procedures established by the CPM.

K. STATUS OF CHAPTER OFFICERS. Chapter officers are not legal officers or agents of the CPM and shall have no authority to bind the CPM, except as expressly authorized in writing by the CPM.

### **ARTICLE III – ELECTION OF CHAPTER OFFICERS**

A. INTERIM CHAPTER OFFICERS. The interim Chapter Officers shall be selected by the approved Chapter Start-Up Volunteers, with the approval of the Chapter Sub-Committee. Subsequent Chapter Officers shall be elected pursuant to the procedures set forth below in this Article.

B. OFFICER NOMINATIONS. Nominations for Officers shall be provided to the Chapter

President at least thirty (30) days prior to Officer elections. The Chapter President shall be responsible for preparing the slate of Officer candidates and providing such slate to Chapter members with the assistance of the CPM executive administrator. Officer candidates shall be nominated from the general Chapter membership (as determined with reference to the records of the CPM) and elected by an affirmative vote of the majority of Chapter members casting ballots in elections called with the assistance of the CPM Executive Administrator.

C. OFFICER ELECTIONS. Elections for Chapter Officers shall be held every two years on or before 1<sup>st</sup> February and will be conducted by mail or electronic ballot. Members of the Chapter in good standing, whose dues are paid in full, are entitled to cast a ballot in Chapter elections.

D. RECALL. Chapter Officers may be recalled for just cause in accordance with the procedure for recall of officers in the CPM's Bylaws, provided, that references to "voting officers" and "members" shall be deemed to refer to the Chapters Officers and Chapter members only.

E. VACANCIES. Vacancies in any elected Chapter officer position by resignation, recall, or other reason, shall be filled by a vote of the members of the Chapter Executive Council. The Chapter member elected to fill such vacancy shall serve until the completion of the term of the vacated office.

#### **ARTICLE IV – CHAPTER MEETINGS; VOTING; ACTIVITIES**

A. MEETINGS. The Chapter shall have membership meetings in accordance with the Chapter policies, procedures and guidelines established by the CPM from time to time. Special meetings may be called (1) by the Chapter Executive Council; (2) upon the written request from at least 25% of the Chapter members; or (3) upon the request of the CPM. If a Chapter has established a schedule for regular Chapter meetings, no notice need be given to the Chapter members for such regularly scheduled meetings. Notice of a special Chapter meeting and, if the Chapter has not established a schedule for regular Chapter meetings, of a regular meeting, shall be provided to Chapter members at least ten (10) days before such meeting and such notice shall state the purpose of such meeting. Specific benefits will be provided to CPM Members at each meeting that will not be available to non-members. Non CPM members may attend Chapter meetings as a guest, After attending a Chapter meeting, non-CPM members will be invited to join CPM in order to gain access to CPM member benefits at chapter meetings.

B. VOTING. The presence in person at a Chapter meeting of the higher of at least ten percent (10%) of the Chapter members or a minimum of 10 members shall constitute a quorum. A vote of a majority of Chapter Members in good standing present and voting at a Chapter meeting shall constitute the act of the Chapter members. The Chapter may conduct voting by mail or email supported by CPM Executive Administrator. Ballots returned by at least ten percent (10%) or a minimum of 10 members of the Chapter members shall be required for a vote by mail or email. In order to pass, an action before the Chapter members requires that all ballots be mailed or emailed to all Chapter members in good standing, the minimum number of ballots are returned, and the majority of returned ballots vote in favor of the action. Ballots signed by

facsimile and electronic signature are valid. Only members of the CPM who have been assigned to the Chapter may vote on or otherwise participate in Chapter elections and other Chapter business.

C. GENERAL PURPOSE OF ACTIVITIES. All activities of the Chapter shall be conducted to further the purpose and goals of the CPM and its members, consistent with the policies, procedures and guidelines established by the CPM from time to time.

D. NOTICES. All notices to Chapter members shall be directed to each such member at the last known mailing address or email address, as such addresses appear on the records of the Chapter. Any notice given in accordance with the foregoing shall be valid regardless of whether the Chapter member in question actually receives it. Chapter members are responsible for providing current mailing and email addresses to the Chapter Secretary and the CPM.

## **ARTICLE V – CHAPTER ASSETS; REPORTING**

A. ASSETS OF THE CPM. All assets of or dedicated to the Chapter are the sole property of the CPM, and neither the Chapter, nor any Chapter officer or any Chapter member shall have any right or claim to any assets of the Chapter by virtue of their position as such. All Chapter assets shall be used only in furtherance of the purpose and goals of the CPM. All funds and other property received by the Chapter shall be promptly forwarded to the CPM's central management. All disbursements of funds and requests therefor shall be made in accordance with the policies and procedures established by the CPM from time to time. Use by the Chapter of any trademarks, tradenames, copyrights, and other intellectual property of the CPM is expressly conditioned on the Chapter remaining in good standing. Neither the Chapter, nor any Officer or member of the Chapter, may make or issue any statement or take any action purporting to represent, act for or on behalf of, or otherwise bind the CPM, without the express prior authorization of the CPM.

B. REPORTING; AUDITS. The Chapter Executive Council and the Chapter Officers, as appropriate, shall prepare and submit such information and reports, including a Chapter annual budget, in accordance with the policies, procedures and guidelines established by the CPM from time to time. The Chapter Executive Council and each Chapter member shall cooperate with the CPM in any audit or investigation by the CPM of Chapter activities, its finances, or any other matter.

## **ARTICLE VI – REVOCATION**

A. IN GENERAL. The Chapter charter may be revoked upon the affirmative vote of at least two-thirds (2/3) of the CPM Governing Board. Notice of revocation shall be delivered to the President or, if none, most senior officer of the Chapter.

B. EFFECT OF REVOCATION. Upon revocation of the Chapter's Charter, all assets of or developed by or dedicated to the Chapter shall be promptly turned over to the control of the CPM central management and the Chapter shall cease the use and display of any trademark, tradename, copyrights, and other intellectual property developed by or owned by the CPM

immediately following such revocation. CPM Executive Administrator will advise chapter members of the revocation.

## **ARTICLE VII – AMENDMENTS**

A. **INCONSISTENCIES; NEW STANDARD BYLAWS.** These Bylaws shall be revised upon the finding of any inconsistency between these Bylaws and the Bylaws or other policies and procedures of the CPM, as determined by the CPM. If the CPM establishes new standard form Chapter Bylaws, these Bylaws shall be amended to conform to such new standard form.

B. **PROPOSAL FOR AMENDMENT.** Any Chapter Member in good standing may propose an amendment to these Bylaws in writing to the Chapter President. The Chapter President shall present any proposed amendment to the Chapter Executive Council. The Chapter Executive Council shall determine, in its discretion, whether any proposed amendment should be presented to the Chapter members for consideration.

C. **MEMBER APPROVAL.** If the Chapter Executive Council determines that a proposed amendment to these Bylaws should be presented to the Chapter members for consideration, the Chapter Secretary shall notify the Chapter members of such proposed amendment with the assistance of the CPM Executive Administrator, which notice may be by posting such proposed amendment on the Chapter’s website, if any, or by email to each Chapter member. Voting on a proposed amendment shall be held in accordance with the voting procedures set forth above in Section B of Article IV, provided that Chapter members at least thirty (30) days prior notice of such proposed amendment before voting is closed.

D. **CPM APPROVAL.** If a proposed amendment to these Bylaws is passed by the Chapter members, such amendment shall be delivered to the Chapter Sub-Committee of the CPM Governing Board for approval. If the Chapter Sub-Committee of the CPM Governing Board approves such amendment, it shall be effective as of the date of such approval.

E. **COPIES.** A current copy of these Bylaws, including any amendments hereto, shall be kept in a Chapter record book to be maintained by the Chapter Secretary and shall be made available for review and copying upon request by any Chapter member in good standing, any officer of the CPM or any member of the CPM Governing Board.

**[END OF BYLAWS]**