

## **PMI Manitoba By-laws**

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

#### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Manitoba Chapter Inc. (hereinafter “the Chapter”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Manitoba, Canada.

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

#### Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in Winnipeg, Manitoba in the Commonwealth of Canada. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

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

Section 1. The Chapter is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the Chapter may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the Chapter’s Charter with PMI.

Section 3. The terms of the Charter executed between the Chapter and PMI<sup>®</sup>, 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 Chapter shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the Chapter.**

#### Section 1. Purpose of the Chapter.

- A. General Purpose. The Chapter has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the Chapter and PMI and these Bylaws, the purposes of the 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 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 collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.

Section 2. Limitations of the Chapter.

- A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with the Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the 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 Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component'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 Chapter requires membership in PMI®. The 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 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 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 Chapter.
- D. Membership in the Chapter is not transferable to any other person.
- E. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause. Pursuant to a fair process and under procedures duly adopted by the Board of Directors, any Member may be expelled from membership by a three-fourths (3/4ths) affirmative vote of the Board of Directors of the Chapter.
- 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 Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter to PMI within such one month delinquent period.
- G. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- H. Members in good standing of PMI and of the Chapter may vote on Chapter matters and hold Chapter elected or appointed positions, as defined in these by-laws.

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

## **Article V – Chapter Board of Directors:**

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

Section 2. The Board shall be responsible for strategic planning and the establishment of policy with respect to the activities of the Chapter. The Board shall also oversee the management, control and supervision of the Chapter's business and the provision of products and services to members, as well as other lawful activities and affairs deemed necessary to further the objectives of the Chapter.

Section 3. The Board of Directors shall meet on a regular basis throughout the calendar year. The Board of Directors Orientation Guide document (a handbook for directors) provides further details regarding the types and usual frequency of these Board meetings.

Section 4. The Board shall consist of 3 to 10 Members and will be representative of the membership.

Section 5. The Board shall consist of the officers of the Chapter elected by the membership and shall be members in good standing of PMI and of the Chapter. Terms of office for the President, Vice President and Past President shall be one (1) year. The Vice-President shall be the president-elect serving one year as vice-president and the following year as president. All other Board positions shall be one (1) year with an option to extend for a second year. In the event a director opts to extend for the second year, no election will be held for that position until the end of the now two year term. A director's term may not exceed more than 8 consecutive years on the Board.

Section 6. The President shall be the chief executive officer for the Chapter and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

The President shall serve as the chair of the Board of Directors. The President shall have the authority and responsibilities for, but not limited to: the role of presiding officer at all Board and membership meetings; the direction of the other officers; the designation and appointment of committee chairs, subject to Board approval; the preparation and distribution of all Board meeting agendas; and the general knowledge and responsibility for supervision of the business of the Corporation. The President shall submit to PMI the annual application for charter renewal and shall provide representation on the Assembly of Chapter Presidents.

Section 7. The Vice President shall perform the duties and exercise the powers of the President in the absence or disability of the President. To ensure the Vice President has the Board history and experience to equip them for their term, a Vice President nominee must have already served at least 1 year on the Chapter Board. In the event no Vice President nominees has previously served 1 year on the Chapter Board, this requirement will be waived for the current year's nominations.

Section 8. The Secretary duties and authorities shall include, but not be limited to: accountability for the accuracy of Board documents, such as true minutes of all business meetings of the Chapter and meetings of the Board, and custodian of Chapter documents including, but not limited to, the by-laws and Board Policies and Procedures. The Secretary may assume additional duties as determined by the Board of Directors.

Section 9. The Treasurer duties and authorities shall include, but not be limited to: accountability for the accuracy of Chapter finances, preparation of the annual budget, adherence to Generally Accepted Accounting Principles and ensuring an independent audit of the Chapter's finances and financial statements. The Treasurer may assume additional duties as determined by the Board of Directors.

Section 10. The Board shall exercise all powers of the 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 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, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. Every decision of the Board shall be by a majority vote unless otherwise required by law, the policies of the Board or these by-laws. Each Director shall be entitled to one vote on any matter coming before the Board. In the event of a tie, the President will cast the deciding vote.

Section 13. The Board of Directors shall declare an officer or Director at Large (non-officer) position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues. An officer or Director at Large may resign by submitting written notice to the President or 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 14: An officer or Director at Large 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 15: If any officer or Director at Large 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 presiding officer for the remainder of the term.

#### **Article VI – 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 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. Candidates who are elected shall take office on the first day of March following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

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

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of

candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component 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 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 Chapter officers and/or Directors can serve on the Chapter Committees, unless it specifically is restricted by the Bylaws.

Section 2. The President, in consultation with the Board, shall appoint the Chair of committees and project teams. The Chair shall normally appoint the members of a committee or project team. Voting within committees and project teams shall be by simple majority of votes cast.

Section 3. The Board shall have the authority to remove Committee Chairs and members at its discretion.

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

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

Section 2. 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 Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

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

Section 5. A budget showing anticipated revenue and expenses shall be adopted annually by the Board of Directors. The Board shall provide the approved budget to the membership for member perusal upon member request.

Section 6. Accounting for the finances of the Chapter shall conform with Generally Accepted Accounting Principles (GAAP).

Section 7. The members shall, at each annual meeting, appoint an Auditor to audit the accounts of the Chapter for reporting to the members at the next annual meeting provided that the Board of Directors may fill any vacancy in the Office of the Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

Section 8. Contracts, documents, including cheques, drafts and notes, or any instruments in writing requiring the signature of the Chapter, shall be signed by any two Officers and all contracts, documents and instruments in writing so signed shall be binding upon the Chapter without any further authorization or formality. The Board of Directors shall have power from time to time to appoint an Officer or Director on behalf of the Chapter to sign specific contracts, documents and instruments in writing.

Section 9. The Board of Directors shall see that all necessary books and records of the Corporation, required by the by-laws of the Corporation or any applicable statute or law, are regularly and properly kept.

Section 10. The Board of Directors shall be prohibited from making an investment of chapter funds into an investment option which is subject to market fluctuations or losses that could reduce the principal

value of the investment.

### **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. The annual meeting shall be held no later than ninety (90) days from the end of the Chapter's fiscal year just ending.

Section 2. Special meetings of the membership may be called by the Chapter, 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 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. 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 Chapter shall be ten percent (10%) of the voting membership in good standing, present and in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board. Each member in good standing shall have one vote per question or resolution only. Unless otherwise required by these by-laws, all actions of the membership quorum shall be carried by majority vote. Except with respect to mail ballots, voting by proxy shall not be permitted.

Section 7. In addition to the annual meeting and any special meetings, the Board of Directors shall convene regular meetings of the Chapter (e.g. educational sessions, social events) on a regular basis throughout the calendar year. The Board of Directors Orientation Guide document provides further details regarding the types and usual frequency of these meetings.

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

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

Section 2. No officer, director, appointed committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the 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. The Board may also authorize an annual token of appreciation gift to Chapter volunteers as well as a token of appreciation gift to outgoing Board members.

Section 3. The Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the 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 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 the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the 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 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 Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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 Chapter may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the Chapter, or is or was serving at the request of the 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 present at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within 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 PMI Board of Directors, as well as with the Chapter's Charter with PMI.

**Article XIII – Severability:**

Section 1. If any portion of these By-laws shall be invalid or inoperative, then, so far as reasonable, the remainder of these By-laws shall be considered valid and operative.

**Article XIV – Dissolution:**

Section 1. In the event that the Chapter or its governing officers failed to act according to these bylaws and the Chapter 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 Chapter failed to deliver value to its members as outlined in the Chapter'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 Chapter is considering to dissolve the Chapter, the Chapter's members or the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4. Should the Chapter 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.