

## **Project Management Institute - Durham Highlands Chapter Bylaws**

### **Article I – Name, Principal Office; Other Offices:**

Section 1. This organization shall be called the Project Management Institute - Durham Highlands Chapter (hereinafter “PMI-DHC”). This organization is a 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 Ontario, Canada.

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

Section 3. The principal office of the chapter shall be located in the Province of Ontario, Canada. The PMI-DHC may have other offices such as Branch offices as designated by the PMI-DHC Board of Directors.

### **Article II – Relationship to PMI:**

Section 1. The PMI-DHC 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-DHC 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 PMI-DHC’s Charter with PMI. These bylaws will be in effect following approval by the membership. The composition of the board and terms of office for all Directors elected prior to the approval of these bylaws, will be in accordance with version 4, June 2010.

Section 3. The terms of the Charter executed between the PMI-DHC 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-DHC shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PMI-DHC:**

Section 1. Purpose of the PMI-DHC:

- A. General Purpose. The Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI, and is dedicated to advancing the practice, science, and profession of project management in the Durham region and surrounding area in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI-DHC and PMI and these Bylaws, the purposes of the PMI-DHC shall include the following:
  - a) To promote PMI membership to individuals and corporations within the Durham region and surrounding area.
  - b) To promote Project Management Professional Certifications within the Durham region and surrounding area.
  - c) To establish and foster project management networking amongst project management practitioners, corporations, learning institutions, and other PMI chapters.
  - d) To organize meetings and presentations on project management related topics and issues to provide continuing educational development for members.
  - e) Such other complementary purposes not inconsistent with the objects of the Corporation.

Section 2. Limitations of PMI-DHC.

- A. General Limitations. The purposes and activities of the PMI-DHC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI-DHC Articles of Incorporation.

- B. The membership database and listings provided by PMI to the PMI-DHC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-DHC, consistent with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- C. The Directors of the PMI-DHC 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 - Chapter Membership:**

Section 1. General Membership Provisions:

- A. Membership in the PMI-DHC requires membership in PMI. The PMI-DHC 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-DHC 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 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-DHC.
- D. Membership in the PMI-DHC 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-DHC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-DHC to PMI.
- F. Upon termination of membership in the PMI-DHC, the member shall forfeit any and all rights and privileges of membership.
- G. All members, in good standing with PMI and the Chapter, shall have voting rights and shall be eligible to hold elected office in the PMI-DHC subject to Article VI, Section 5.

Section 2. Classes and Categories of Members. The PMI-DHC shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

**Article V – Board of Directors:**

Section 1. The PMI-DHC 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).

Section 2. The Board shall consist of:

- A. A minimum of six (6) and maximum of nine (9) Directors elected by the membership. All Directors shall be elected for a term of three (3) years, staggered so that at least one (1) Director and at most three (3) Directors are elected each year. All Directors shall be members in good standing of PMI and of the PMI-

DHC. A Director may serve for no more than two (2) consecutive terms.

- B. The most recent PMI-DHC Past President to serve prior to the appointment of the current or incumbent President will perform in an advisory non-voting capacity on the Board, unless he or she is serving a current term as an elected Director.

Section 3. The Board shall exercise all powers of the PMI-DHC, except as specifically prohibited by these bylaws, the PMI Bylaws, policies, and procedures, its charter with PMI and the laws of the province of Ontario. 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-DHC business and funds.

Section 4. The Board shall meet at the call of the President, or at the written request of no less than one-half of the membership of the Board directed to the President or Vice President.

- A. A quorum shall consist of no less than one-half of the membership of the Board at any given time.
- B. Each Director shall be entitled to one (1) vote and may take part and vote. The President shall not vote except in order to break a tie vote.
- C. Matters considered by the Directors at a Board meeting shall be decided by a majority of the votes cast on the question and in the case of an equality of votes the President shall have a casting vote.
- D. During exceptional circumstances, the Board may determine it necessary to conduct its business by teleconference, facsimile, electronic mail or other legally acceptable means. In such cases, the Secretary must ensure that records of any actions and decisions are maintained.
- E. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 5. The Board of Directors shall declare a Director position to be vacant where a Director ceases to be a member in good standing of PMI or of the PMI-DHC by reason of non-payment of dues, or where the Director fails to attend three (3) consecutive Board meetings or four (4) within twelve (12) months without prior approval of the Board. A Director may resign by submitting written notice to the President or Vice President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the written notice by the Board.

Section 6. A Director may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at a special general meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7. If any Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President shall assume the duties and office of the President for the remainder of the term. If the Vice President is unable to fulfill the role of the President, a simple majority vote of the Board can establish a successor.

Section 8. At the first meeting of the Board after the Annual Meeting, the Board shall appoint the President, Vice President, Director of Finance, and Secretary from the elected Directors of the Board to serve as Officers for a one (1) year term in the appointed positions. An Officer may serve in a specific position for no more than four (4) consecutive terms and then cannot be re-appointed as an Officer in that specific position for a period of one (1) year.

Annually, the President, upon approval of the Board, shall also assign portfolios to each of the Directors based on the required skills for each portfolio and the specific interests of each Director.

The Board of Directors may, at its discretion invite additional individuals to participate in Board meetings in a non-voting, advisory capacity.

Section 9. The President shall be the Chief Executive Officer for the PMI-DHC and of the Board, and shall perform such duties as are customary for presiding Executive Members, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 10. The Vice President shall also be considered the “President in training” and will represent the President as requested by the President or a majority of the Board as necessary.

Section 11. The Director of Finance shall oversee the management of funds for duly authorized purposes of the PMI-DHC.

Section 12. The Secretary shall prepare, maintain, record and circulate all records, correspondence, minutes of meetings and related affairs of PMI-DHC.

Section 13. The Director of Marketing & Communications will manage the PMI-DHC communications & marketing plan and all related chapter communications, marketing, sponsorship, IT and outreach activities.

Section 14. The Director of Education will provide oversight to the professional development program including, certification preparation course, and mentoring program committees.

Section 15. The Director of Membership will provide oversight and manage PMI-DHC’s membership programs and provide or arrange operational support as required.

Section 16. The Director of Volunteer Management will provide oversight to PMI-DHC’s active member (volunteer) program and provide or arrange operational support as required.

Section 17. The Director of Governance and Policy will assume the responsibility for addressing governance and policy issues, including ensuring the maintenance and enforcement of chapter policies and bylaws, governance training and management of issues related to ethics and code of conduct.

Section 18. The duties, roles and responsibilities of any Directors shall be determined and can be changed at any time for operational needs by the President with the advice and consent of the Board.

#### **Article VI – Chapter Nominations and Elections:**

Section 1. The nomination and election of Directors shall be conducted annually in accordance with the terms of office specified in Article V, Section 2. All voting members in good standing of the PMI-DHC 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. Candidates who are elected shall take office upon being declared elected at the Annual Meeting, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. The Board shall appoint a Nominating Committee of at least three (3) Chapter members to:

- A. publish the rules applicable to the nomination and election process,
- B. prepare a slate of Director nominees,
- C. determine the eligibility, qualifications and willingness of each nominee to stand for election, and
- D. conduct the election of Directors.

Candidates may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted by electronic mail or other board approved means to all voting members in good standing. The candidates who receive the most votes cast for the number of open Director positions shall be

elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5. Any Member shall be eligible to submit his/her name to the Nominating Committee for consideration after having been a PMI-DHC Member for at least six months prior to their nomination.

Section 6: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

#### **Article VII – Chapter Committees:**

Section 1. The Board may authorize the establishment or the dissolution of standing or temporary committees to advance the purposes of the organization. The Board shall establish a terms of reference for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board through the Director or Officer to whom the committee chair reports. The Board may conduct an annual review of Committee Terms of Reference and appointment of Committee Chairs.

Section 2. Committee Chairs shall be appointed by the Board from the membership of the organization. The PMI-DHC Directors can serve on Chapter Committees (unless specifically restricted by the Bylaws), reporting to the Committee Chair with all rights and responsibilities applicable to committee members as defined in the committee terms of reference. Committee Chairs shall have the authority to appoint committee membership upon the approval of the supervising Director.

#### **Article VIII - Chapter Finance:**

Section 1. The fiscal year of the PMI-DHC shall be from November 1st to October 31<sup>st</sup> of the following year.

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

Section 3. The PMI-DHC 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.

#### **Article IX – Meetings of the Membership:**

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of forty (40) or ten percent (10%), whichever is the lesser, of the voting membership in good standing, directed to the President.

Section 3. Notice of all annual and special meetings shall be sent by electronic mail or other board approved means to all members at least forty-five (45) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. A quorum at all annual and special meetings of the PMI-DHC shall be forty (40) or ten percent (10%) of the voting membership, whichever is the lesser, in good standing, present in person.

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

#### **Article X– Inurement and Conflict of Interest:**

Section 1. No member of the PMI-DHC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI-DHC, except as otherwise provided in these bylaws.

Section 2. No Officer, Director, appointed committee member or authorized representative of the PMI-DHC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-DHC 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-DHC may engage in contracts or transactions with members, elected Directors of the Board, appointed committee members or authorized representatives of PMI-DHC and any corporation, partnership, association or other organization in which one or more of PMI-DHC’s Directors, appointed committee members or authorized representatives are: Directors, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;
- B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI-DHC and complies with the laws and regulations of the applicable jurisdiction in which PMI-DHC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All Directors, appointed committee members and authorized representatives of the PMI-DHC shall act in an independent manner consistent with their obligations to the PMI-DHC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All 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-DHC 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-DHC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-DHC, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI-DHC 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-DHC, or is or was serving at the request of the PMI-DHC as a Director, Officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

#### **Article XII- Amendments:**

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual or special meeting of the PMI-DHC duly called and regularly held; or by a two thirds (2/3) vote (of all votes cast) by the voting membership in good standing, representing a quorum, voting by electronic mail or other board approved means returned within forty-five (45) 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 forty-five (45) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by forty (40) or ten percent (10%), whichever is the lesser, of the voting membership in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the PMI-DHC's Charter with PMI.

#### **Article XIII – Dissolution:**

Section 1. In the event that the PMI-DHC or its governing Directors failed to act according to these bylaws and PMI-DHC's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Chapter.

Section 2. In the event the PMI-DHC failed to deliver value to its members as outlined in PMI-DHC's business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

Section 3. In the event the PMI-DHC is considering to dissolve the Chapter, the PMI-DHC's members of the Board of Directors must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

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