



**Project
Management
Institute.**
Central Arkansas

Bylaws

2025

Approved by:
PMI Central Arkansas Chapter Membership
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Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Central Arkansas Chapter (hereinafter “PMICAC”). This organization is a PMI Central Arkansas Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of Arkansas. All Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The PMI Central Arkansas Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI Central Arkansas Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the PMI Central Arkansas Chapter shall be located in Little Rock in the State of Arkansas. The PMICAC may have other offices such as Branch offices as designated by the PMI Central Arkansas Chapter Board of Directors.

Article II – Relationship to PMI.

Section 1. The PMI Central Arkansas 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. The bylaws of the PMI Central Arkansas Chapter may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the PMICAC’s Charter with PMI.

Section 3. The terms of the Charter executed between the PMI Central Arkansas 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 PMI Central Arkansas Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI Central Arkansas Chapter.

Section 1. Purpose of the PMI Central Arkansas Chapter.

- A. **General Purpose.** THE PMI Central Arkansas Chapter has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. **Specific Purposes.** Consistent with the terms of the Charter executed between the PMI Central Arkansas Chapter and PMI and these Bylaws, the purposes of the PMI Central Arkansas Chapter shall include the following:
 1. Promote excellence and professionalism in project management.
 2. Enhance the quality, scope, and global application of project management practices for the benefit of society.
 3. Serve as a dynamic hub for sharing knowledge, solutions, and innovations, fostering collaboration among members and stakeholders.
 4. Advance the core principles and body of knowledge in project management to ensure successful project outcomes across various industries.

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5. Support members' professional growth through networking, education, and preparation for PMI certifications.
6. Facilitate dialogue and collaboration between private and public sectors on project management best practices.
7. Offer a platform for exploring challenges, solutions, and emerging trends in sectors like engineering, construction, manufacturing, and R&D.
8. Provide resources and learning opportunities to help members stay at the forefront of project management.

Section 2. Limitations of the PMI Central Arkansas Chapter.

- A. General Limitations. The purposes and activities of the PMI Central Arkansas Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Central Arkansas Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI Central Arkansas Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Central Arkansas Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI Central Arkansas 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, and rules; and applicable law.

Article IV – PMI Central Arkansas Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in the PMI Central Arkansas Chapter requires membership in PMI®. The PMI Central Arkansas Chapter shall not accept as members any individuals who have not been accepted as PMI® members. Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.
- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Central Arkansas Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and PMI Central Arkansas 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 PMI Central Arkansas Chapter.
- D. Membership in the PMI Central Arkansas Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. 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 PMI Central Arkansas Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Central Arkansas Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the PMI Central Arkansas Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Only PMI Central Arkansas Chapter members in good standing shall be voting members. Those PMICAC

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members holding a PMI Individual Membership (distinguished from Student Membership or Retiree Membership) are eligible to hold elected office.

- H. Any PMICAC board member that has been voted out for non-criminal behavior is eligible for nomination after a 5 year period of time. The nomination will include a letter of accountability.....
- I. Any PMICAC board member that has been voted out for criminal behavior is no longer eligible to serve on the PMICAC board in any capacity.

Section 2. Classes and Categories of Members.

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

Article V – PMI Central Arkansas Chapter Board of Directors:

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

A. The Board shall have six voting officers to serve in the following positions:

- President
- President Elect
- Vice President of Finance
- Vice President of Membership
- Vice President of Marketing & Communications
- Vice President of Programs & Professional Development

B. Board meetings shall have three non-voting attendees:

- Board Administrator
- Past President

Section 2. The Board shall consist of the officers of the PMI Central Arkansas Chapter elected by the membership and shall be members in good standing of PMI and of the PMI Central Arkansas Chapter. Active PMI® credential is preferred.

A. The Terms of office for general Officers shall be two (2) years and Officers may serve no more than four (4) consecutive terms (a total of eight (8) years) in any role, and no more than six (6) consecutive terms (a total of ten (12) years) on the Board in general. These positions are staggered so that either three or four positions are elected each year.

Odd Year Elections

VP of Finance

VP of Marketing & Communications

President-Elect (incoming President)

Even Year Elections

VP of Programs/Professional Development

VP of Membership

President-Elect - (incoming President)

B. The Term of Office for President shall be one year as President-Elect, one (1) year as President, and one (1) year as Past President. The President may not run for any consecutive terms as President.

C. President-Elect and VP-Elects are expected to participate in post-election chapter and board activities as part of transitioning into their roles.

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Section 3. The **President** shall be the chief executive officer for the PMI Central Arkansas Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The Chapter President shall keep the official records of all business sections of chapter meetings of the PMI Central Arkansas Chapter and meetings of the Board. The Chapter President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 4. The **President-Elect** shall serve as assistant to the President, as directed by the President and consistent with the purposes of the Chapter and these By-laws. The President-Elect will assume any Vice President role that may be vacated prior to the end of an elected term.

Section 5. The **Board Administrator** shall transcribe the records of all business sections of chapter meetings of the PMI Central Arkansas Chapter and meetings of the Board.

Section 6. The **Vice President of Finance** shall oversee the management of funds for duly authorized purposes of the PMI Central Arkansas Chapter. The Vice President of Finance will secure and file records of expenditures, prepare an annual budget with support from all Vice Presidents and the President, prepare an annual financial report, and prepare financial reports of PMICAC activities as directed by the Board. The Vice President of Finance assists the President in the preparation of the annual Chapter charter renewal. The Vice President of Finance manages the PMICAC banking account and ensures the timely filing of required IRS forms.

Section 7. The **Vice President of Membership** is responsible for promoting the value of chapter membership, for recruitment of new members, and for membership retention in accordance with the chapter policies. The Vice President Membership is the final authority on issues involving eligibility or verification of membership, (i.e. voting eligibility and/or running for or holding of office); and is the point of contact with PMI® Global Operations Center (GOC) organization on membership and volunteer issues including membership records and PMICAC VEP database.

Section 8. The **Vice President of Marketing and Communications** is responsible for overseeing all communication and marketing efforts for the PMI Central Arkansas Chapter (PMICAC). This role includes developing marketing strategies, promoting Chapter events and initiatives, and managing communications across various platforms. The VP serves as the focal point for all Chapter communications, including meeting and event announcements, the PMICAC website, and social media accounts. Additionally, the VP is tasked with establishing and maintaining corporate relations in alignment with the Chapter's mission, securing sponsors and advertisers for Chapter events, and forwarding announcements to media outlets as directed by the Board. Through consistent and effective communication across all channels, the VP ensures a cohesive brand presence for PMICAC.

Section 9. The **Vice President of Programs & Professional Development** is responsible for the development and maintenance of a short-range program (< 4 PDU's) and a long-range program (>4 PDU's) for the professional development of the Chapter membership. The Vice President of Professional Development oversees the development and maintenance of external education programs for colleges and universities within the chapter's geographic territory, and military outreach within the chapter's geographic territory.

Section 10. The **Past President** shall be the immediate past President of the Board and shall chair the Nominating Committee. If the immediate past President is not available, then the Board shall operate without a Past President, and any chapter member who has served in the President's role can serve as chair of the Nominating Committee. The Past President shall serve as an advisor to the President for the purpose of continuity of operations, but will **not vote on** the Board.

Section 11. The Board shall exercise all powers of the PMI Central Arkansas Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of the jurisdiction in

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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 PMI Central Arkansas Chapter business and funds.

Section 12. The Board shall meet at the call of the **Chapter 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 membership of the Board at any given time. Each member shall be entitled to one (1) non-transferrable vote. The Board may conduct its business in person, by teleconference, by web-conference, by email, via GoogleDocs, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 13. Directors are appointed by a Vice President, report to a Vice President, and are confirmed by a majority of the Board of Directors. Directors do not have a vote on the Board of Directors, but may attend meetings of the Board of Directors at the invitation of the Board. A Director serves at the discretion of the Board and may be removed for cause by a majority vote by the serving Board of Directors. A Director may resign by submitting written notice to the corresponding Vice President.

Section 14. The Board of Directors may declare an elected officer position to be vacant by a majority vote of the serving Board of Directors; where an officer ceases to be a member in good standing of PMI or of the PMI Central Arkansas Chapter by reason of non-payment of dues, where the officer or Director at Large fails to attend two (2) consecutive Board meetings, for dereliction of duty, or for just cause in connection with the affairs of the organization. An officer may resign by submitting written notice to the Chapter President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 15. An officer or Director at Large may be removed from office for dereliction of duty, or 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. Just cause includes, but is not limited to, a director or officer's:

- i. Continued willful neglect of his/her material duties or obligations defined herein, meaning the substantial and continued willful refusal of the member, director or officer to perform the duties required of him/her herein, evidencing bad faith toward the CHAPTER, which neglect or refusal continues after ten (10) days written notice from the CHAPTER;
- ii. Theft or misappropriation of CHAPTER'S assets;
- iii. Conviction of a criminal act involving fraud, dishonesty or moral turpitude;
- iv. Breach of any provision of these Bylaws or any subsequent amendment or promulgation of rules by the CHAPTER'S Board of Directors;
- v. Failure to fulfill the duties herein stated, causing injury to himself/herself, another or to CHAPTER'S members, invitees, partners, or its customers;
- vi. Making of any false, disparaging, fraudulent or malicious statements, whether publicly or privately, to any party;
- vii. Falsifying any of CHAPTER'S records or makes any willful omission of information requested on any of CHAPTER'S documents;
- viii. Acting without authorization, participates in the use of, removal of, theft of or intentional damage of

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another's property, the property of the CHAPTER, another member, director or officer, any independent contractor, agent, invitee or customer of the CHAPTER; and/or

ix. Use or threatened use of physical violence, profane, abusive or language of a sexual nature during the execution of his/her membership or duties herein stated.

Section 16. If any elected officer position becomes vacant, a majority of the serving Board of Directors may appoint a successor to fill the office for the unexpired portion of the term for the vacant position.

Section 17. Order of Succession.

In the event the Chapter President is unable or unwilling to complete the current term of office, the office of President shall be filled according to the following order of succession:

1. President-Elect
2. Vice President of Finance
3. Vice President of Programs & Professional Development
4. Vice President of Membership
5. Vice President of Marketing and Communications
6. Immediate Past President.

The Board may call for a special election by the chapter's membership to fill the vacant position of Chapter President or any elected position vacated by the succession.

Article VI – PMI Central Arkansas Chapter Nominations and Elections.

Section 1. The nomination and election of officers shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All members in good standing of the PMI Central Arkansas Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Annual elections will be completed and results announced no later than October 1st of each year. Candidates who are elected shall take office on the **first day of January** following their election, and should be prepared to serve their full two-year 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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. 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. All members of the Nominating Committee must be members in good standing of the PMI Central Arkansas Chapter. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: 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

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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 – PMI Central Arkansas Chapter Committees.

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The PMI Central Arkansas Chapter officers and/or Directors can serve on the PMICAC Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the Chapter President with the approval of the Board.

Article VIII - PMI Central Arkansas Chapter Finance.

Section 1. The fiscal year of the PMI Central Arkansas Chapter shall be from 1 January to 31 December.

Section 2. PMI Central Arkansas Chapter annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI Central Arkansas Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. Budget

The financial operations of the Chapter shall be conducted under budgetary control. The budgetary control shall be administered as needed by the Vice President of Finance. Board review and approval of all event budgets is required prior to disbursement of related funds.

Section 6. Financial Controls

Accounting for the finances of the Chapter shall conform in general to the recommended practices of the American Institute of Certified Public Accountants and are to follow generally accepted accounting principles.

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. Notice of all annual meetings shall be sent by the Board to all members at least 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 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. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings.. 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.

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Section 3. Quorum at all annual and special meetings of the PMI Central Arkansas Chapter shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

Section 4. 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 PMI Central Arkansas Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Central Arkansas Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Central Arkansas Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Central Arkansas 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. PMI Central Arkansas Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Central Arkansas Chapter and any corporation, partnership, association or other organization in which one or more of PMI Central Arkansas 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:

1. 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;
2. 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;
3. The contract or transaction is fair to PMI Central Arkansas Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Central Arkansas 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 PMI Central Arkansas Chapter shall act in an independent manner consistent with their obligations to the PMI Central Arkansas 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 PMI Central Arkansas 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 Central Arkansas Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Central Arkansas 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

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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 Central Arkansas 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 Central Arkansas Chapter, or is or was serving at the request of the PMI Central Arkansas 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 voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI Central Arkansas 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) calendar 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.

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 PMICAC Charter with PMI.

Article XIII – Dissolution.

Section 1. In the event that the PMI Central Arkansas 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 revoke the PMI Central Arkansas Chapter Charter and require the chapter to seek dissolution.

Section 2. In the event the PMI Central Arkansas Chapter failed to deliver value to its members as outlined in PMICAC's business plan and without mitigated circumstances, the Chapter acknowledges that PMI[®] has a right to revoke the PMI Central Arkansas Chapter Charter and require the chapter to seek dissolution.

Section 3. In the event the PMI Central Arkansas Chapter is considering dissolving, the PMICAC's members of the Board of Director must notify PMI[®] in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the PMI Central Arkansas Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

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Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.