		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

Introduction

When incorporated under the **Canada Not-for-profit Corporations Act** (NFP Act) and governed by the **Ontario Not-For-Profit Corporations Act** (ONCA), by-laws are required. They set out the rules for governing and operating the corporation. They can be modified at a later date as the needs of the corporation change.

Article I – Name, Principal Office; Other Offices:

Section 1. Name/Non-Profit Incorporation.

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. Principal Office; Other Offices.

The principal office of the PMI-DHC 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 By-laws of the PMI-DHC may not conflict with the current PMI®’s By-laws and all policies, procedures, rules, or directives established or authorized by PMI® as well as with the PMI-DHC’s Charter with PMI® unless required by applicable law and legislation.

Section 3. The terms of the Charter executed between the PMI-DHC and PMI®, including all restrictions and prohibitions, shall take precedence over these By-laws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these By-laws, the PMI-DHC shall be governed by and adhere to the terms of the Charter. Notwithstanding this section 3, in the event of a conflict between these By-laws and applicable Ontario law and legislation, the applicable Ontario law and legislation will govern.

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

Section 1. Purpose of the PMI-DHC.

- A. General Purpose. The PMI-DHC 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.

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI-DHC and PMI® and these By-laws, the purposes of the PMI-DHC shall include the following:
- a) To foster professionalism in the management of projects.
 - b) To contribute to the quality and scope of project management.
 - c) To stimulate appropriate global application of project management for the benefit of the general public.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others interested and involved in project management.
 - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) To promote PMI® membership to individuals and corporations within the Durham region and surrounding area.
 - g) To promote Project Management Professional Certifications within the Durham region and surrounding area.
 - h) To establish and foster project management networking amongst project management practitioners, corporations, learning institutions, and other PMI® chapters.
 - i) To organize meetings, presentations and provide continuing educational development on project management related topics for members.
 - j) Supporting and encouraging the development of students seeking to become project management professionals.
 - k) 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 By-laws, 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 By-laws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI-DHC 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 who has attained the age of majority and who is 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.

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

- B. Members shall be governed by and abide by the PMI By-laws and by the By-laws 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 PMI-DHC membership dues to PMI®, as set by PMI®/PMI-DHC Board or a committee appointed by them from time to time, and in the event that a member resigns, or their membership is revoked for Just Cause as defined below, membership dues shall not be refunded by PMI® or the PMI-DHC.
- D. “Just Cause” shall mean failure to meet eligibility requirements, failure to make any payments required under these By-laws, or breaching any other term of PMI-DHC’s Charter Agreement, policies, rules, or other applicable laws.
- E. Membership in the PMI-DHC shall terminate upon the member’s resignation, death, failure to meet eligibility requirements, failure to pay dues or expulsion from membership for Just Cause in accordance with these By-laws.
- F. 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® within such one-month delinquent period. If a member does not pay their dues within such one-month delinquent period, their membership shall be revoked.
- G. Upon termination of membership in the PMI-DHC, the member shall forfeit any and all rights and privileges of membership.
- H. All members, in good standing with PMI® and the PMI-DHC, 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® Chapter membership categories shall be consistent with PMI® membership categories.

Article V – Board of Directors and Officers:

Section 1. The PMI-DHC shall be governed by a Board of Directors (hereinafter “the 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 minimum of six (6) and maximum of nine (9) Directors elected by the membership. All Directors shall be elected for a term of two (2) years, staggered so that at least one (1) Director and at most five (5) 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 a maximum of three (3) consecutive terms (six (6) years), and no more than a maximum of ten (10) years total. A minimum of one (1) year absence is required after three (3) consecutive terms. A Director may not stand for re-election after the maximum total (ten (10) years) has been reached.

Section 3. 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.

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

Section 4. The VP Business shall be responsible for developing and managing all external business and community relationships for PMI-DHC.

Section 5. The VP Finance shall oversee the management of funds for duly authorized purposes of PMI-DHC.

Section 6. The VP Administration shall keep the records of all business meetings of PMI-DHC and the Board, and oversee the internal operations, and administration for PMI-DHC

Section 7. The Director of Marketing & Communications shall oversee the management of external facing marketing and communications for PMI-DHC.

Section 8. The Director of Professional Development shall provide oversight and manage the professional development, education, and mentorship programs to support and promote project management skills and certification.

Section 9. The Director of Membership shall oversee and is responsible for all activities and events related to the membership lifecycle, including recruitment, intake, engagement, and retention.

Section 10. The Director of Volunteers shall oversee and is responsible for all activities and events related to the volunteers' lifecycle, including recruitment, intake, engagement, and retention. They are also responsible for arranging operational support for the Chapter as required.

Section 11. The Director of Governance shall oversee the management and compliance with the Governance framework within PMI-DHC.


Section 12. The Board shall exercise all powers of the PMI-DHC, except as specifically prohibited by these By-laws, the PMI® By-laws, 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 By-laws and PMI® By-laws and policies, and to exercise authority over all PMI-DHC business and funds.

Section 13. The Board shall meet upon twenty-four (24) hours' notice at the call of the 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 Director shall be entitled to one (1) vote and may take part and vote in person or virtual only.

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.

- A. At its discretion, the Board may conduct its business by teleconference, in person, virtually or other legally acceptable means. In such cases, the VP Administration must ensure that records of any actions and decisions are maintained.
- B. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 14. The Board of Directors may declare a Director position to be vacant where a Director ceases to meet eligibility

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

requirements under these By-laws or ONCA, dies, resigns by submitting written notice to the President, or is removed by a 2/3 resolution of the members. 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 15. 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 or virtual at a special meeting of the membership.

Section 16. If any Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term or remainder of the current operational year for the vacant position. A past board member, even if they have reached their maximum years of service, is eligible to fill the vacant position. In the event the President is unable or unwilling to complete the current term of office, the VP Business shall assume the role in the interim until such a time as a special meeting is called or the Board next convenes. A vote shall then be taken to establish a successor for the remainder of the outgoing President’s term. If any of the Vice Presidents are unable to fulfill the role of the President, a simple majority vote of the Board can establish a successor.

Article VI – PMI-DHC Nominations and Elections:

Section 1. The nomination and election of directors shall be conducted annually in accordance with the requirements contained in these By-laws, including Article IV, Section 1, Article V, Section 2, and this Article VI. All voting members in good standing of PMI-DHC shall have the right to vote in the election. Proxies are not offered by PMI-DHC. 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 September 1st, having transitioned into the role in the months of July and August upon being declared elected at the June Annual General 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 when the nomination process starts.
- B. prepare a slate containing nominees for each Board position.
- 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 (a) during the annual meeting of the membership; or (b) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes 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.

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

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, fundraising 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 of standing or temporary committees to advance the purposes of the organization. The Board shall establish a term of reference for each committee, which defines its purpose, authority, and outcomes (Term of Reference). Committees are responsible to the Board through the Director 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 By-laws), 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 September 1st to August 31st 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. Cheques and any other document associated with a corporate bank account must be signed by 2 of the 4 signing officers (President, VP Finance, VP Business and Treasurer). Any other document, including deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by both the President and one other director or officer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

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. Notice of

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

all annual and special meetings shall be sent by electronic mail or other board approved means to all members at least thirty (30) days in advance of the meeting and not more than fifty (50) 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 President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership in good standing, directed to the President. Notice of all special meetings shall be sent by the Board to membership at least thirty (30) days in advance of the meeting and not more than fifty (50) days 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. The notice shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and shall state the text of any special resolution to be submitted at the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Quorum at all annual and special meetings of the PMI-DHC shall be those members in good standing, present and in person or virtual.

Section 4. A single member may request a proposal be included in the agenda for members’ meeting. Members may also requisition members’ meeting with 10% of the voting members and propose director nomination with 5% of the voting members.

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

Section 6. Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person participating in a meeting electronically is deemed to be present at the meeting. Members that are present on the virtual meetings must be able to fully participate in the business of the meeting.


Section 7. Voting may be done by a show of hands, ballot, or by electronic means via telephone or video conferences such as Zoom meetings. A resolution signed by all the members entitled to vote on the resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

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 Board member 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 the Board 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

		BY-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

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 or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board 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.
- D. the interested individual shall not attend any part of a meeting of the directors during which the contract or transaction is discussed unless the transaction relates to their remuneration or an indemnity or insurance to which they are a party.


Section 4. All officers, 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 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-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, in compliance with the ONCA and PMI-DHC’s articles and By-laws, exercised their powers and discharged their duties in accordance with the ONCA, and acted 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 by PMI-DHC 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 of PMI-DHC 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-LAWS – V7_Final	
Section:	Governance	Issued:	March 30 th , 2023
Subject:	By-Laws V7	Effective:	June 12 th , 2023
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-Laws – V6
Issued by:	PMI-DHC Board of Directors	Dated:	June 27 th , 2019

by law and in these By-laws.

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 voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI-DHC duly called and regularly held. 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 membership in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation by the members.

Section 3. All amendments must be completed in compliance 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 By-laws and its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI-DHC Charter and require the chapter to seek dissolution.

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 Chapter acknowledges that PMI® has a right to revoke the PMI-DHC Charter and require the chapter to seek dissolution.

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

Section 4. Should the PMI-DHC 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.

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.