

**Revised Bylaws**  
**of the**  
**American Society for the Advancement**  
**of Project Management, Inc.**



**As Approved by Members, 8 May 2004**

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## Article I. Name, Goal, Objectives, and Activities

### Section I.A – Name, Goal, Objectives, and Activities

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#### 1. Name and Abbreviation

The name of the organization is the American Society for the Advancement of Project Management, Inc. (hereafter referred to as the Society).

The official abbreviation and U.S.A. registered trademark of the Society is *asapm*.

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#### 2. Goal

The goal of the Society is to advance project management as a profession and as a means of promoting human welfare.

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#### 3. Objectives

To achieve its goal, the Society will:

- a. Provide services to members that promote advancement in the profession.
  - b. Promote high standards of ethics, conduct, education, and achievement by all project management practitioners.
  - c. Espouse the aims, objectives, and activities of the International Project Management Association (IPMA).
- 

#### 4. Activities

To achieve its objectives, the Society's activities include the following:

- a. Building Business, Industry, and Government relationships to support their project management needs.
  - b. Promoting methods, standards, practices, education, and ethics of project management to improve productivity.
  - c. Promoting individual, team, and organization qualifications to perform project management.
  - d. Promoting research into project management to improve the understanding and practice of the profession.
  - e. Disseminating information and promoting the free interchange of information to advance the profession.
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## Article II. Membership

### Section II.A – Member Types and Qualifications

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#### 1. Types of Members

The Society offers individual memberships as follows:

##### *Voting Members*

- Regular
- Life
- Retired

##### *Non-Voting Members*

- Student
  - Honorary
  - Affiliate
- 

#### 2. General Qualifications

- a. Membership is open to those who:
    - i. Are interested in project management as a way to advance their professional goals, *and*
    - ii. Have satisfied the requirements for a membership type.
  - b. A member can hold only one category of membership.
- 

#### 3. Board Powers and Constraints for Memberships

- a. The requirements, rights, duties, obligations, and constraints of *voting* members can be changed only by the votes of those members.
  - b. The requirements, rights, duties, obligations, and constraints of *non-voting* members can be changed by the Board.
- 

#### 4. Regular Member

A Regular Member is someone who is engaged:

- a. In project management, *or*
  - b. In disciplines or other professions that are related to project management.
- 

#### 5. Life Member

A Life Member is someone who, by long-term commitment, demonstrates their support of the Society's purpose.

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#### 6. Retired Member

A Retired Member is someone who:

- a. Has been a Regular Member for at least one year, *and*
  - b. Is no longer being employed nor is self-employed on a full-time, permanent basis, *and*
  - c. Is at least 62 years *or* is medically retired.
- 

#### 7. Student Member

A Student Member is someone who is:

- a. Enrolled in an accredited school of higher education, *and*
  - b. Taking at least two courses or the equivalent each term.
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## Section II.A – Member Types and Qualifications, Continued

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### 8. Honorary Member

An Honorary Member is someone who has:

- a. Made some significant contribution to the Society or to the Project Management profession, *and*
  - b. Been elected for a gratis membership by the Board, *and*
  - c. Accepted the gratis membership as recognition for their contribution.
- 

### 9. Affiliate Member

An Affiliate Member is someone who is a member of another professional organization that has a signed agreement to work with the Society in cooperative efforts.

*See also* VII. Affiliating with Other Organizations

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## Section II.B – New or Renewed Memberships

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### 1. Establishing a New or Renewed Membership

- a. A *new* member may join the Society by submitting a completed application form with any payments due.
  - b. Members in good standing can *renew* their memberships by updating their membership information and submitting any payments due by the date announced on their renewal notice, which is typically their anniversary date.
  - c. Renewing members will be sent a renewal notice at least thirty (30) days before their anniversary date.
  - d. A membership cannot be transferred or assigned to another person.
- 

### 2. Membership Duration

- a. Members renew their memberships annually except as noted below.
  - b. A Life member joins the Society once; annual renewals are automatic provided the member remains in good standing.
  - c. An Honorary membership expires after one year. A member in good standing may renew in another category by meeting the requirements for that membership type.
- 

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## Section II.B – New or Renewed Memberships, Continued

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### 3. Membership Dues and Other Fees

- a. Membership dues are set annually by the Board.
- b. Honorary members have gratis membership for one year.
- c. In addition to dues, the Board may also set fees that include but are not limited to fees for:
  - i. Membership processing such as enrollment or reinstatement fees.
  - ii. Member services or events such as, but not limited to, voluntary subscriptions to publications or for conferences.

*See also*

V.C.5 Joining a Chapter or IG

VIII. Publications and Subscriptions

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### 4. Disabled Members

Someone who has been a paid voting member for at least one year, and becomes totally and permanently disabled while a member in good standing, may be exempt from further payment of dues upon providing proof of their condition to the Central Office when annually renewing their membership.

Only paid members have the right to vote on Society matters, and to serve on the Board; therefore disabled members become non-voting members when they are exempt from paying dues. However, they may otherwise serve the Society under the same conditions as other non-voting members.

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## Section II.C – Member Resignation, Suspension, or Termination

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### 1. Types of Discontinued Memberships

- a. There are four types of discontinued memberships:
    - i. Automatic resignation
    - ii. Written resignation
    - iii. Suspension
    - iv. Termination
  - b. A member automatically resigns by failing to pay dues or other fees that they owe to the Society by the date those funds are owed.
  - c. A member may resign by sending a letter of resignation to the Board at the Central Office.
  - d. If a member commits an ethical violation, then the Board may suspend that person's membership, ask for their resignation, or terminate their membership in accordance with the Society's disciplinary process and rules.
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## Section II.C – Member Resignation, Suspension, or Termination, Continued

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**2. Definition of Ethical Violations** Ethical violations include but are not limited to failing to abide by the Society’s governing documents or acting in accordance with its principles; or by working against its purposes.

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**3. Process for Handling Ethical Violations**

- a. The Ethics Committee formulates, reviews, and amends the rules and procedures governing the Society’s disciplinary processes, subject to Board approval.
- b. A member who is being investigated for ethical violations retains their general membership rights during the investigation. However, the member’s rights to perform or receive favorable acts, such as but not limited to running for office or being given awards, are suspended until the ethics charge has been cleared.
- c. The general process for handling allegations of ethical violations is as follows:
  - i. The Ethics Committee reviews the allegations and sends a report with recommended actions to the Board.
  - ii. The Board makes a decision, and in writing informs the member of the decision, including the reasons and any next steps. If the decision involves suspending, resigning, or terminating a membership, then the Board also states the conditions for reinstatement.
  - iii. The member accepts the decision or requests a hearing before the Board.
  - iv. As a result of a hearing, the Board by two-thirds vote affirms, amends, or reverses its decision and notifies the member as described in Step ii, above. No further appeals are allowed.

*See also*

II.C.4 General Conditions for Reinstatement

IV.B Standing Committees

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**4. General Conditions for Reinstatement**

- a. When someone resigns their membership of their own accord and not because they were asked to do so by the Board, then that person may be reinstated by submitting a new application form with any payments due.

- b. When someone resigns their membership due to a Board request, or when the Board suspends or terminates their membership, then that person may reapply for membership after fulfilling any conditions for reinstatement.

The conditions for reinstatement include but are not limited to:

- i. The passage of up to five (5) years from the date of suspension, resignation, or termination.
  - ii. The fulfillment of other conditions, if any, that were agreed to at the time of termination.
  - iii. Submitting a new application form with any payments due.
- c. The Society may assign new member numbers to reinstated members.
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## Section II.D – Member Obligations and Rights

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### 1. Member Obligations

By accepting membership in the Society, each member agrees to:

- a. Abide by its governing documents.
  - b. Work toward attaining its purposes.
  - c. Act in accordance with its principles.
- 

### 2. General Rights of Members

All members in good standing have the right to:

- a. Attend meetings, conventions, conferences, or workshops that are sponsored by the Society or its chapters.
  - b. Contribute ideas that may further the Society's purposes.
  - c. Wear the Society's trademarked name such as on their business cards and web sites.
  - d. Receive the Society's publications.
- 

### 3. Non-Discrimination Rights

All members shall be treated with respect and without discrimination on the basis of race, national or ethnic origin, religion, gender, sexual orientation, age, or mental or physical disability.

This does not preclude the Society from fulfilling its obligation to carry out activities or programs that have as their goal the amelioration of conditions that may restrict members from full participation in the Society or its activities and programs.

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### 4. Voting Rights and Constraints

*Regular, Life, and Retired Members* may vote on all matters submitted to the membership.

*Student, Honorary, and Affiliate Members* may not vote on Society matters, but may be able to vote on Chapter matters if their Chapter bylaws allow it.

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### 5. Elective Office and Committee Rights

- a. *Regular, Life, and Retired Members* may hold any elective Society or Chapter office.
  - b. *Student, Honorary, and Affiliate Members* may not hold any elective Society office but may be able to hold office within their Chapters if their Chapter bylaws allow it.
  - c. Any member may serve on a Society or Chapter committee in any position including Chair.
  - d. Any member who serves on a committee may vote on matters pertinent to the committee's work.
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## **Section II.C – Member Resignation, Suspension, or Termination, Continued**

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### **6. Resolving Abridged Rights**

- a. Anyone who believes that their member rights have been abridged may seek remedies as may be provided under procedures established by the Board.
  - b. Members may report any perceived violation of rights in writing to the President. The President shall cause an investigation of the perceived violation and take appropriate corrective actions.
  - c. The Society may not penalize a member for reporting an alleged wrong.
  - d. Disputes between the Society and members are resolved as described in these bylaws or in the Society's procedures.
  - e. If there are no bylaws or procedures for handling a dispute, then the matter is handled through arbitration in accordance with the rules established by the American Arbitration Association ([www.adr.org](http://www.adr.org)).
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## **Section II.E – Annual and Other Membership Meetings**

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### **1. Annual and Other Membership Meetings**

- a. The Society holds an annual membership meeting at a time and place to be determined by the Board.
  - b. Other membership meetings of the Society are subject to Board approval.
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### **2. IPMA on Agenda**

At least once every twelve months, the Society contributes to IPMA's aims by devoting some part of its annual or other membership meeting towards that purpose.

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### **3. Notice of Membership Meetings**

Meeting notices are sent by electronic mail to the last known primary address of each member.

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## Article III. The Board (Officers and Directors)

### Section III.A – Board Composition, Powers, and Conditions of Service

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- 1. Composition of Board**
- a. The Board has up to nine voting members consisting of three officers and three to six directors. Any changes to the number of directors are made annually at election time.
  - b. The *officers* are President, Vice President, and Secretary-Treasurer.
  - c. The titles of the current directors are listed in the standing rules of the Society.
- 

- 2. Board Powers**
- As the legislative body of the Society, the Board:
- a. Has full power and authority over Society activities and funds.
  - b. Exercises general supervision of the activities of the Society.
  - c. May create separate operating entities to further the goals of the Society.  
*See also V.B Special Purpose Entities*
  - d. May fill the position of the Central Office Manager and, if so, directs that person's work.
  - e. May create or dissolve Director positions, within the range allowed by these bylaws, to better serve the Society's needs. Any changes to the Director positions become effective at the next election.
  - f. May adopt and publish policies, rules, and codes to transact Society business.
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- 3. Officer Powers**
- Between Board meetings, the officers have the authority to conduct the Society's activities to ensure continuity of operations.
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- 4. Board Constraints**
- a. The powers of the Board are both authorized and limited by the Articles of Incorporation, these Bylaws, and any policies, procedures, rules, or codes that it develops or adopts.
  - b. Board members may not vote on any matter that would create a conflict of interest between that member and the Society.
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- 5. Conditions and Terms of Board Service**
- a. Only Regular, Life, and Retired members may serve as officers or directors.
  - b. A director position may be dissolved by the Board. The dissolution of a director position becomes effective at the next election.
  - c. Board members:
    - i. Are elected by the membership for staggered terms of three years.
    - ii. Hold their offices until a successor is elected or they resign.
    - iii. May not succeed themselves more than once in a specific role.
    - iv. Serve in only one Board role at a time.
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## **Section III.A – Board Composition, Powers, and Conditions of Service, Continued**

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- 6. Filling Board Vacancies** When a Board vacancy occurs, then the office is filled for the remainder of the term as described here:
- a. When the office of President is vacant, then the Vice President takes over.
  - b. In all other cases, the Board nominates and elects a member of the Society to complete the remaining term of a vacant position.
  - c. When a vacancy is filled by a current Board member, then that person gives up their other position thereby creating a new vacancy.
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## **Section III.B – Board Compensation, Duties, and Delegation**

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- 1. Board Compensation** Unless otherwise stated in these bylaws, the Board may authorize and fix the compensation of its officers and directors. The Board may also authorize expenses related to their duties such as travel expenses for attendance at Board meetings.
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- 2. General Duties and Delegation** Individual Board members have the following responsibilities:
- a. To perform the duties that are:
    - i. Outlined in the bylaws and the parliamentary authority.
    - ii. Directed by the President or by Board vote.
    - iii. Incident to their positions.
  - b. To attend and participate in Board meetings.
  - c. To appoint the committees and task groups for the areas they lead; and annually to review the effectiveness of the processes for their areas, report the results to the membership, and initiate any corrective actions that are needed.
  - d. To serve on committees and task groups as requested by each other.
  - e. To report on the status and progress of their duties at all Society and Board meetings or when asked by the President.

As a group, the Board has the responsibility of annually reviewing the effectiveness of its processes, reporting the results to the membership, and initiating any corrective actions that are needed.

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- 3. President Duties** The President:
- a. Is the representative and presiding officer of the Society and the Board.
  - b. Leads the strategic and operational goals of the Society.
  - c. Works with the Board to develop strategic and operational plans.
  - d. May not vote on business transacted by the Board except to break a tie.
  - e. May vote on any matter presented to the membership for voting.
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## Section III.B – Board Compensation, Duties, and Delegation, Continued

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### 4. Vice President Duties

The Vice President:

- a. Performs the President's duties when the President is absent.
  - b. Delegates or performs the Secretary-Treasurer duties when the Secretary-Treasurer is absent.
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### 5. Secretary-Treasurer Duties

The *Secretary-Treasurer* manages the Society's money, and its financial and non-financial records.

Managing the non-financial records includes:

- a. Keeping minutes of Board meetings.
- b. Keeping the records on file.
- c. Directing the publication of the Society's records.
- d. Making the records available to the Board and members.
- e. Performing other administrative duties that are not delegated to the Central Office Manager.

Managing the money and financial records includes:

- a. Receiving and disbursing the Society's money.
  - b. Signing checks and drafts.
  - c. Delivering an annual, fiscal year audit of the Society's books.
  - d. Keeping the financial records of the Society up-to-date.
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### 6. Director Duties

Directors:

- a. Fulfill their responsibilities as described in their position descriptions, and in the Society's rules and procedures.
  - b. Perform additional duties as directed by the President or the Board.
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## Section III.C – Board Meetings and Transacting Society Business

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### 1. Types of Board Meetings

There are three types of Board meetings:

- a. Executive meetings, which are closed to members.
  - b. Regular meetings, which are open to members.
  - c. Ad hoc, or special-purpose meetings which are closed to members.
- 

### 2. When the Board Meets

- a. For executive meetings, the Board meets twice a year.
  - b. Executive meetings and regular meetings are held at times, places, and means as decided by Board vote, *except* that at least one executive meeting and one regular meeting are held at the same time and place as the annual membership meeting.
  - c. Ad hoc meetings are held as needed, and at times, places, and means as directed by the President.
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### **Section III.C – Board Meetings and Transacting Society Business, Continued**

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#### **3. Board Notice of Meetings**

Board members are notified of:

- a. Executive and regular meetings at least fifteen (15) days before a meeting and by electronic mail at their last known primary electronic address;
  - b. Ad hoc meetings as soon as possible and by telecommunications or other means as directed by the President. The notices for ad hoc meetings also state the specific purposes of the meetings.
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#### **4. Member Notice and Participation in Board Meetings**

- a. Members are notified of regular Board meetings at the Society's web site.
  - b. Members may participate in a regular Board meeting in accordance with the parliamentary rules.
- 

#### **5. Board Meeting, Quorum, and Voting Rules**

- a. When the meeting is ad hoc, then no business is transacted except to meet the purpose or objectives stated in the meeting notice.
- b. A quorum at any meeting consists of a simple majority of the Board.
- c. The Board acts by majority vote of the quorum except where stated otherwise.
- d. A two-thirds vote of the Board present at a meeting is required to:
  - i. Approve a motion for a membership vote to amend the Bylaws.
  - ii. Confirm, reconfirm, or remove someone as Central Office Manager.
  - iii. Remove someone from the Board.
  - iv. Create or transact business with semiautonomous organizations.
  - v. Create or terminate an Affiliation with another organization.
  - vi. Change any Society policies or to redirect the Society.
  - vii. Reverse any of the above decisions.

*For more information* about each of the above, see the relevant article and section.

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#### **6. Records of Board Meetings**

- a. The Board publishes summaries of its regular meetings at the Society web site.
  - b. Meeting summaries describe only meeting outcomes; the detailed minutes are the official record. In addition to outcomes, the minutes briefly describe motions and how each Board member voted on the motions.
  - c. Members can request copies of the detailed minutes by sending email to the Secretary-Treasurer.
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### Section III.C – Board Meetings and Transacting Society Business, Continued

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#### 7. Member Petitioning of the Board

- a. Members may bring any matter of Society business to the Board through a petition of members who are in good standing at the time of filing the petition.
- b. The petition must be filed with the Secretary-Treasurer.
- c. The Board will vote on properly petitioned matters at either its next meeting or earlier, at an ad hoc meeting, as it thinks appropriate.
- d. If a matter does *not* require a membership vote, then a petition by the greater of ten (10) members or one-half percent (1/2%) of the membership is required.
- e. If a matter *requires* a membership vote, then a petition of one-third of the membership is required unless specified otherwise in these bylaws.

*See also IX. Amending the Bylaws*

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### Section III.D – Nominating and Electing Board Members (Officers and Directors)

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#### 1. Nomination and Election Process

- a. *Responsibility:* The Elections Committee carries out the process for nominating and electing Board members.
- b. *Constraints:* Members of the Elections Committee may not run for office.
- c. *Timeline:* Due to staggering of terms, the Society will usually have one-third of the Board positions open for election each year. Positions expire on June 30, and newly elected Board members take office on July 1.

*Reference:* The mechanics of nominating and electing Board Members are described in the Standing Rules and Procedures for the Elections Committee.

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#### 2. Notifying Members of Nominations / Elections

The Elections Committee uses the last known primary electronic mail address of each voting member in good standing to notify those members when nominations and elections are being held.

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#### 3. Electing Board Members

- a. Members return their ballots to the Elections Committee by email.
- b. Proxy voting is not allowed.
- c. The Elections Committee reports the election results to the Board.
- d. The Board uses a coin toss to break any ties.
- e. The candidates are notified of the election results.
- f. After the candidates are notified, then the President announces the results to the Society by electronic mail and at the Society's web site.

*Records Retention:* Records of annual elections are maintained by the Secretary for a period of five years.

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### **Section III.D – Nominating and Electing Board Members (Officers and Directors, Continued)**

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#### **4. Challenging Elections**

- a. Only members who actually voted in an election may challenge the results of that election.
  - b. If the election results are challenged, then the President appoints an independent member to conduct a post-audit of the elections process and results.
  - c. If the audit is challenged, then the matter may move to an arbitration panel to make a final, binding decision. No further challenges are allowed.
  - d. The arbitration panel consists of three members who have agreed to be arbiters and whose names have been drawn from a hat by the President. The panel members elect their own Chair.
  - e. The results of any post-election audits or challenges are reported first to the Elections Committee and the members who challenged the election, and then to the general membership at the Society's web site.
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### **Section III.E – Removing Board Members**

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#### **1. Removing a Board Member**

- a. A Board member may be removed from office if the Board determines that the individual is not fulfilling their duties or otherwise not serving the Society's best interests.
- b. Removing someone from office requires a Board vote, not including the individual concerned.
- c. Someone removed from office may appeal the decision to the Board.
- d. Reversing or affirming the removal requires a Board vote, not including the individual concerned.

*See also III C.5 Board Meeting, Quorum, and Voting Rules*

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### **Section III.F – Indemnifying Board Members**

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#### **1. Bonding or Indemnifying Board Members**

Board members may be bonded or indemnified by an amount fixed by the Board.

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## Article IV. Committees

### Section IV.A – Establishing Committees and Chairs

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#### 1. Types of Committees

- a. The Society establishes standing and ad hoc committees to take charge of specific work areas.
  - b. Standing committees have an ongoing role in the Society. The committee is permanent though its members will change. For some committees, their work occurs on a regular basis; for others, their work occurs only when needed.
  - c. Ad hoc committees are project teams that are created when needed to perform a specific task, and are dissolved when their work is done. The team is temporary, and its members will typically remain with the project for its duration.
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#### 2. Who May Serve on Committees

- a. Any member of the Society who is qualified to do so may serve on a committee.
  - b. On a case-by-case basis, non-members may also serve on committees subject to Board approval.
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#### 3. Establishing Committees and Chairs

- a. Committees are established in two ways:
    - i. Board members (officers and directors) appoint the committees they need for their areas of responsibility.
    - ii. For work that is not related to a specific Board position, then the committee is appointed by Board vote.
  - b. A committee's Chair may be designated as follows:
    - i. When the committee reports to a specific Board member, then that Board member may serve as Chair, appoint a chair, or ask the committee to elect its own Chair.
    - ii. When the committee reports to the overall Board, then the Board may appoint the committee Chair or ask the committee members to elect its own Chair.
  - c. Committees may create subcommittees after consulting with their Chairs.
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### Section IV.B – Standing Committees

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#### 1. Types of Standing Committees

- a. The Society has the following standing committees and may create others as it deems necessary:
    - i. Elections Committee
    - ii. Ethics Committee
    - iii. Senior Advisory Committee
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## Section IV.B – Standing Committees, Continued

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### 2. Conditions and Terms of Service

- a. The members of a standing committee are appointed or reaffirmed after each Board election.
  - b. When standing committees report to:
    - i. Individual Board members, then the Board members appoint or reaffirm the committees that serve under them.
    - ii. The entire Board, then the committees are appointed or reaffirmed by Board vote.
  - c. Committee members serve from the date of appointment until the next election. A committee may serve for a shorter duration subject to Board approval.
- 

### 3. Powers and Duties of Standing Committees

- a. Standing committees:
  - i. Meet at least once annually at the call of their Chair, and
  - ii. Report annually in writing to the Board.
- b. All standing committees:
  - i. Establish the rules and procedures for carrying out their work, subject to Board approval.
  - ii. At their own discretion or when instructed by the Board periodically review and, when needed, amend their rules and procedures, subject to Board approval.
- c. Annually, for regular elections, the *Elections Committee* finds qualified candidates to serve Board positions, validates and tallies election ballots, and announces the results to the Board.  
*See also* III.D Nominating and Electing Board Members
- d. The *Ethics Committee* reviews allegations of ethical misconduct, recommends appropriate action for Board approval, and hears appeals to Board actions for the same.
- e. The *Senior Advisory Committee* assists the Board with strategic planning.

*See also:* The standing committees are further described in the policies and procedures for each, including but not limited to their roles, responsibilities, and reporting relationships.

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## Section IV.C – Ad Hoc Committees (Project Teams)

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- 1. Creating and Naming**
- a. To reinforce the project orientation of the committee’s work and of the Society overall, ad hoc committees should be named “xx Project” as in the “Member Database Project” instead of the “Member Database Committee.”
  - b. Similarly, the Chairs of ad hoc committees should be called Project Managers.
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- 2. Conditions and Terms of Service**
- The members of ad hoc committees are appointed when the committee is created. They serve until their work is finished, and then the committee is dissolved by the entity that established it.
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- 3. Powers and Constraints**
- The powers and constraints of ad hoc committees are established when the committee is created.
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## Article V. Semiautonomous Organizations

### Section V.A – Forming Semiautonomous Organizations

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- 1. Semi-autonomous Organizations**
- a. A semiautonomous organization is an entity or group within the Society that is self-governed, such as but not limited to chapters, interest groups, and special purpose entities.
  - b. **Chapters** will typically represent a geographic area and the members within that area. The Society will emphasize the formation of chapters in the U.S.A. and its territories and possessions.
  - c. **Interest Groups (IGs)** will typically represent members who share major professional interests that lie within the Society.
  - d. **Special Purpose Entities** will typically represent major aims of the Society.  
*Example:* PMCert is a special-purpose entity, created to manage *asapm*’s certification program in an independent manner that meets established credentialing processes.
- 

- 2. General Conditions for Semi-autonomous Organizations**
- A semiautonomous organization must meet these general conditions:
- a. The organization’s objectives fall within the scope of the Society’s goals, objectives, and activities.
  - b. Establishing the organization is not harmful, adverse, or detrimental to the welfare of any other organization already established.
  - c. The relationship of the organization to the Society is clearly conveyed in the organization’s name or motto.
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## **Section V.B – Special Purpose Entities**

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### **1. Conditions for Special Purpose Entities**

- a. The Board may approve the creation of special purpose entities to further the aims of the Society.
  - b. Special purpose entities:
    - i. Receive strategic guidance from the Society’s Board.
    - ii. Are financially and managerially independent of the Society.
  - c. The Society and the special purpose entity may contract with each other for services.
  - d. The people who govern and otherwise administer the special purpose entity will also be members of the Society except when good and sufficient reason exists for an exception on a case-by-case basis.
- 

### **2. Dissolution, Sanctions, or Severance**

- a. A special purpose entity states in its bylaws how it may dissolve itself, subject to approval by the Society’s Board.
  - b. The Board may, by two-thirds vote, sanction a special purpose entity or sever the Society’s relationship with the entity.
  - c. Sanctions may be imposed when the entity fails to comply with the Society’s bylaws, rules, or policies.
  - d. A relationship may be severed when:
    - i. The relationship no longer serves the interests of the Society.
    - ii. When the special purpose entity votes for severance.
    - iii. For other good and sufficient reason the Society and the special purpose entity may agree to.
  - e. Before imposing sanctions or severing a relationship:
    - i. The reasons for sanctions or severance shall be stated in writing to the members of the entity through their officers.
    - ii. The entity shall be given a full opportunity to respond.
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## **Section V.C – Chapters and Interest Groups (IGs)**

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### **1. Conditions for Chapters / IGs**

- a. Members may organize into Chapters or IGs by petitioning the Board.
  - b. To gain Board approval, the petition must be signed by fifteen (15) members or member applicants who have an active and functional group interest.
  - c. Membership in the Chapter or IG is not restricted on any basis other than interest and qualifications.
  - d. The Chapter or IG includes in its membership only those who are members of the Society.
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## Section V.C – Chapters and Interest Groups (IGs), Continued

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- 2. Chapter / IG Autonomy**
- a. A Chapter or IG remains autonomous in all matters that are not reserved to the Society, the Society’s Board, or by these Bylaws or Society Rules.
  - b. The mutual responsibilities for Chapter or IG affairs, conduct, financial, and other legal obligations will be described in their charter document.
  - c. Each Chapter or IG:
    - i. Elects a President, Secretary-Treasurer, and other officers as it requires.
    - ii. Determines the qualifications for its officers and the method of their election.
    - iii. May appoint committees, and develop subchapters or sections.
    - iv. May adopt its own rules for conducting business.
    - v. May be required to have its committee and governance structure approved by the Society’s Board.
    - vi. May determine what persons among its membership have the right to vote in Chapter or IG matters.
- 

- 3. Chapter / IG Constraints**
- A Chapter or IG may not establish or enforce standards for ethics, accreditation, certification, or credentialing of specialty recognition for the Society.
- 

- 4. Chapter / IG Obligations and Duties**
- The officers and members of a Chapter or IG agree to:
- a. Draw up and maintain its own Bylaws and rules of procedure within the framework of these Bylaws.
  - b. Monitor themselves for compliance with the Society’s Bylaws, rules, and policies.
  - c. File and keep current with the Central Office a copy of its Bylaws, rules of procedure, committee and governance structure.
  - d. Send an annual report to the Society’s Board. The report describes the activities of the Chapter or IG for the preceding year.
  - e. To ensure that all of the above activities are also carried out for any subgroups that the Chapter or IG creates.
  - f. Produce a Chapter or IG newsletter within guidelines that the Society Board may set; and distribute the newsletter at least quarterly.
- Constraint:* All other publications are administered by the Society.
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- 5. Joining a Chapter / IG**
- a. Any member of the Society may join one or more Chapters or IGs under the rules of eligibility and election established by the Chapter or IG.
  - b. Members pay an annual amount for each Chapter or IG they join.
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## **Section V.C – Chapters and Interest Groups (IGs), Continued**

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### **6. Dues and Allocation of Chapter / IG Funds**

- a. A Chapter or IG sets the annual fee that its members will pay, within guidelines set by the Society's Board.
  - b. When a member joins the Society or renews their membership, the Society collects the dues owed to a Chapter or IG, and then passes those dues on to the Chapter or IG. The Chapter or IG then administers those funds.
  - c. A Chapter or IG collects and administers any other funds it earns through its own efforts.
- 

### **7. Dissolving or Sanctioning a Chapter / IG**

- a. A Chapter or IG states in its bylaws how it may dissolve itself, subject to approval by the Society's Board.
  - b. The Board may, at its discretion, dissolve or impose other sanctions on chapters that fail to comply with the Society's bylaws, rules, or policies.
  - c. The Board may, by two-thirds vote of the Board, also dissolve a Chapter or IG:
    - i. When the number of members within the Chapter or IG falls below ten (10) for a period of six months or more.
    - ii. When the Chapter or IG votes to recommend dissolution.
    - iii. For other good and sufficient reason.
  - d. Before imposing sanctions or dissolving a Chapter or IG:
    - i. The reasons for sanctions or dissolution shall be stated in writing to the members of the Chapter or IG through their officers.
    - ii. The Chapter or IG shall be given a full opportunity to respond.
  - e. Upon dissolution, the assets of a Chapter or IG may revert to the Society or be distributed to a charity.
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## Article VI. Central Office and Office Manager

### Section VI.A – Central Office and Office Manager

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- 1. Central Office**
- a. The Society maintains a Central Office for the administration of the affairs of the Society.
  - b. The Board decides the location and facilities of the Central Office.
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- 2. Manager Role and Duties**
- a. *Role:* The Central Office Manager is the administrative executive for the Society, and an adviser to the Board.
  - b. *Duties:* The Central Office Manager is responsible for:
    - i. The hiring, training, performance, and termination of staff for the Central Office.
    - ii. Reporting annually on the operations of the Central Office to the Board and by publication to the membership.
    - iii. Performing other duties that may be assigned by the President or Board or that may be prescribed in these Bylaws.
- 

- 3. Manager Conditions and Terms of Service**
- a. The Board may:
    - i. Nominate and elect or hire a Central Office Manager, and
    - ii. Reconfirm a person in that position.
  - b. The Central Office Manager may be confirmed or reconfirmed for no more than a five-year term.
  - c. During this term, the Central Office Manager cannot hold any other office within the Society.
- See also III.C.5 Board Meeting, Quorum, and Voting Rules*
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- 4. Removing the Manager**
- The Central Officer Manager may be removed by Board vote.
- See also III.C.5 Board Meeting, Quorum, and Voting Rules*
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## Article VII. Affiliating with Other Organizations

### Section VII.A – Affiliation Processes

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#### 1. Establishing an Affiliation

- a. An Affiliate organization is one that has a signed agreement to work with the Society in cooperative efforts such as programs, activities, or information exchanges.
- b. An Affiliate may:
  - i. Be any lawfully established and operated professional association in any location, and
  - ii. Represent any discipline or field of endeavor.
- c. The Board may by two-thirds vote of those present at a meeting:
  - i. Establish an affiliation for a specific duration.
  - ii. Elect representatives as are necessary and proper.
  - iii. Authorize the payment of appropriate fees.
  - iv. Create a blanket agreement that includes an affiliate's suborganizations.
- d. An affiliate agreement shall not assume any legal, financial, or management responsibilities for that organization by the Society.

*See also II. Membership.*

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#### 2. Renewing an Affiliation

If an affiliation is not renewed by its anniversary date, then the affiliation automatically expires.

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#### 3. Dissolving an Affiliate Agreement

- a. Within the terms of an affiliation agreement, the Board can terminate at any time an affiliation that it believes is no longer in the best interest of the Society.
  - b. An affiliation may be terminated by a two-thirds vote of the Board members present at a meeting.
  - c. Thereafter, the Board notifies the principal officers of the affiliate organization about the pending termination.
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## Article VIII. Publications and Subscriptions

### Section VIII.A – Publications and Subscriptions

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- 1. Publications**
- a. The Society maintains a web site as its official publication and venue for the information services it provides for its members.
  - b. The information it publishes is related to project management and may include but is not limited to abstracts, bibliographic material, records, reports, proceedings, journals, and other appropriate literature as authorized in these bylaws or as directed by the Board.
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- 2. Subscriptions**
- a. The basic Society dues include electronic subscriptions to publications as may be determined by the Board.
  - b. The Board may authorize:
    - i. Optional subscriptions that members may choose to pay for.
    - ii. Special rates to publications for special groups of subscribers.
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## Article IX. Amending the Bylaws

### Section IX.A – Parliamentary Authority

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- 1. Parliamentary Authority**
- a. The parliamentary authority for the Society is *Webster's New World Robert's Rules of Order, Simplified and Applied*, Second Edition.
  - b. The Board may adapt the authority as needed to conduct its business.
  - c. Adaptations that would affect member rights must be submitted to a member vote.
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## Section IX.B – Power and Process to Amend the Bylaws

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### 1. Power to Amend

- a. *When to Amend:* The Society may amend its Bylaws consistent with the Society's Articles of Incorporation and as deemed necessary for the management of the affairs of the Society.
  - b. *Types of Amendments:* An amendment may include adding a bylaw or rephrasing or deleting a bylaw. An administrative change that does not affect the intent of a bylaw is not an amendment.
  - c. *Votes Required to Amend:* A two-thirds vote of all members voting is required to pass an amendment.
  - d. *Effecting Amendments:* The Board ensures that only those changes are made to the Bylaws that are approved by the membership.
  - e. *Individual Amendments versus Revisions:* When the Board determines that changes are so numerous that voting on individual amendments is not feasible, then the Board may direct that a member vote be held to replace the current Bylaws with a revised version.
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### 2. Who May Propose Amendments

Amendments may be proposed by:

- a. The Board at any time.
  - b. Standing committees with Board approval.
  - c. A petition signed by four percent (4%) or more of the membership.
- 

### 3. Amendment Process

The amendment process works like this:

- a. A Society committee:
    - i. Prepares a form with the proposed amendments, pro and con statements, any other explanations deemed necessary, and enough space for voting.  
*Exception:* The committee members may, by a simple majority vote of those present, vote to exclude pro and con statements because the statements are unnecessary.
    - ii. Electronically mails the form to the last known primary address of each voting member.
  - b. No later than forty-five days (45) after the date of mailing:
    - i. The committee closes the poll, counts the votes, and reports the results to the Board.
    - ii. The Board announces the results by electronic mail and at the Society's web site, and puts into effect any amendments that passed.
  - c. Anyone who proposes an amendment may not serve on the committee that counts the votes.
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## **Article X. Dissolving the Society**

### **Section X.A – Dissolving the Society**

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- 1. Dissolution of the Society**
- a. The Society may be dissolved by a majority of the eligible members voting if there is a belief that the organization is not a viable entity that can meet its obligations as outlined in the Articles of Incorporation, these Bylaws, or other authoritative documentation.
  - b. If the Society is dissolved for any reason, then all assets shall be donated to a charitable organization meeting the Internal Revenue Service Code 501(c)(3).
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