

Newfoundland Labrador Chapter Bylaws

PMI NL Bylaw Committee

Approved by PMI September 8, 2017

Approved by Membership November 2, 2017

Article I - Name, Principal Office; Other Offices

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, Newfoundland Labrador Chapter (hereinafter "the PMI® NL Chapter"). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®") and separately incorporated as a non-profit, tax exempt corporation without share capital under the laws of Newfoundland Labrador, Canada.

Section 2.

The PMI® NL Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI® NL Chapter conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices

The principal office of the Chapter shall be located in St. John's metropolitan area in the Province of Newfoundland Labrador. The PMI® NL Chapter may have other offices such as Branch offices as designated by the PMI® NL Chapter Board of Directors.

Article II - Relationship to PMI®

Section 1.

The PMI® NL Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2.

The Bylaws of the PMI® NL Chapter may not conflict with the current PMI®'s Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the PMI® NL Chapter's Charter with PMI®.

Section 3.

The terms of the Charter executed between the PMI® NL Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI® NL Chapter shall be governed by and adhere to the terms of the Charter.

Article III - Purpose and Limitations or the PMI® NL Chapter Section

Section 1. Purpose or the PMI® NL Chapter

- A. General Purpose. The Chapter has been founded as a separately incorporated as a non-profit, tax exempt corporation without share chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in Newfoundland Labrador in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI® NL Chapter and PMI® and these Bylaws, the purposes of the PMI® NL Chapter 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 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 other 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 collaborate with Universities and other Educational Institutions to encourage appropriate education and career development at all levels in project management.
 - g) To encourage academic and industrial research in the field of project management.

Section 2. Limitations of the PMI® NL Chapter

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

the PMI® NL Chapter Articles of Incorporation.

- B. The membership database and listings provided by PMI® to the PMI® NL Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI® NL Chapter, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the PMI® NL Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV - Chapter Membership

Section 1. General Membership Provisions

- A. Membership in the PMI® NL Chapter requires membership in PMI®. The PMI® NL Chapter shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI® Bylaws and by the Bylaws of the PMI® NL Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and PMI® NL 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® NL Chapter.
- D. Membership in the PMI® NL Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the PMI® NL Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI® NL Chapter to PMI® within such one month delinquent period.
- F. Upon termination of membership in the PMI® NL Chapter, 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 or appointed office in the PMI® NL Chapter subject to Article VI, Section 5.

Section 2. Classes and Categories of Members

The PMI® NL Chapter shall not create membership categories. PMI® Component membership categories shall be consistent with PMI® membership categories.

Article V - Chapter Board of Directors

Section 1.

The PMI® NL Chapter shall be governed by a Board of Directors; the Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent). The Board shall be comprised of six (6) to twelve (12) voting Board members. Four (4) of these voting PMI® NL Board Directors shall be appointed by the Board and serve as Officers of the Chapter consistent with the requirements of Article V, Sections 3 through 8 below.

Section 2.

The Board shall consist of the Directors of the PMI® NL Chapter elected by the membership and shall be members in good standing of PMI® and of the PMI® NL Chapter. Terms of office for the Board shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that approximately one-half of the Board are elected each year.

Section 3.

The President shall perform such duties as are customary for presiding officers, 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 participate and vote on all committees except the Nominating Committee. The President shall serve a one (1) year term.

Section 4.

The Secretary shall keep the records of all business meetings of the PMI® NL Chapter and meetings of the Board. The Corporate Secretary shall serve a two (2) year term. The duties and authority of the Corporate Secretary shall include, but not be limited to:

- a) Be accountable for the accuracy of Board documents, such as true minutes of all such meetings and the books of the Chapter; all notices given in accordance with these bylaws.
- b) Record, distribute and maintain minutes of the Chapter business and special meetings.
- c) Turn over all records in good condition to his/her successor in a timely, coordinated manner.

Section 5.

The Treasurer shall oversee the management of funds for duly authorized purposes of the PMI® NL Chapter. The Treasurer shall serve a two (2) year term. The duties and authority of the Treasurer shall include, but not be limited to:

- a) Account for the preparation and accuracy of Board financial documents, such as the books of the Chapter; financial reports, annual budget, and fiscal and financial investment policies of the Chapter.
- b) Serve as an ex-officio voting member of any finance committee of the Board.
- c) Control all Chapter monies in accordance with directives of the Board.
- d) Establish/maintain Chapter bank accounts requiring two signatures authorized by the President, Vice President/President Elect or Treasurer.
- e) Maintain, update and ensure adherence to the PMI® NL Chapter financial policies as approved by the Board.
- f) Turn over all permanent records and financial statements in good order to his/her successor in a timely, coordinated manner and receive receipt thereto.

Section 6.

Vice President/President Elect shall serve a one (1) year term with the Vice President/President Elect automatically becoming the successor of the President at the start of the following term. The duties and

authority of the Vice President/President Elect shall include, but not be limited to:

- a) The day to day operations of the Chapter.
- b) Ensuring the projects assigned to other Board members or committee chairs are on track and being reported on to the Board.
- c) Working with the President as mentee to understand the position of Chapter President.
- d) Presiding over meetings when the President is unavailable.

Section 7.

Immediate Past President will perform in an advisory, non-voting capacity on the Board and shall assist the President in liaison with PMI, if and when required. He/ She shall serve as a liaison to the Nomination Committee. He/she shall also assist in preparation and conduct of any projects, seminars or meetings in support of other Board Members or activities, which the PMI® NL Chapter decides to undertake.

Section 8.

Other Directors (2 to 8 positions), elected to and responsible for portfolios as determined necessary by the Board prior to the AGM. These duties and authority of the Directors shall include, but not be limited to:

- a) Providing strategic guidance on the activities of one (or more) portfolio areas.
- b) Providing updates on strategy execution to the rest of the Board.
- c) Acting as “sponsors” for projects aligned to their portfolio area.
- d) Collaborate on preparation and submission of a budget for their portfolio area.

Section 9.

The Board shall exercise all powers of the PMI® NL Chapter, except as specifically prohibited by these bylaws, the PMI® Bylaws and policies, its Charter with PMI®, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and PMI® Bylaws and policies, and to exercise authority over all PMI® NL Chapter business and funds.

Section 10.

The Board shall exercise all powers of the PMI® NL Chapter except as specifically prohibited by these Bylaws, the PMI® Bylaws and policies, its charter with PMI®, and the laws of the jurisdiction in which the organization is incorporated/registered. The Board shall be authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these Bylaws and PMI Bylaws and policies, and to exercise authority over all PMI® NL Chapter business and funds.

Section 11.

The Board shall meet 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 member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, email or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12.

The Board of Directors may declare an officer or Director position to be vacant where an officer or Director ceases to be a member in good standing of PMI or of the PMI® NL Chapter by reason of non-payment of dues, or where the officer or Director fails to attend two (2) consecutive Board meetings. An officer or Director may resign by submitting written notice to the President or the Secretary. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 13.

An officer or 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 an official meeting of the membership, OR by a two-thirds (2/3) vote of the Board.

Section 14.

If any officer or 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/President Elect shall assume the duties and office of the presiding officer for the remainder of the term.

Article VI - PMI® NL Chapter Nominations and Elections

Section 1.

The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the PMI® NL Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2.

A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 3.

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

Section 4.

In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PMI® NL Chapter may be used to support the election of any candidate or group of candidates for PMI®, PMI® NL 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 PMI® NL Chapter Nominating Committee, or other applicable body designated by the PMI® NL Chapter, will be the sole distributor(s) of all election materials for PMI® NL Chapter elected positions.

Article VII - PMI® NL Chapter Committees

Section 1.

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

Section 2.

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

Article VIII - PMI® NL Chapter Finance

Section 1.

The fiscal year of the PMI® NL Chapter shall be from 1 January to 31 December.

Section 2.

PMI® NL Chapter annual membership dues shall be set by the Chapter's Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3.

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

Section 4.

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

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 ten percent (10%) of the voting membership directed to the President.

Section 3.

Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4.

Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5.

Quorum at all annual and special meetings of the PMI® NL Chapter shall be those members in good standing, present and in person.

Section 6.

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

Article V - Inurement and Conflict of Interest

Section 1.

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

Section 2.

No officer, director, appointed committee member or authorized representative of the PMI® NL Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI® NL Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3.

PMI® NL Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI® NL Chapter and any corporation, partnership, association or other organization in which one or more of PMI® NL Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to 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® NL Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI® NL Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4.

All officers, directors, appointed committee members and authorized representatives of the PMI® NL Chapter shall act in an independent manner consistent with their obligations to the PMI® NL Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5.

All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI® NL Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Article XI - Indemnification

Section 1.

In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI® NL Chapter, acting in good faith and in a manner reasonably believed to be

in the best interests of the PMI® NL Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable 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® NL Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, or authorized representative of the PMI® NL Chapter, or is or was serving at the agent or authorized representative of the Newfoundland and Labrador Chapter, or is or was serving at the request of the PMI® NL Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII- Amendments

Section 1.

These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot, present at an annual meeting of the PMI® NL Chapter duly called and regularly held; or by a two-thirds (2/3) vole of the voting membership in good standing voting by mail ballot 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 ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3.

All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules and directives established by the Board, as well as with the PMI® NL Chapter's Charter with PMI®.

Article XIII - Dissolution

Section 1.

In the event that the PMI® NL Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI® NL Chapter Charter and require the chapter to seek dissolution.

Section 2.

In the event the PMI® NL Chapter failed to deliver value to its members as outlined in PMI® NL Chapter's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI® NL Chapter Charter and require the chapter to seek dissolution.

Section 3.

In the event the PMI® NL Chapter is considering dissolving, the PMI® NL CHAPTER members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4.

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

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.