

**Southern Alberta Chapter–Project Management Institute  
Chapter Bylaws**

**PMI-SAC Bylaws**

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**TABLE OF CONTENTS**

TABLE OF CONTENTS.....	2
ARTICLE 1 THE ORGANIZATION .....	3
ARTICLE 2 DEFINITIONS AND INTERPRETATION.....	4
ARTICLE 3 GOVERNANCE.....	6
ARTICLE 4 MEMBERSHIP.....	19
ARTICLE 5 FINANCE .....	22
ARTICLE 6 MEETINGS OF THE MEMBERSHIP .....	25
ARTICLE 7 INDEMNIFICATION.....	26
ARTICLE 8 DISSOLUTION .....	27

**ARTICLE 1 THE ORGANIZATION**

**1.1 Name**

The name of the organization is the Project Management Institute – Southern Alberta Chapter, which may also be known or referred to in this document as PMI-SAC or the Chapter.

**1.2 Charter and Incorporation**

This organization is a Chapter chartered by the Project Management Institute, Incorporated, (hereafter referred to as PMI), and is separately incorporated as a society under the Societies Act under the laws of the Province of Alberta.

**1.3 Office**

The principal office of the Chapter shall be located in the City of Calgary in the Province of Alberta, Canada.

**1.4 Mailing Address**

The Registered mailing address of the Chapter is: 400-1040 7 Avenue SW, Calgary, Alberta T2P 3G9.

**ARTICLE 2 DEFINITIONS AND INTERPRETATION**

**2.1 Definitions**

In these Bylaws, the following terms have these meanings:

**Associate:** A Board member that has a non-voting and non-elected Board-appointed position, responsible for a specific role or project.

**Board:** The Board of Directors of this Chapter.

**Bylaws:** The Bylaws of this Chapter.

**Chapter:** The Project Management Institute – Southern Alberta Chapter.

**Director:** Any person elected or appointed to a voting position on the Board. This includes the President.

**General Meeting:** A gathering of Chapter Members with Chapter business on the agenda. Other terms with the same meaning include, the Annual General Meeting (AGM), Chapter Business Meeting, and Special General Meeting.

**Member:** A member in good standing of the Chapter and PMI.

**Officer:** A Board member that has signing authority for the Board.

**Register of Members:** The register provided by the PMI Global Operations Center to the Board containing the names of the Members of the Chapter.

**Quorum:** The required number of Board members necessary to vote on motions.

**Special Resolution:** A resolution moved at a General Meeting of the membership of this Chapter.

**Student Member:** A Member of the Chapter who meets the criteria of student, as defined by PMI.

**Voting Member:** A Member entitled to vote at the meetings of the Chapter.

## **2.2 Interpretations**

The following rules apply when interpreting these Bylaws:

**Singular and Plural:** Words indicating the singular number also include the plural and vice-versa.

**Corporation:** Words indicating persons also include corporations, societies, and other legal entities.

**Headings:** Headings are for convenience only and do not affect the interpretation of these Bylaws.

**Liberal Interpretation:** These Bylaws are intended as guiding principles for the operation of the Chapter, and where conflicts arise should be interpreted with reasonableness and good judgment.

**Gender:** Words are not gender- specific. References to masculine gender include feminine gender and vice versa.

## **ARTICLE 3 GOVERNANCE**

### **3.1 Board of Directors**

#### **3.1.1 Composition and Authority**

The Chapter shall be governed by a Board of Directors, herein referred to as the Board. The Board shall be responsible for executing the strategy of the Chapter, as defined in the PMI-SAC Long-Term Strategy.

The Chapter shall have nine (9) elected Directors to serve in the following positions:

- a. President,
- b. VP-Operations,
- c. VP-Finance,
- d. VP-Administration & Volunteer Management,
- e. VP-Communications,
- f. VP-Programs,
- g. VP-Membership,
- h. VP-Professional Development, and
- i. VP-Marketing.

All Directors shall be members in good standing of PMI and of the Southern Alberta Chapter.

The Board shall abide by, and promote, the Member Ethical Standards adopted by the Chapter published by PMI.

The Board shall exercise all powers of the Chapter except as specifically prohibited by these Bylaws, the PMI Bylaws and policies, and the laws of the jurisdictions in which the society is incorporated (City of Calgary, Province of Alberta and Dominion of Canada).

Approval of the Board, in accordance with these Bylaws, shall be required for all Chapter activities. No Chapter activity shall be approved that endorses any one individual, company, and/or product. Board members may not directly receive any personal monetary profit from any Chapter or Board activity, whether by design or otherwise. The Board must authorize use of proceeds from any Chapter activity.

#### **3.1.2 Terms of Office and Tenure**

Term of office for all Directors will be two (2) years.

Each Director may hold a specific position for a maximum of two (2) consecutive terms, except where there is no other available candidate to be considered at the end of the two (2) terms.

Should a Director be appointed and the remaining term is 1 year plus one day or more remaining then it shall be counted as a full term.

**Beginning in 2009, a non-retroactive term limit will take affect, limiting individuals to 8 consecutive elected years of service on the Board.**

## **PMI-SAC Bylaws**

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Elected Director positions will be staggered such that re-appointment will take place exactly two (2) years after the initial appointment.

Directors shall be elected in two (2) groups, with terms commencing in alternate years as follows:

- a. Group A – elected in fall of odd years, take office January 1 of even years:
  - President,
  - VP-Finance
  - VP-Professional Development,
  - VP-Administration & Volunteer Management, and
  - VP-Membership
  
- b. Group B – elected in fall of even years, take office January 1 of odd years:
  - VP-Operations,
  - VP-Programs,
  - VP-Communications, and
  - VP-Marketing

### **3.1.3 Nominations & Elections**

The nomination and election of Directors shall be conducted annually in the fall, in accordance with these Bylaws, as well as current PMI-SAC Policies and Procedures. Discrimination in nominations and election procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

A Nominating Committee shall prepare a slate containing one or more nominees for each Director position and shall determine the eligibility and willingness of each nominee to stand for election. All nominees must be members in good standing of PMI and of the Southern Alberta Chapter and eligible to serve as a Director. Any nominee that wishes to apply for the President position must have at least served their full term as a board member on any PMI component or equivalent.

Candidates for Board positions may also be nominated by a petition process to be established by a Nominating Committee. Such a petition process shall provide at least one month's notice of forthcoming elections to allow for nominations beyond those presented by the Nominating Committee. Notifications of elections and the slate of nominees (determined by both processes) shall be published in the Chapter's newsletter and the Chapter's web site. No current member of the Nominating Committee shall be included in the slate of nominees presented for election.

The Directors of the Chapter shall be elected by a vote of the Chapter Voting Members at a duly constituted General Meeting coinciding with the annual election schedule and term for that position. The candidate getting the most votes for a Director position shall be elected to that position. All Members of the Chapter shall have the right to vote in the election. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Candidates who are elected shall take office on the first day of January following their election, and shall hold office for the duration of their term or until their successors have been elected and qualified.

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

## **PMI-SAC Bylaws**

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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.

### **3.1.4 Calling Board Meetings**

The Board shall meet at the call of the President, or at the written request of three (3) Directors directed to the VP-Administration.

Meetings shall be conducted in accordance with parliamentary procedures as determined by the Board.

At its discretion, the Board may also conduct business by teleconference, facsimile, email, or by other legally acceptable means.

### **3.1.5 Quorum**

At Board meetings a Quorum shall consist of the presence of a simple majority of the sitting Directors of the Board at any given time (5 members for a full Board).

For Board business conducted outside of meetings a Quorum shall consist of all the sitting Directors of the Board.

A Quorum shall be capable of transacting any Board or Chapter business authorized by, or as may be provided in, these Bylaws and the legal jurisdiction of the Chapter within the Province of Alberta.

### **3.1.6 Board Actions**

Each Director shall be entitled to one vote on any matter or motion coming before the Board.

Every decision of the Board shall be by a simple majority vote unless otherwise required by law or these Bylaws. The President has a deciding vote in the case of a tie.

### **3.1.7 Board Business Outside of Meetings**

Per Section 4.1.4, Board business may be conducted outside of Board meetings by teleconference, facsimile, email, or other legally acceptable means. Business items may be raised outside of Board meetings by the President, or at the written request of three (3) Directors directed to the VP-Administration.

Motions duly passed by means outside of a Board meeting shall have the same authority and effectiveness as decisions made at Board meetings.

## **3.2 Board Removals, Resignations and Vacancy**

### **3.2.1 Removal from Office**

The Board may declare a Director position to be vacant where a Director ceases to be a Member in good standing of PMI or the Chapter by reason of non-payment of dues, or, if a Director fails to attend three (3) successive regularly scheduled Board meetings. Such declarations shall require the passing of a motion to that effect by an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

A Director may also be removed from office for just cause in connection with the affairs of the organization by the passing of a motion to that effect by an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

The affected Director shall receive written notice of the Board's intention to remove them from office at least two (2) weeks prior to the Board meeting at which the motion will be discussed.

The notice shall be sent to the address shown on the Chapter membership list produced by the PMI Global Operations Center and shall be marked Confidential. The notice may also be delivered by a Director. The notice shall state the reasons why removal is being considered.

The Director shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the Director.

The Board may exclude the Director and the Director's representative from its discussion of the matter, including the deciding vote. The decision of the Board is final.

### **3.2.2 Resignations**

A Director, or an Associate, may resign by submitting written notice to the President or VP-Administration & Volunteer Management. Unless another time is specified in the notice or determined by the Board, a resignation shall be effective upon receipt by the Board of the written notice.

### **3.2.3 Vacancies**

If a Director position becomes vacant, the Board may appoint, by motion, a successor to fill that office for the un-expired portion of its term (pro tem).

In the event the President is unable or unwilling to complete the current term of office, the VP-Operations shall assume the duties and office for the remainder of the term. If in the preceding case, the VP-Operations is unable or unwilling to complete the current term of the President, the Board may then appoint an eligible Member to fill the vacated office for the remainder of its term.

### 3.3 Director Roles and Accountabilities

#### 3.3.1 President

The President shall be the chief executive Director for the Chapter and the Board and shall perform such duties as are customary for presiding Directors, including making all required appointments with the approval of the Board.

The President will be accountable for establishing the strategic direction for the Chapter and for ensuring that the Board collectively contributes to the achievement of that strategy, as well as the Chapter's sustainability.

Specific accountabilities include, but are not limited to:

- a. Stewardship of the Chapter's strategy, i.e., mission, vision and strategic objectives, including maintenance of the PMI-SAC Long-Term Strategy document
- b. Performance of the Board and its individual Directors;
- c. Board member succession, including appointments of replacement Board members to vacant positions;
- d. Appointments of Nominating Committee members for each election year, appointments of committees, committee chairpersons and representatives to task teams with Board approval;
- e. Implementation of effective and efficient Board policies, procedures, roles and structures;
- f. Development of Board meeting and General Meeting schedules and agendas and presiding over all Board meetings and General Meetings;
- g. Monthly, periodic, and annual reporting to PMI Global Operations Center, including the submission of the annual application for Charter renewal;
- h. Liaison with PMI Global Operations Center and other PMI components and organizations;
- i. Pursuing and developing alliances with other organizations, agencies, businesses and individuals in order to further the Chapter's purpose and strategic objectives;
- j. Retention and archival of permanent records associated with the position; and
- k. Information handoff and transition to the position successor.

#### 3.3.2 VP – Operations

The VP- Operations shall be accountable for the development, implementation, and evaluation of an integrated annual business plan that contributes to the achievement of the Chapter's long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Chapter's integrated, Annual Business Plan, including creation/update and implementation;
- b. Overall stewardship of the Operations portfolio and its performance in support of the Annual Business Plan;
- c. Creation, implementation and maintenance of integrated and effective processes for the Board and Chapter, including maintenance of the PMI-SAC Policies and Procedures document;
- d. Effective structure and roles for the Board as a whole;
- e. Oversight and resourcing for special projects identified in the Annual Business Plan;
- f. Chairing Board meetings and General Meetings in the President's absence and has authority commensurate with the President in his or her absence;

## **PMI-SAC Bylaws**

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- g. Monthly, periodic, and annual reporting, including the Chapter's annual report and Chapter Renewal submission;
- h. Portfolio succession management;
- i. Retention and archival of permanent records associated with the position; and
- j. Information handoff and transition to the position successor.

### **3.3.3 VP –Finance**

The VP-Finance shall be accountable for the development, implementation and evaluation of a financial management system that contributes to the achievement of the Chapter's long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Finance portfolio and its performance in support of the Annual Business Plan;
- b. Preparation of the annual operating and capital budgets;
- c. Oversight of the management of funds for duly authorized purposes of the Chapter, including accounts receivable, accounts payable, management of the Chapter's bank accounts and required Officer signatures;
- d. Monthly, periodic, and annual reporting including financial statements and information in support of the annual charter renewal application;
- e. Annual financial audits;
- f. Portfolio succession management;
- g. Retention and archival of permanent records associated with the position; and
- h. Information handoff and transition to the position successor.

### **3.3.4 VP –Administration & Volunteer Management**

The VP-Administration shall be accountable for the development, implementation and evaluation of a records management system that contributes to the achievement of the Chapter's long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Administration portfolio and its performance in support of the Annual Business Plan;
- b. Development of the annual records management plan;
- c. Monthly, periodic, and annual reporting including minutes of the Board meetings and General Meetings;
- d. Retention and archival of permanent Chapter records;
- e. Executive management of the Chapter's volunteers;
- f. Information handoff and transition to the position successor; and
- g. Provision of the Chapter's stationary and printed materials.

### **3.3.5 VP – Communications**

The VP-Communications shall be accountable for the needs assessment, development, implementation and evaluation of an integrated communication plan that contributes to the achievement of the Chapter’s long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Communications portfolio and its performance in support of the Annual Business Plan;
- b. Development of the annual communication plan;
- c. Communication products and services;
- d. Liaison with advertisers;
- e. Monthly, periodic, and annual reporting on relevant topics;
- f. Portfolio succession management;
- g. Retention and archival of permanent records associated with the position; and
- h. Information handoff and transition to the position successor.

### **3.3.6 VP – Programs**

The VP-Programs shall be accountable for the needs assessment, development, implementation and evaluation of programs relating to project management, that contribute to the achievement of the Chapter’s long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Programs portfolio and its performance in support of the Annual Business Plan;
- b. Development of the annual program plan;
- c. Program schedules, speakers, logistical arrangements, publication, registration and related record-keeping;
- d. Liaison with professional associations and program guest speakers;
- e. Monthly, periodic, and annual reporting on relevant topics;
- f. Portfolio succession management;
- g. Retention and archival of permanent records associated with the position; and
- h. Information handoff and transition to the position successor.

### **3.3.7 VP - Membership**

The VP – Membership shall be accountable for the needs assessment, development, implementation and evaluation of a Chapter membership plan that contributes to the achievement of the Chapter’s long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Membership portfolio and its performance in support of the Annual Business Plan;
- b. Development of the annual membership plan;
- c. Liaison with current and prospective members;
- d. Products and services that are not already provided to members via Professional Development or Program portfolios;

## **PMI-SAC Bylaws**

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- e. Monthly, periodic, and annual membership reporting on relevant topics;
- f. Portfolio succession management;
- g. Retention and archival of permanent records associated with the position; and
- h. Information handoff and transition to the position successor.

### **3.3.8 VP – Professional Development**

The VP-Professional Development shall be accountable for the needs assessment, development, implementation and evaluation of professional development products and services that contribute to the achievement of the Chapter's long-term strategy and sustainability. The VP – Professional Development must have a valid and current PMP designation.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Professional Development portfolio and its performance in support of the Annual Business Plan;
- b. Development of an annual professional development plan;
- c. Professional workshops and seminars that develop members;
- d. Certification examination preparation workshops that reflect PMI certification testing;
- e. Educational program schedules, resources, logistical arrangements and publication;
- f. Monthly, periodic, and annual reporting on relevant topics;
- g. Portfolio succession management;
- h. Retention and archival of permanent records associated with the position; and
- i. Information handoff and transition to the position successor.

### **3.3.9 VP – Marketing**

The VP-Marketing shall be accountable for the needs assessment, development, implementation and evaluation of an integrated marketing plan that contributes to the achievement of the Chapter's long-term strategy and sustainability.

Specific accountabilities include, but are not limited to:

- a. Overall stewardship of the Marketing portfolio and its performance in support of the Annual Business Plan;
- b. Development of the annual marketing plan;
- c. Marketing products and services;
- d. Liaison with corporate sponsors and businesses;
- e. Stewardship of the Chapter's annual awards program, encompassing corporate, team, and individual awards and educational scholarships;
- f. Monthly, periodic, and annual reporting on relevant topics;
- g. Portfolio succession management;
- h. Retention and archival of permanent records associated with the position; and
- i. Information handoff and transition to the position successor.

### 3.4 Governance Process

#### 3.4.1 General

The Board shall have the authority, responsibility and accountability to develop, approve, implement and enforce business plans, policies and procedures as necessary to implement these Bylaws and the Chapter's long-term strategy, as well as ensure the Chapter's sustainability.

Governance of the Chapter shall be accomplished through a hierarchy of three formal documents, as follows:

- a. PMI-SAC Long-Term Strategy;
- b. PMI-SAC Bylaws; and
- c. PMI-SAC Policies and Procedures.

The above documents shall be maintained at all times. The following supporting documents shall also be created each year:

- d. Annual Business Plan;
- e. Annual Operating and Capital Budgets.

The following supporting documents should also be maintained:

- f. Annual Operations Plan;
- g. Annual Professional Development Plan;
- h. Annual Records Management Plan;
- i. Annual Program Plan;
- j. Annual Membership Plan;
- k. Annual Communication Plan; and
- l. Annual Marketing Plan.

Maintenance of these documents is the responsibility of the Board.

#### 3.4.2 PMI-SAC Long-Term Strategy

The "PMI-SAC Long-Term Strategy" document articulates the Chapter Strategy by its contents:

- a. Mission;
- b. Vision; and
- c. Strategic Objectives.

These documents will be reviewed annually and updated where necessary, as they form the basis for all activity (and all other documents) of the Board and the Chapter. These documents shall comply with the PMI Charter and the Chapter Bylaws.

#### 3.4.3 PMI-SAC Bylaws

The "PMI-SAC Chapter Bylaws" is a legal document, duly approved by PMI and the membership of PMI-SAC.

These Bylaws provide the framework for the compliance of all activities of the Chapter. Although reviewed at least every three years and amended when required, the Bylaws are intended as formal, stable, enduring and 'high-level' definitions of Chapter policy.

### 3.4.4 PMI-SAC Policies and Procedures

The “PMI-SAC Policies and Procedures” is a non-legal document, able to be amended by the Board. It flows from the Bylaws, and is written to enable achievement of the long-term strategy.

Procedures are intended to be informal, flexible, short-term, and ‘low-level’, detailed definitions of day-to-day Chapter operations. Amendments will accommodate yearly fluctuations in the type/extent of workload on the Board, as well as, any Board vacancies.

### 3.4.5 Annual Business Plan

The Annual Business Plan is created each year, flowing from the Strategy document, and adheres to the Bylaws. This plan defines how aspects of the 3-year strategy will be implemented during the current year.

### 3.4.6 Other Documents

All other documents are created to support those defined in the preceding paragraphs.

### 3.4.7 Amendment of Bylaws

Of all documents listed above, only the Bylaws is a legal, binding document and, as such, requires a formal amendment procedure.

These Bylaws shall only be amended by a Special Resolution, approved by an affirmative vote of two-thirds (2/3) majority of the Voting Members present at a duly constituted General Meeting.

All amendments must be consistent with PMI’s Bylaws and the policies, procedures, rules and directives established or authorized by PMI, as well as with the PMI-SAC Charter with PMI, insofar as such requirements do not conflict with the laws of the Province of Alberta or the Dominion of Canada.

Proposed amendments must be submitted, in writing, by a Member in good standing to the Board. The VP-Operations shall receive the proposal, confirm consistency with Chapter Bylaws and prepare a corresponding impact statement. This should be completed within two (2) months of receipt or the VP shall respond to the submitting Member the reason for the delay, e.g., insufficient information, lack of feasibility with current Board expertise, etc. Every attempt will be made to resolve the obstacle and complete the impact statement. Upon completion, the statement and analysis shall be presented to the Board for review. The proposed amendment shall be discussed and dispositioned by motion as one of: approved to proceed; rejected; or returned for further study. Rejection may only be due to the proposal being inconsistent with Alberta Law, noncompliant with PMI statutes or policies, or in conflict with the Chapter purpose or charter. Once approved to proceed, proposed amendments must be presented to the membership in writing, at least 30 days prior to the applicable General Meeting. The Board shall record the dates and signatures of those involved with processing the proposed amendment; this information shall be made available upon request.

Approval of proposed amendments shall be by passage of a Special Resolution by an affirmative vote of two-thirds (2/3) majority of the Voting Members present at a General Meeting. The amended Bylaws shall take effect immediately upon passage of the Special Resolution unless otherwise specified by the resolution.

### **3.5 Associate Positions, Project Teams and Standing Committees**

#### **3.5.1 Associate Positions**

The Board may establish or abolish, as it deems necessary from time to time, Associate positions to carry out specific tasks.

An Associate shall be a non-voting member of the Board, and report to a Director for the performance of their assigned duties.

The term of an Associate position will be specified at the time the position is created; up to a maximum of two (2) years. The term of an Associate position is not required to coincide with the Board election cycles. At the expiry of the term the Board can extend or reinstate an Associate position by motion.

#### **3.5.2 Project Teams**

The Board may establish or abolish, as it deems necessary from time to time, Project Teams to undertake specific initiatives in support of the strategic objectives set down in the PMI-SAC Long-Term Strategy.

Each Project Team shall be directed by a Project Manager; nominated by the President and approved by a motion of the Board.

Each Project Team shall be sponsored by a Director.

Each Project Team shall be governed by a Board approved Project Charter which shall delineate the team's purpose and objectives, structure, operational parameters, degree of autonomy, responsibilities, success criteria, etc.

Any funding required by a Project Team may be authorized to its Project Manager, on approval of the Board. The Project Manager or sponsoring Director, as designated in the Charter, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

#### **3.5.3 Standing Committees**

The Board may establish or abolish, as it deems necessary from time to time, Standing Committees to carry out long term and/or on-going operational tasks. In general, the use of Project Teams will take precedence over Standing Committees; unless the nature of the task is not well suited to being structured as a project.

Each Standing Committee shall be directed by a Chairman; nominated by the President and approved by a motion of the Board.

Each Standing Committee shall report, through the Chairman, to a Director.

Each Standing Committee shall be governed by a Board approved Charter which shall delineate the committee's purpose and objectives, structure, operational parameters, degree of autonomy, responsibilities, success criteria, etc.

## **PMI-SAC Bylaws**

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Any funding required by a Standing Committee may be authorized to its Chairman, on approval of the Board. The Chairman or sponsoring Director, as designated in the Charter, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

In accordance with Article 4, Section 4.1.3, a standing Nominating Committee shall be established for the purpose of managing the annual Board election process. The Nominating Committee responsibilities shall include:

- a. Preparing a slate of nominees for the annual elections
- b. Presenting its recommendations to the Board
- c. Obtaining personal profiles for candidates where there are multiple applicants for the same position
- d. Drafting and distributing election ballots
- e. Receiving votes, compiling results and reporting to the Board
- f. Providing summary election report for the Board
- g. Establishing a nomination petition process

### **3.6 Inurement and Conflict of Interest**

#### **3.6.1 Personal Gain**

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.

#### **3.6.2 Compensation**

No Officer, Director, Associate, 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, Associate, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

#### **3.6.3 Contracts**

The Chapter may engage in contracts or transactions with Members, Officers, Directors, Associates, 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 Officers, Directors, Associates, 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 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.

#### **3.6.4 Objectivity**

All Officers, Directors, Associates, 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.

#### **3.6.5 Conflict of Interest**

All Officers, Directors, Associates, 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 4 MEMBERSHIP**

### **4.1 General Membership**

#### **4.1.1 Eligibility**

Membership in this Chapter 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.

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, and shall not create its own membership categories.

#### **4.1.2 Membership Dues And Fees**

Chapter membership fees shall be submitted by individual PMI members to the PMI Global Operations Center on an annual basis, in accordance with PMI policies.

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

Membership dues and fees are non-refundable.

#### **4.1.3 Rights And Privileges Of Members**

Members shall be governed by and abide by the PMI Bylaws and by the Bylaws of the Southern Alberta Chapter and all policies, procedures, rules and directives lawfully made there under.

Any Member is in good standing when:

- a. They have paid membership dues to the Chapter and appear on the PMI Chapter member list; and
- b. They have not been suspended as a Member as provided under Section 4.2.

Chapter Members in good standing who are Members of PMI shall have full voting rights and privileges.

Chapter Members who are Student Members of the PMI may vote and hold office in the Chapter.

Any Member in good standing is entitled to:

- a. Receive notice of meetings of the Chapter;
- b. Attend any meeting of the Chapter;
- c. Speak at any General Meeting of the Chapter; and
- d. Exercise other rights and privileges given to Members in these Bylaws.

#### **4.1.4 Termination Of Rights And Privileges**

All rights and privileges cease when the Member resigns, dies or is suspended from the Chapter.

In the event that a Member resigns, PMI or the Chapter shall not refund membership dues.

Resignations are accepted in writing to the VP Administration & Volunteer Management or the President.

**4.1.5 Transferability Of Membership**

No right or privilege of any Member is transferable to another person.

**4.1.6 Limitation On The Liability Of Members**

No Member is, in his individual capacity, liable for any debt or liability of the Chapter.

**4.1.7 Confidentiality Of Membership Information**

The membership database and listings provided by PMI to the Chapter shall not be used for commercial purposes and shall be used only for non-profit purposes directly related to the business of the Chapter, consistent with PMI policy.

## **4.2 Suspension Of Membership**

### **4.2.1 Decision to Suspend or Expel**

The Board may suspend or expel a Member's membership if:

- a. The Member has failed to abide by the Bylaws;
- b. The Member has disrupted meetings or functions of the Chapter; or
- c. The Member has done something judged to be harmful to the Chapter or failed to fulfill a commitment, the failure of which could be judged harmful to the Chapter.

No member shall be suspended without due process. Suspension shall require an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

The Board shall determine the duration of the suspension or the effective date of expulsion.

### **4.2.2 Notice to Member**

The affected Member shall receive written notice of the Board's intention to deal with a recommendation to suspend. The member shall receive two (2) weeks notice before the Board meeting at which discussion of the suspension is to be included on the agenda.

The notice shall be sent to the address shown on the chapter membership list produced by the PMI Global Operations Center and shall be marked Confidential. The notice may also be personally delivered by a Director.

The notice shall also state the reasons why suspension is being considered.

### **4.2.3 Decision of the Board**

The Member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany and/or represent the Member.

The Board may exclude the Member and the Member's representative from its discussion of the matter, including the deciding vote.

The decision of the Board is final.

### **4.2.4 Delinquency**

A Member shall be considered delinquent if dues have not been paid by the renewal date.

A Member shall have been deemed to resign if dues have not been paid within one (1) month of the renewal date.

The Member shall be removed from the list of voting members following deemed resignation.

**ARTICLE 5 FINANCE**

**5.1 Fiscal Year**

The Chapter's fiscal year shall be from January 01 through December 31.

**5.2 Annual Financial Reporting**

**5.2.1 Operating Budget**

A budget showing anticipated revenue and authorized expenses shall be adopted annually by the Board.

The annual budget for succeeding years shall be consistent with Board-approved annual budgeting policies and procedures.

**5.2.2 Capital Budget**

The Chapter is required to maintain an operating reserve. At a minimum, this reserve should be one half of the average of the actual operating expenditures over the last three fiscal years.

The Board is authorized to approve capital expenditures within the limits defined in the Chapter policies and procedures.

The Board is required to exercise reasonable due diligence in the management of the Chapter's business and finances.

**5.2.3 Financial Statement**

An annual financial statement shall be prepared and presented to the Board and subsequently presented to the general membership at a General Meeting.

## **5.3 Accounting Records Management**

### **5.3.1 Preparation and Keeping of Books and Records**

A permanent record shall be kept of all Chapter financial transactions in accordance with Generally Accepted Accounting Principles (GAAP).

Monthly financial statements shall be prepared and presented to the Board.

A record of all financial business of the Chapter shall be maintained in accordance with the Canadian Revenue Agency's regulations and guidelines.

### **5.3.2 Inspection of Books and Records by Members**

All financial records of the Chapter are open for such inspection by any Member in good standing.

A Member wishing to inspect the books or records of the Chapter must give reasonable notice to the President of the Member's intention to do so.

Other records of the Chapter are also open for inspection, except for those records designated as confidential or private in accordance with these Bylaws, the PMI-SAC Policies and Procedures, or applicable privacy legislation.

### **5.3.3 Independent Audit**

The Board shall provide for an annual audit of the Chapter's finances and financial statement by an independent auditor. Results of such audit shall be reported to the Board.

### **5.3.4 Reporting to PMI**

Appropriate financial information and records will be submitted to PMI as required by, and in accordance with, the annual charter renewal process.

## **5.4 Financial Authority**

### **5.4.1 Signing Authority**

At the first Board meeting following any change in the Board membership of an Officer, the Board shall designate those Directors who are Officers; i.e. which Directors are authorized to issue cheques, drafts or other orders for the payment of money.

Two designated Officers must sign all orders drawn on the monies of the Chapter.

No individual Member, Director, Associate, Committee Chair, or representative of the Chapter shall have authority or power to expend Chapter funds, incur liability, or make any commitment for the Chapter that will bind the Chapter to long-term liabilities, financial harm, or other legal implications except as described under section 5.4.2

The board is not allowed to borrow money.

### **5.4.2 Contracts**

The Board may authorize an Officer or Director to enter into a contract, or execute and deliver an instrument, in the name of and on behalf of the Chapter based on Board approval of the contract or instrument in question.

The Board may authorize other agents of the Chapter to enter into a contract, or execute and deliver an instrument, in the name of and on behalf of the Chapter. Such authority must be expressly granted in writing by two Officers and be based on Board approval of the contract or instrument in question.

### **5.4.3 Property**

The Board may take, receive, hold, sell, lease, and otherwise convey real and personal property. The Board may delegate any responsibilities with respect to such property to the Chapter President.

The Board may not purchase, sell, mortgage, lease away, or otherwise dispose of its real property unless authorized by an affirmative vote of two-thirds (2/3) majority of the Board present at a Board meeting.

## **5.5 Bonding**

As may be deemed necessary from time to time by the Board, any elected Directors, Associates, or Committee members, approved and authorized agents, and employees, including the Chapter President, who are responsible for collection, disbursement, or holding of funds can be required to be bonded.

## **ARTICLE 6 MEETINGS OF THE MEMBERSHIP**

### **6.1 General Meetings**

A General Meeting of the membership shall be held at least once each calendar year, at a date and location to be determined by the Board.

Each Voting Member is entitled to only one vote per question or Special Resolution. All actions or resolutions placed before the membership shall require an affirmative vote of two-thirds (2/3) majority of the Voting Members present to be passed.

Announcement of the time and place for the Annual General Meeting must be delivered to the Voting Members thirty (30) days prior to the day of the meeting at the Member's address of record (electronic and/or mailing) with PMI. The announcement must state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

Minutes will be recorded by the VP Administration who is also responsible for keeping these minutes.

### **6.2 Special General Meetings**

Special General Meetings of the membership may be called by the President, by a majority vote of the Board, or via a petition of ten percent (10%) of the Voting Members directed to the VP-Administration. The conditions regarding Special General Meetings shall be the same as those specified for General Meetings.

Each Voting Member is entitled to only one vote per question or Special Resolution. All actions or resolutions placed before the membership shall require an affirmative vote of two-thirds (2/3) majority of the Voting Members present to be passed.

Minutes will be recorded by the VP Administration who is also responsible for keeping these minutes.

### **6.3 Procedure**

General Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

### **6.4 Regular Chapter Meetings**

Regular Chapter meetings shall be held from monthly from September to May. The date and place and other details of such meetings shall be determined by the Board and announced through established communication processes.

**ARTICLE 7 INDEMNIFICATION**

**7.1 Indemnification**

In the event that any person who is or was a Director, Officer, Associate, 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 party to any civil, criminal, administrative, or investigative action or proceeding, 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.

**7.2 Determination Of Proper Indemnification**

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.

**7.3 Indemnification Not Exclusive Of Other Rights/Court Determinations**

**7.3.1 Extent of Indemnification**

The indemnification provided under this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of Incorporation these Bylaws, any agreement, vote of disinterested Directors, Associates, or otherwise, both as to actions in his or her official capacity and as to actions in another capacity while holding office, and any such indemnification shall continue as to a person who has ceased to be a Director, committee member or authorized representative, and shall inure to the benefit of the heirs, executors, and administrators of such person.

**7.3.2 Effect of Court Determinations**

Indemnification made pursuant to this Article shall not be made in any case where the act, or failure to act, giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

**7.4 Liability Insurance**

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, Associate, Committee member, or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a Director, Officer, Associate, Committee member or authorized representative of another corporation, domestic or foreign, non-profit or for-profit partnership, joint venture, trust or other enterprise.

**ARTICLE 8 DISSOLUTION**

**8.1 Distributing Assets And Dissolving The Chapter**

The Chapter shall not pay any dividends or distribute its property among its Members.

The Chapter shall be dissolved only by the passage of a Special Resolution, at a General Meeting, by an affirmative vote of two-thirds (2/3) majority of the Voting Members present.

The notice for this General Meeting shall include details of the proposed resolution to dissolve the Chapter and must be communicated to Members 30 days in advance of the meeting.

After payment of all debts, the remaining assets shall be liquidated and donated after a one (1) year period to a Canadian non-profit association with a significant project management aspect, in a plan determined by the Board prior to the passage of the resolution to dissolve the Chapter.

All assets to be donated shall be documented at time of dissolution and shall be held for the one (1) year period by a Board appointed Member or legal entity.

In the event that the Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI<sup>®</sup> policies, procedures, and rules outlined in the charter agreement, PMI<sup>®</sup> has a right to dissolve the Chapter.

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

In the event the PMI – Southern Alberta Chapter is considering dissolving, the PMI - SAC's members of the Board of Directors must notify PMI<sup>®</sup> in writing and follow the component dissolution procedure as defined in PMI's policy.