Canadian West Coast Chapter PMI *By-Laws*

Article I – Relationship To PMI

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

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

Article II – Canadian West Coast 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.
(b) Membership in the 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.
(c) 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.
(d) 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.
(e) Members may vote and may hold office, if eligible to do so.
(f) On being admitted to membership, each member shall have access to a copy of the constitution and bylaws, policies and procedures without charge.
(g) Members are entitled to propose resolutions, have access to information and receive reports.
(h) It shall be the President's responsibility to ensure that resolutions are tracked, actions taken and reported.
(i) Access to information shall include historical records of minutes, financial statements, notices to the membership and annual reports. It shall not include personal or commercial information that is confidential.
(j) Members who fail to pay the required dues for one (1) month shall be delinquent 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 within such one month period.
(k) Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
(l) A member may be expelled by a two-thirds (2/3) vote by a resolution of the members passed at a general meeting.
(m) The notice of resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.
(n) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.
(o) Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership and shall no longer be a member in good standing.

Section 2. The Chapter will maintain a list of current members. The use of member information shall be governed by the Chapter's privacy policy and the laws of British Columbia and Canada.

Article III – 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.

Section 2. 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 Officers shall be two (2) years limited to two (2) terms in the same position, and no more than eight (8) years in total as Officer on the Board. These positions are staggered so that half the Officers are elected each year. The term for the ex-officio position of Past President is excluded from this limitation.

Section 3. 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 participate and vote on all committees except the Nominating Committee.

Section 4. The President shall have the authority and responsibility to prevent the use of the Chapter name in connection with any meeting or activity which, in his or her opinion, does not further the purposes of the Chapter.

Section 5. The President, or another person appointed by the president, shall keep the records of all business meetings of the Chapter and meetings of the Board.

Section 6. At the first Board meeting following each annual general meeting the President shall appoint an Executive Vice-President from among the elected officers to temporarily fulfill the President's duties when he or she is unavailable, and to serve as second in command. This role shall be in addition to the officer's primary duties outlined below.

Section 7. The Vice-President Finance shall oversee the management of funds for the duly authorized purposes of the Chapter.

Section 8. Other Officers.

All Officers shall be members in good standing. Elected Officers of the Chapter shall consist of President; Vice-President Membership; Vice-President Programs; Vice-President Marketing; Vice-President Operations; Vice-President Education, Vice-President Volunteers, Vice-President Professional Development, Vice-President Outreach, Vice-President Finance, and Vice-President PM-Volunteers.

(a) The Vice-President Membership is responsible for safeguarding the interests of Chapter members, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(b) The Vice-President Programs is responsible for of the operation of regular meetings, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(c) The Vice-President Marketing is responsible for communicating Chapter services, programs, and events, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(d) The Vice-President Operations is responsible for shared operating services for the chapter, including management of event registration and chapter technology services, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(e) The Vice-President Education is responsible for the education and certification of Chapter members, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(f) The Vice-President Volunteers is responsible for engaging Chapter volunteers, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(g) The Vice-President Professional Development is responsible for operation of the annual Professional Development conference, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(h) The Vice-President Outreach is responsible for the engagement of organizations in mutually beneficial relationships, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(i) The Vice-President Finance is responsible for oversight of the Chapter's finances, ensuring sound planning and operations, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.
(k) The Vice-President PM-Volunteers is responsible for oversight of PM-Volunteers.org, ensuring its sound planning and operations, and is accountable for fulfilling the portfolio's mandate as agreed to by the Board.

Section 9. Immediate Past President.

(a) The Past President is an ex-officio Officer of the Board; however this position does not hold voting rights with the Board.
(b) At the completion of the President's term, or if the President is unwilling or unable to complete the current term of office, he or she will become Past President.
(c) There is no minimum term of duty which a President must serve in order to qualify to become Past President.
(d) The Past President may chair the Nominating Committee responsible for preparing the slate of Officers for the succeeding year.

Section 10. Appointed Vice-Presidents at Large.

(a) The Board may, at its discretion, appoint up to four (4) Vice-Presidents at Large at any given time. A Vice-President at Large does not have the right to vote at meetings of the Board.
(b) All Vice-Presidents at Large shall be members of the Chapter.
(c) The tenure of Vice-Presidents at Large shall be at the discretion of the Board but shall end on December 31st of any year.

Section 11. 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 12. 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 five (5) or fifty percent plus one (50% +1) of elected Officers, whichever is less. Each Officer shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, web conferencing, email, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board. In the case of conducting a meeting by email, quorum shall by determined as all officers who vote on the matter. In the case of attendance by video conferencing, quorum will determined by all officers present either in person or virtually.

Section 13. The Board of Directors must declare an Officer or Vice-President at Large position to be vacant where an Officer or Vice-President at Large ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues. The Board of Directors may declare an Officer or Vice-President at Large to be vacant or where the Officer or Vice-President at Large fails to attend two (2) consecutive Board meetings. An Officer or Vice-President at Large may resign by submitting written (email) notice to the President. 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. In the case where the President resigns, written (email) notice must be submitted to the entire Board. The Executive Vice-President must then call a meeting of the Board to appoint a new President, at which time the resignation comes into effect.

Section 13. An Officer or Vice-President 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 Vice-President 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 Board shall appoint a new President from the existing elected Officers to assume the duties and office of the presiding Officer for the remainder of the term.

Article IV – 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 and in attendance shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, 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 day following their election at the Annual or Special General Meeting, 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 during an Annual or Special General Meeting of the membership. The candidate who receives a plurality 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.

Section 6. The following Officers shall stand for election in the AGM held on even numbered years: President, VP Finance, VP Education, VP Professional Development, and VP Programs. The following Officers shall stand for election in the AGM held on odd numbered years: VP Volunteers, VP Operations, VP Outreach, VP Membership, VP Marketing, and VP PM-Volunteers.

Section 7. Responsibility and Accountability.

(a) The Board and the individual directors shall be accountable to the members for their actions, their decisions, and the manner of discharging their duties.

(b) They shall fulfill this accountability by publishing an Annual Report containing a report from each Officer, including actions taken on resolutions passed at previous meetings, together with an interim financial report, prior to the AGM, and shall provide answers to questions from the floor at any General Meeting.
(c) The year-end financial report shall be prepared before the end of February of the year following and shall be made available to the audit committee (if it has been struck) and the membership.
(d) Officers must conduct themselves with unquestionable loyalty to the interests of the Chapter and its members and consistent with this Constitution and Bylaws.
(e) Officers must not breach their fiduciary responsibility to the Chapter and must avoid any conflict of interest, or disclose it to the Board.
(f) Officers must not attempt to exercise individual authority over the Chapter except as explicitly set forth in these Constitution and Bylaws.
(g) Officers shall respect the confidentiality concerning Board or Committee issues and information of a sensitive nature.
(h) Officers shall maintain high standards of integrity and professional conduct, accept responsibility for their actions, practice with fairness and honesty and encourage others in the profession to act in an ethical and professional manner.

Article V – 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. Chapter Officers can serve on the committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

Section 3. Audit Committee.

(a) There shall be an annual external Audit of the Chapter finances. There may be an Audit Committee, composed of non Board members, appointed by the members at a General Meeting to conduct a review of the operations and the financial transactions of the Chapter for the current fiscal year.
(b) The Audit Committee shall have the authority to engage the services of a financial auditor to conduct a formal audit as they see fit.
(c) The audit report shall be posted/sent to the membership and an EGM may be called at the discretion of the audit committee.
(d) The audit committee shall report, provide an audit or hold an EGM no later than 120 days subsequent to the AGM.
(e) No member of the Board of Directors during the year of audit or the year of reporting may serve on the Audit committee.

Article VI – Finance

Section 1. The fiscal year shall be from January 1st to December 31st.

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. The borrowing of funds in the name of the Chapter must be approved by a two-thirds (2/3) vote by resolution at a general meeting on a one time, case by case, basis.

Section 6. Cheques must be signed by two Officers, one of whom must be the Vice-President Finance or President.

Section 7. The annual Chapter operating budget for the subsequent year must be completed and approved by the Board of Directors no later than the final Board meeting of the current year.

Section 8. The Board must seek a majority approval of the membership in attendance at an annual or extraordinary general meeting for any capital purchases above 5% or any single operating items totaling more than 25% of the annual budget.

Article VII – Meetings of the Membership

Section 1. General meetings shall consist of the Annual General Meeting (AGM) and Extraordinary General Meetings (EGM). General meetings will be scheduled in advance, open to the membership, held in an orderly fashion, minuted with attendance records and be subject to a quorum.

Section 2. There shall be an Annual General Meeting of the Chapter no later than 15 months after the last AGM, to be held at a date and location to be determined by the Board.

Section 3. Extraordinary General Meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President.

Section 4. If, within 21 days after the date of the delivery of the requisition by the membership, the Officers do not convene a general meeting, the requestors, or a majority of them, may themselves convene a general meeting to be held within 4 months after the date of the delivery of the requisition.

Section 5. Notice of all annual meetings shall be sent by the Board to all members at least 30 (thirty) days in advance of the meeting.

Section 6. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting, which must be sent to the membership at least 20 (twenty) days in advance of the meeting.

Section 7. 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.

Section 8. Quorum at all annual and special meetings of the Chapter shall be 20 (twenty) members in good standing, present and in person.

Section 9. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 10. If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it must stand adjourned to the same day in the next week, at the same time and place (or as nearly as possible), and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.

Section 11. Minutes of meetings shall be recorded and made available to the membership within 5 (five) business days.

Section 12. Voting for all resolutions at a general meeting shall be by a show of hands, unless a ballot is required and or requested.

Section 13. Proxy voting shall not be permitted.

Section 14. In the case of a tie vote, the chair does not have a second or casting vote. A resolution with a tied vote fails.

Article VIII - 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.

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

Section 4. All Officers, directors, appointed committee members and authorized representatives of the 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 IX - 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 X - Amendments

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the membership in good standing and present at an annual or extraordinary meeting of the Chapter duly called and regularly held.

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 XI - Dissolution

Section 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 de-certify it as a Chapter and dissolve the Chapter's relationship with PMI.

Section 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 PMI has a right to de-certify it as a Chapter and dissolve the Chapter's relationship with PMI.

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

Section 4. Upon dissolution of the Chapter in accordance with applicable provincial law, and after paying or making provisions for the payment of all liabilities, the Chapter Board of Directors shall dispose of all assets of the Chapter in a manner consistent with any relevant legal requirements concerning the Chapter's tax exempt and non-profit status.

Section 5. This shall be done in accordance with direction from the members at a General Meeting, and exclusively to one or more non-profit organizations in the Chapter's area of operation and which may be selected as an appropriate recipient(s) of certain assets, so long as such organization(s) qualify as an organization or organizations under the society act or other controlling law.

Article XII – Policies and Procedures

Section 1. The Board of Directors may, from time to time, formulate and publish associated Board-approved policies.

Section 2. Notice of proposed policy shall be provided to the membership within 5 business days of acceptance by the Board.

Section 3. The resolution shall be tabled until members have had the opportunity to review and provide input to the proposed policy or procedure.

Section 4. A minimum of 15 (fifteen) business days shall be allowed for this input.

Section 5. At a subsequent Board meeting the Board may approve/modify/reject the resolution based on the input.

Section 6. All Chapter policies and procedures shall be made available to the membership.

Section 7. Certain Chapter policies and procedures, such as those relating to financial operations, may, upon a two-thirds (2/3) majority vote of the Board, be kept confidential to the Board in order to ensure good governance of the Chapter. In such an instance the existence and reasoning for confidentiality must be published.

Article XIII – Definitions

"Board" means the Chapter's Board of Directors

"Officers" means the elected Officers of the Chapter for the time being

"Member" means any person who becomes and remains a member in good standing in accordance with the bylaws.

"Requestor" with regard to requisitions for a general meeting means the voting members who requisition a general meeting of the society under the Bylaws.