



PROJECT MANAGEMENT INSTITUTE, VANCOUVER ISLAND CHAPTER BYLAWS

Document Control

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DEFINITIONS

Please refer to Definitions in the Society Act.

ARTICLE 1 – INCORPORATION; NAME, ADDRESS, LOCATION OF RECORDS

SECTION 1.1 NAME/NON-PROFIT INCORPORATION:

- 1.1.1 This organization shall be called the Project Management Institute, Vancouver Island Chapter (hereinafter in this document “PMI-VI” and/or “Chapter”).
- 1.1.2 This PMI-VI organization is an affiliated component of the Project Management Institute, Inc. (hereinafter “PMI”) and is separately incorporated under the British Columbia Society Act hereinafter “Society Act” as a non-profit Society, organized under the laws of British Columbia, Canada.

SECTION 1.2. LEGAL:

- 1.2.1 The Project Management Institute, Vancouver Island Chapter, shall meet all legal requirements within British Columbia where the PMI-VI conducts business and incorporated/registered.
- 1.2.2 The PMI-VI Bylaws are in addition to the minimum requirements within the BC Society Act. These Bylaws are to be read in conjunction with the Society Act. Where any provisions in the PMI-VI bylaws are found to be conflict with the BC Society Act, they are ultra vires, and the provincial statutory provision takes precedence.
- 1.2.3 The constitution and bylaws defined in this document shall be used to govern the activities of PMI-VI, and will continue to be in force until altered or rescinded. Any such changes are to be recorded in Article XIII – Amendments.

SECTION 1.3. PRINCIPAL OFFICE; OTHER OFFICES:

- 1.3.1 The principal office of the Project Management Institute, Vancouver Island Chapter shall be located in Victoria, British Columbia. PMI-VI may have other offices such as Branch offices as designated by the PMI-VI Board of Directors and any such additions will be found in Article XIII - Amendments.
- 1.3.2 The primary area of operation of the Chapter is Vancouver Island, British Columbia, Canada and adjacent islands.

SECTION 1.4. LOCATION OF RECORDS

- 1.4.1 Records shall be retained either at principal office or with approval of the Board at one of the officer’s residences. The address of the records must be filed with the BC Registrar.

ARTICLE 2 – RELATIONSHIP TO PMI

SECTION 2.1. RESPONSIBILITY:

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

SECTION 2.2. IF BYLAWS IN CONFLICT:

- 2.2.1 If PMI-VI Bylaws are found to be in conflict with the current PMI's Bylaws, policies, procedures, rules or directives established or authorized by PMI, the PMI position takes precedence over Chapter Bylaws insofar as they do not conflict with the laws of British Columbia and Canada, and shall be governed by and adhere to the terms of the Charter.

SECTION 2.3. AMENDMENTS TO BYLAWS:

- 2.3.1 If PMI Bylaws policies, procedures, rules or directives are amended and Chapter Bylaws need to be revised to conform, applicable changes will be recorded in Article XIII – Amendments.

ARTICLE 3 – CONSTITUTION – PURPOSE AND LIMITATIONS OF BYLAWS

SECTION 3.1. CORE PURPOSE

To advance the practice, science and profession of project management throughout Vancouver Island and adjacent islands in a conscious and proactive manner.

SECTION 3.2. OUR CORE VALUES

Aligned with PMI, PMI-VI is driven by a clear mission and an underlying set of values that guide how we act and influence the expectations of our stakeholders. Even as a diverse organization, we share a common set of values. Our core values are not subject to changes in the association and business environment or dictated by trends in organization management. These values are fundamental and deeply held. As part of our Core Ideology, PMI-VI's Core Values are enduring and are guiding principles upon which we act.

At PMI-VI we believe in:

- 3.2.1 **Project Management Impact**
Project management is a critical competence that has a positive influence on organization results and society.
- 3.2.2 **Professionalism**
Accountability and ethical behavior ensures our commitment to PMI stakeholders.
- 3.2.3 **Volunteerism**
Volunteers and effective volunteer partnerships are the best way to accomplish the Institute's goals and objectives.
- 3.2.4 **Community**
Bringing members of the global project management community together is the best way to facilitate their growth and advance the project management profession.
- 3.2.5 **Engagement**
Encouraging diverse viewpoints and enabling individuals to contribute to the project management profession.

SECTION 3.3. LIMITATIONS OF THE BYLAWS:

- 3.3.1 The purposes and activities of the PMI-VI shall be subject to limitations set forth in the PMI-VI charter agreement with PMI, these Bylaws, and conducted consistently with PMI-VI Articles of Incorporation.
- 3.3.2 The membership database and listings provided by PMI to the PMI-VI may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-VI consistent with PMI.
- 3.3.3 Policies, all applicable laws and regulations, including but not limited to laws and regulations pertaining to privacy and use of personal information.

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- 3.3.4 The officers and directors of the PMI-VI shall be solely accountable for the planning and operations of the Chapter 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, The BC Society Act and applicable law.
- 3.3.5 Future changes direction of the Chapter will be recorded in Article XIII – Amendments.
- 3.3.6 At any time, Chapter members may individually forward comments and/or suggestions to the Board for review and discussion.
- 3.3.7 Changes to the Strategic Plan will be published to the Chapter membership.

ARTICLE 4 – MEMBERSHIP

SECTION 4.1. GENERAL MEMBERSHIP PROVISIONS:

- 4.1.1 Membership in the PMI-VI requires membership in PMI. The PMI-VI shall not accept as members any individuals who have not been accepted as PMI members.
- 4.1.2 Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization.
- 4.1.3 Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI-VI and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- 4.1.4 "Members in Good Standing" shall be entitled to one (1) vote on Society Votes.
- 4.1.5 All members shall pay the required PMI and PMI-VI 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-VI.
- 4.1.6 Members who fail to pay the required dues when and are delinquent for a period of one (1) month shall have their names removed from the official membership list of the PMI-VI. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-VI to PMI within such one month delinquent period.
- 4.1.7 "Members in Good Standing" shall be defined as Chapter Members who have paid both PMI and Chapter dues and appear on the PMI Chapter Member List. In the event dues have been paid but not posted, the member must provide verification from PMI that dues have been received.

SECTION 4.2. TERMINATION OF MEMBERSHIP:

- 4.2.1 No member shall be expelled without due process.
- 4.2.2 Membership in the PMI-VI shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for "documented just cause" and shall require a 2/3 majority vote of the presiding Board of Directors at any Board meeting having a quorum.
- 4.2.3 Upon termination of membership in the PMI-VI, the member shall forfeit any and all rights and privileges of membership.

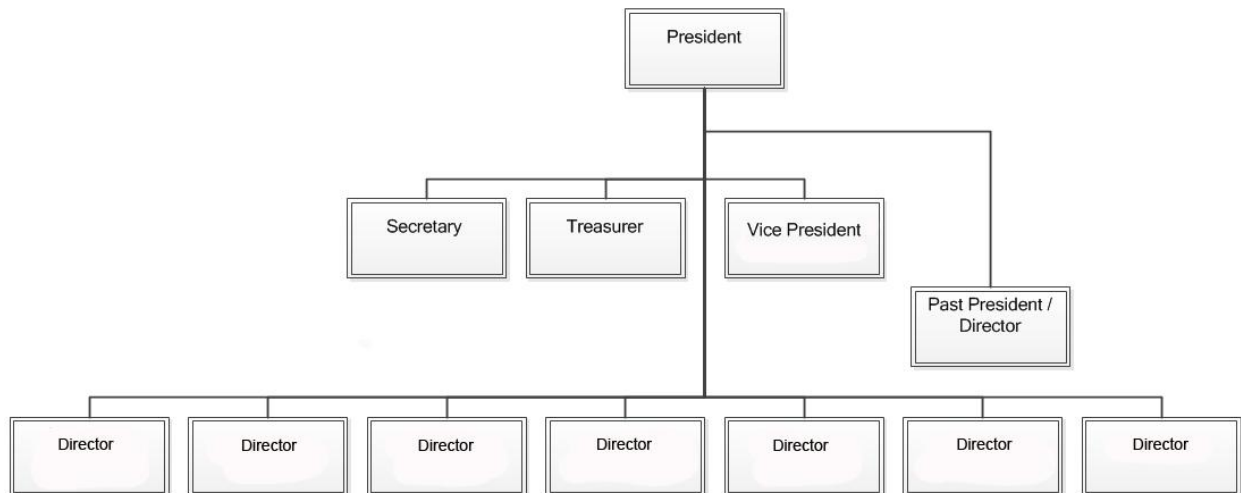
SECTION 4.3. CLASSES AND CATEGORIES OF MEMBERS:

- 4.3.1 The PMI-VI shall not create its own membership categories. PMI Component membership categories shall be consistent with the requirements of the BC Society Act and with PMI membership categories.

ARTICLE 5 – BOARD OF DIRECTORS

SECTION 5.1. GOVERNANCE:

- 5.1.1 The affairs of PMI-VI shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the PMI-VI society. The following diagram frames the governance structure and hierarchy of the Chapter.



SECTION 5.2. MAKEUP OF BOARD:

- 5.2.1 The Board shall consist of the officers of the PMI-VI elected by the membership and shall be members in good standing of PMI and of the PMI-VI.
- 5.2.2 The Board of Directors shall consist of a minimum of four (4) officers, or have five (5) if the Treasurer Secretary Roles are split:
- President,
Vice President/Vice-President,
Treasurer or Treasurer and Secretary
Past President
- 5.2.3 And at least one more Director for a minimum of five (5), including the Immediate Past-President, and up to additional seven (7) Directors for a total of twelve (12).
- 5.2.4 One half of the members of the Board of Directors shall constitute a quorum for Board meetings, one of whom must be an officer.

SECTION 5.3. BOARD MEETINGS:

- 5.3.1 The Board shall meet at the call of the President or at the written request of three (3) members of the Board for a meeting. A quorum shall consist of no less than one-half of the membership of the Board at any given time, one of whom must be an officer.

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- 5.3.2 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.
- 5.3.3 Meetings shall be conducted in accordance with generally accepted procedures as determined by the Board.

SECTION 5.4. TERMS OF OFFICE FOR THE OFFICERS:

- 5.4.1 Vice-President/President/Immediate Past-President role is a three (3) year commitment to be on the Board, unless there are extenuating circumstances preventing this commitment. The position of President shall have served the preceding year as Vice-President, and will serve the subsequent year Immediate Past-President.
- 5.4.2 The term for Directors will be one (1) or two (2) years. Directors shall be eligible to serve only two (2) consecutive terms as a full Director. Only if there are no other Chapter members willing to fill the vacated board positions, members who are current Directors and have served two (2) consecutive terms may continue to stand by a 2/3 majority vote of the current Board of Directors at any Board meeting having a quorum.
- 5.4.3 Elections for Director Positions are to be staggered so that approximately half of the positions are open for election each year to allow for board continuity.
- 5.4.4 All Officers and Directors are responsible to ensure the Chapter's corporate affairs are organized and maintained in a manner consistent with the requirements of the Society Act of British Columbia and those of PMI. This entails each of the directors accepting the responsibility to read/understand the Society Act.
- 5.4.5 The term for Officers will be one (1) year.

SECTION 5.5. PRESIDENT:

- 5.5.1 The President's Duties are subject to the requirements within the Society Act.

In addition;

- 5.5.2 The President shall submit to PMI's Vice President, Chapter Activities and an annual application for charter renewal.
- 5.5.3 The President shall represent the Chapter on PMI's Monthly Presidents call or formally designate Chapter representatives to work with the council, if and when required.
- 5.5.4 Act as the key contact in communications with PMI and other PMI-affiliated entities.
- 5.5.5 Shall call, schedule, provide agendas and preside over all executive meetings.
- 5.5.6 The President, in consultation with the Board of Directors, shall nominate the Chairpersons of the Committees and project teams.
- 5.5.7 Prepare and manage the annual plan integrating the component plans of each responsibility area.
- 5.5.8 Appoint Nominating Committee members at least sixty (60) days before the AGM.
- 5.5.9 Recommend appointment of Board members to vacant positions bring forward for the Board's approval.

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- 5.5.10 Appoint Committees and Committee Chair on a project or task basis, with the approval of the Board.
- 5.5.11 Shall have the authority and responsibility to prevent the use of the Chapter name in connection with any meetings or activity, which in his/her opinion, does not further the purposes of the Chapter.
- 5.5.12 In consultation with the executive, execute or assign responsibility for execution of contracts, and other financial instruments and documents on behalf of the Chapter with the approval of the Board of Directors.
- 5.5.13 The President is tasked with bringing changes in Board appointments, which become vacant between Annual General Meetings, to the attention of the membership, before the applicable appointments are ratified by the Board.
- 5.5.14 President shall have the responsibility to confirm the retention, storage and maintenance of all permanent records.
- 5.5.15 The President shall provide guidance/assistance to the position successor as required.
- 5.5.16 Assume additional responsibilities as described in the Strategic Plan, Policy documents and or SOPs.

SECTION 5.6. IMMEDIATE PAST-PRESIDENT:

- 5.6.1 The Immediate Past President shall provide guidance/assistance to the current President as required.
- 5.6.2 The Immediate Past President shall function as an active Director without Portfolio for a full year.
- 5.6.3 Assume additional responsibilities as described in the Strategic Plan, Policy documents and or SOPs.

SECTION 5.7. VICE-PRESIDENT:

- 5.7.1 The Vice-President duties are subject to the Vice-President requirements within the Society Act.

In addition;

- 5.7.2 Vice-President shall be prepared to assume presidential responsibilities if the elected President cannot fulfill the responsibilities for any reason, unless otherwise decided by the Board.
- 5.7.3 Vice-President shall assist the President in a high level role to oversee the general operation of the Chapter and its Board.
- 5.7.4 Work with the President to prepare the semi-annual Chapter report for submission to the PMI Vice-President – Chapter Activities.
- 5.7.5 File all changes to the Chapter's Bylaws and Amendments with PMI Global.
- 5.7.6 Prepare the annual application for Charter renewal which must be submitted by the Chapter President to the PMI Headquarters.
- 5.7.7 Direct the preparation of an Annual Report to the Chapter members including coordinating submissions from other Board members.

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- 5.7.8 Provide guidance/assistance to the position successor as required.
- 5.7.9 Assume additional responsibilities as described in the Strategic Plan, Policy documents or SOPs.

SECTION 5.8. THE OFFICES OF SECRETARY AND TREASURER:

- 5.8.1 The two offices may be held by one person who is to be known as the Treasurer (Secretary/Treasurer), and perform the duties specific duties detailed in the Society Act.
- 5.8.2 These roles can be separated by a 2/3 vote of the Board of Directors and any general meeting with a quorum.
- 5.8.3 Secretary shall keep the records of all business meetings of the PMI-VI and meetings of the Board.
- 5.8.4 The Secretary shall assist the President in coordinating and expediting the activities of other Board members, including but not limited to issuing of action oriented minutes within 5 working days of Board meetings.
- 5.8.5 The Treasurer shall oversee the management of funds for duly authorized purposes of the PMI-VI.
- 5.8.6. Secretary, in consultation with the President and executive, is responsible for tracking and documenting Board meeting issues, actions and resolutions of the Officers and other Directors.
- 5.8.7. The Secretary will maintain documentation repository.
- 5.8.8 The Secretary will order all promotional material (from PMI), for chapter events.
- 5.8.9 Assume additional responsibilities as described in the Strategic Plan, Policy documents and or SOPs.

SECTION 5.9. DUTIES OF THE DIRECTORS:

- 5.9.1 Duties of the Officers are subject to the requirements within the Society Act.
- 5.9.2 The general role of each Director is to support the Board in defining and meeting the strategic objectives of the Chapter.

In addition to specific roles and responsibilities pertaining to their portfolio, each Director is further charged with:

- 5.9.3 Preparing for and attending: Board Meetings; Strategy Sessions; and Annual General Meetings.
- 5.9.4 Performing all acts required by the Society Act or authorized by the Bylaws.
- 5.9.5 Acting as advisers on all operational activities and functional Committees.
- 5.9.6 Actively promoting the Chapter and the PMI.
- 5.9.7 Maintaining, delivering and providing records guidance/assistance to the position successor as required.
- 5.9.8 Reviewing existing policies and a budget for a portfolio within 60 days of acceptance of the position.

5.9.9 Preparing monthly status reports for presentation at Chapter Board meetings.

SECTION 5.10. DIRECTORS ROLES AND RESPONSIBILITIES

5.10.1 Specific roles for each Director are detailed in Article XIII – Amendments – PMI-VI Director Standard Operating Procedures (SOPs) Strategic Plans and/or Policy documents. Article XIII is found outside of the Bylaw Document in the Chapters Document Repository so as to allow for adjustment of roles to fit current circumstances.

5.10.2 Changes made to Directors Roles and Responsibility in the respective SOP's will include document tracking.

SECTION 5.11. DECLARATION OF BOARD VACANCY:

5.11.1 The Board of Directors may declare an Officer or Director to be vacant where an Officer or Director ceases to be a member in good standing of PMI or of the PMI-VI by reason of non-payment of dues, or where the officer or Director fails to attend two (3) consecutive Board meetings.

5.11.2 An Officer or Director may resign by submitting written notice to the President or Treasurer. 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.

ARTICLE 6 – NOMINATIONS AND ELECTIONS

SECTION 6.1. NOMINATION/ELECTION OF OFFICERS/DIRECTORS:

6.1.1 The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified.

6.1.2 Nominations may be made at any time up to 14 calendar days before the (AGM).

6.1.3 No later than 14 calendar days before the AGM persons nominated must supply an electronic document describing their qualifications that will be posted on the chapter web site.

6.1.4 After nominations are closed Candidates for the positions will be posted for the membership to review on the Chapter's web site.

SECTION 6.2. OFFICERS/DIRECTORS START DATE:

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

SECTION 6.3. NOMINATING COMMITTEE:

6.3.1 The President, with the approval of the Board of Directors, may appoint members of the Nominating Committee to prepare a slate containing nominees for each Board position and shall determine the eligibility as per Bylaw Requirements and willingness of each nominee to stand for election.

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

SECTION 6.4. ELECTION PROCEDURES:

6.4.1 Elections shall be conducted by electronic vote in compliance with the legal jurisdiction.

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- 6.4.2 Such voting must be completed 10 days prior to the AGM. The electronic votes shall be counted and the final results will be announced at the AGM and posted on the PMI-VI web site within 2 business days.
- 6.4.3 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.
- 6.4.4 Persons nominated for an Officer position must declare which position they are seeking.
- 6.4.5 Persons nominated for a Director must declare whether they are seeking a one year (1) or two year (2) term.
- 6.4.6 Persons nominated for a Director position do not need to declare which position they are seeking.
- 6.4.7 The President decides which directors shall be appointed to which portfolios.
- 6.4.8 Director's positions nominated by the President will be confirmed by vote of the board.

SECTION 6.5. RESTRICTIONS:

- 6.5.1 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.
- 6.5.2 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 7 – ESTABLISHMENT OF COMMITTEES AND PROJECT TEAMS:

- 7.1.1 The Board may authorize the establishment of standing or temporary Committees to advance the purposes of the organization.
- 7.1.2 Committees are responsible to the Board.
- 7.1.3 The Board shall establish a charter for each Committee, which defines its purpose, authority, budget and outcomes.
- 7.1.4 The Board shall establish a Chairperson for each Committee.
- 7.1.5 Committee members shall be appointed from the membership of the organization.
- 7.1.6 The members for a committee or project team shall be chosen by the Chairperson which shall be subject to approval by the Board.
- 7.1.7 The PMI-VI Officers and/or Directors can serve on the Committees, unless it is specifically restricted by the bylaws.
- 7.1.8 Voting shall be by simple majority of votes cast.

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- 7.1.9 Committees and project teams shall receive written terms of reference approved by the Board and shall report to the Board of Directors at least quarterly, and provide a written report not later than two weeks prior to the Annual General Meeting.
- 7.1.10 Any funding required by a committee or project team shall be provided to its Chairperson on approval of the Board of Directors.
- 7.1.11 The Chairperson shall be responsible for administration and accounting of the allocated funds.

ARTICLE 8 – FINANCE

SECTION 8.1. FISCAL YEAR:

- 8.1.1 The fiscal year of the PMI-VI shall be from 1 January to 31 December.
- 8.1.2 All activities are to be carried out in compliance with the BC Society Act and the BC Financial Institutions Act in terms of being a non-profit society.

SECTION 8.2. FINANCIAL POLICIES:

- 8.2.1 The PMI-VI Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.
- 8.2.2 The Board of Directors shall develop and present an annual budget, which shall be made available to the membership no later than sixty (60) calendar days after their election to the board at the Annual General Meeting.
- 8.2.3 At each Annual General Meeting, the Treasurer shall present the financial status of the Chapter.
- 8.2.4 The Treasurer shall also present quarterly financial accounting of the membership finances in the form of actual expenditures reported relative to planned budget in appropriate categories within the budget framework.
- 8.2.5 All Chapter financial transactions requiring a cheque from the Chapter bank account must be signed by two of four Officers; the President, Vice-President, Treasurer, and/or Past-President.
- 8.2.6 Officers and Directors authorized by the Board may expend Chapter resources as per their respective approved budgets without additional Board approval; however they are required to promptly report expenditures to the Treasurer.
- 8.2.7 Annual and quarterly financial statements, detailed records and supporting documents shall be maintained at the Chapter Headquarters and be made available to any Chapter member or PMI upon request.
- 8.2.8 The Board of Directors may, by 2/3 majority vote at any meeting of the Board where there is a quorum, approve borrowing or investing of monies on behalf of the Chapter. However, a debenture shall not be issued without authorization of a special resolution.

ARTICLE 9 – DUES / MEETINGS OF THE MEMBERSHIP

SECTION 9.1. COLLECTION OF DUES:

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

SECTION 9.2. DUES AND FEES:

- 9.2.1 Annual Chapter dues for members shall be those set by the Chapter from time to time at its Annual General Meeting (AGM).
- 9.2.2 A change in dues amount shall require a majority vote of the members at such a meeting.
- 9.2.3 Annual Chapter dues are paid to PMI.
- 9.2.4 On the recommendation of the Board of Directors of the Chapter and confirmed by the general membership at an Annual General or Special Meeting, a special fee may be set to achieve a specific objective or event of the Chapter.

SECTION 9.3. ANNUAL GENERAL (AGM) AND SPECIAL MEETINGS:

- 9.3.1 An Annual General Meeting of the membership shall be held at a date and location to be determined by the Board.
- 9.3.2 The Board of Directors shall establish the time and place for such AGM that are convenient for the membership as a whole, each of whom shall be advised by e-mail at least forty-five (45) calendar days prior to such date.
- 9.3.3 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.
- 9.3.4 The conditions regarding the time and place and the notice of such Special General Meetings shall be the same as those specified for AGM with the exception of requiring twenty-one (21) days' notice and will include the proposed agenda.
- 9.3.5 In addition to the mandatory Annual General and any Special General Meetings, the Board of Directors shall convene at least one Regular Board of Director Business Meeting of the Chapter in each calendar quarter.
- 9.3.6 Each member in good standing of the Chapter shall have one vote at any Annual, Special or Regular Meeting of the Chapter. Proxy votes shall not be permitted.
- 9.3.7 The proceedings of the AGM and Special General Meetings shall be recorded in formal minutes.
- 9.3.8 Such minutes will be available upon request by any Chapter Member in good standing once approved at the following meeting.

ARTICLE 10 – BRANCHES

SECTION 10.1. ESTABLISHING A BRANCH:

- 10.1.1 Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter "Branch") for the purpose of delivering its services locally.
- 10.1.2 A Branch of PMI-VI shall be governed by these Bylaws and shall conduct its business in compliance with PMI-VI's policies and procedures and its charter with PMI.
- 10.1.3 Upon establishment of a branch, the BC Registrar must be informed as per the Society Act.

SECTION 10.2. GEOGRAPHIC AREA:

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10.2.1 Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

SECTION 10.3. DISTRIBUTION OF DUES:

10.3.1 All PMI-VI dues & fees will be collected by PMI® on behalf of the PMI-VI and will be forwarded to PMI-VI. The PMI-VI will allocate funds to the Branch in accordance to PMI-VI's policies & procedures. Branches shall not create membership or collect dues.

SECTION 10.4. BRANCH CHAIRPERSON:

10.4.1 The Branch Chairperson shall either be a member of Chapter's Board of Directors, or be a Committee Chair and report into a Chapter Board member who oversees the Chapter's Branch(es).

SECTION 10.5. LIMITATIONS:

10.5.1 Branches shall abide by the limitations consistent with the chapter's charter agreement with PMI.

ARTICLE 11 – INUREMENT AND CONFLICT OF INTEREST

SECTION 11.1. NO PERSONAL GAIN:

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

SECTION 11.2. COMPENSATION:

11.2.1 No officer, director, appointed committee member or authorized representative of the PMI-VI shall receive any compensation, or other tangible or financial benefit for service on the Board.

11.2.2 The Board may authorize by a 2/3 vote payment by the PMI-VI of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

11.2.3 Each Board member is responsible for the disclosure of any potential conflict of interest in respect of any matter considered by the Board in its governance and management on behalf of the members.

SECTION 11.3. CONTRACTS WITH MEMBERS:

11.3.1 PMI-VI may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members, or authorized representatives of PMI-VI, and any corporation, partnership, association or other organization in which one or more of PMI-VI'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:

11.3.2 The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors in writing prior to commencement of any such contract or transaction.

11.3.3 The directors, officers, appointed committee members or authorized representatives declare their Conflict of Interest and abstain from Voting on the approval of the proposed contract or transaction, and must not be counted in the quorum at a meeting of the directors at which the proposed contract or transaction is approved.

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- 11.3.4 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.
- 11.3.5 Where a contract is authorized the justification for the decision must be recorded in writing and must explain the following:
- 11.3.6 That the contract or transaction is fair, provides specific value to PMI-VI, and complies with the laws and regulations of the applicable jurisdiction in which PMI-VI is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

SECTION 11.4. ARM'S LENGTH DEALINGS:

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

SECTION 11.5. DISCLOSE CONFLICT OF INTEREST:

- 11.5.1 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-VI 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 12 – INDEMNIFICATION

Special Note: Subject to the Society Act Section 30:

- 12.1.1 A society may require a director or officer to give the security it considers sufficient for the faithful discharge of duties.
- 12.1.2 A society will upon court order approving indemnity, indemnify a director or former director of the society or a director or former director of a subsidiary of the society, and his or her heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him or her, in a civil, criminal or administrative action or proceeding to which he or she is made a party because of being or having been a director, including an action brought by the society or subsidiary, if:
 - 12.1.3 He or she acted honestly and in good faith with a view to the best interests of the society or subsidiary of which he or she is or was a director, and
 - 12.1.4 In the case of a criminal or administrative action or proceeding, he or she has been found to have had reasonable grounds for believing his or her conduct was lawful.
 - 12.1.5 The court may, on application of a society, a director or former director of the society, or a director or former director of a subsidiary of the society, make an order approving an indemnity under this section, and the court may make any further order it considers appropriate.
 - 12.1.6 On an application under subsection (3), the court may order notice to be given to any interested person.
 - 12.1.7 PMI-VI will purchase and maintain liability insurance for the benefit of a director against personal liability incurred by him or her as a director.
 - 12.1.8 In addition; where a director or former director of the society or a director or former director of a subsidiary of the society has been successful in defending an action that does not reach the courts, indemnification is mandatory.

ARTICLE 13 – AMENDMENTS

SECTION 13.1. REQUIREMENTS TO AMEND BYLAWS:

- 13.1.1 The By-laws of the Chapter may be amended by a three-quarter (3/4) majority of the members in attendance or responding at the Annual General Meeting or Special General Meeting or electronic vote at which there is a quorum. A total of 10% of membership attendance or response for a quorum is required.
- 13.1.2 At the discretion of the Board, and for the purpose of voting on a bylaw amendment, a Special General Meeting may be deemed to have been held by using electronic votes for or against the amendment. If an electronic vote is used, a three-quarters (3/4) majority of respondents votes is required to pass. A total of 10% of membership response for a quorum is required.
- 13.1.3 Proposed amendments to the Bylaws shall be submitted to the Chapter membership at least sixty (60) calendar days prior to the meeting at which they are to be considered, such that the contents may be reviewed by the members prior to said meeting.
- 13.1.4 All Bylaw amendments must be filed with the PMI.
- 13.1.5 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 President. All such proposed amendments shall be presented by the Board with or without recommendation.

SECTION 13.2. CONSISTENCY OF BYLAW AMENDMENTS:

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

ARTICLE 14 – DISSOLUTION

In addition to the Society Act:

- 14.1.1 In the event that the 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 request that PMI-VI dissolve the Chapter.
- 14.1.2 In the event the Chapter failed to deliver value to its members as outlined in Chapter's business plan and without mitigated circumstance, the Component acknowledges that a PMI order to dissolve the Chapter will be honoured and carried out, as per the terms of the Charter.
- 14.1.3 In the event the Chapter is considering dissolving, an executive of the Board of Directors must notify PMI in writing and follow the component dissolution procedure as defined in PMI's policy.
- 14.1.4 Should the Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization or designated educational bursary/scholarship fund for the benefit of ongoing project management learning, as designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

ARTICLE 15 – DIRECTOR STANDARD OPERATING PROCEDURES (SOPS)

- 15.1.1 Please Note: Updated Strategic Plans are located at the Chapter Records. Location can be changed by a 2/3 vote by the Board of Directors.
- 15.1.2 Document Version Control is to be done on any updates.

ARTICLE 16 – PMI-VI STRATEGIC PLANS

16.1.1 Please Note: to PMI-VI Strategic Plans are located at the Chapter Records in the Document Repository. This location can be changed by a 2/3 vote by the Board of Directors

16.1.2 Document Version Control is to be done on any updates.

ARTICLE 17– POLICY DOCS/PUBLICATIONS/MAILING LISTS

SECTION 17.1. POLICY DOCUMENTS:

17.1.1 Please Note: Policy Docs/Publications/Mailing Lists are located at PMI-VI Document Repository. This location can be changed by a 2/3 vote by the Board of Directors.

17.1.2 Document Version Control is to be done on any updates.

SECTION 17.2. PUBLICATIONS

17.2.1 A Chapter Website will be maintained in support of the objectives of the Chapter and the PMI.

17.2.2 The editorial policies of the PMI-VI Website will be directed by the Board of Directors.

17.2.3 Compilation of Chapter members' and/or guest speakers' technical articles and oral presentations presented at Chapter meetings will be published on the Chapter Website.

17.2.4 Other recurring or one-time publications intended for distribution to the Chapter membership, will be authorized by the Board of Directors.

SECTION 17.3. MAILING LISTS:

17.3.1 The list of members, corporate sponsors and applications to the PMI may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-VI consistent with PMI.