



Project Management Institute  
Northern Alberta Chapter

**Project Management Institute  
Northern Alberta Chapter**

**BYLAWS**

Version 5.0

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## **ARTICLE 1 PREAMBLE**

### **1.1 THE CORPORATION**

The name of the corporation is the Project Management Institute Northern Alberta Chapter or PMINAC or Chapter. The corporation is a Chapter chartered by the Project Management Institute, Inc. (hereinafter "PMI®").

The Chapter is incorporated as a non-profit corporation organized under the laws of the Province of Alberta.

The principal office of the Chapter shall be located in Edmonton, Alberta.

### **1.2 GOVERNANCE**

The following articles set forth the Bylaws of the Chapter. The Chapter shall be governed by, and operated in accordance with, the contents of the articles in its Bylaws. The contents are addressed in terms of the two categories of direction: mandatory (through the use of "shall" and "must") and guidance that is discretionary (through the use of "should" and "may"). The use of "will" is limited to the temporal context of "to occur in the future".

The Chapter is accountable to the Members of the Project Management Institute Northern Alberta Chapter.

The Chapter shall meet all legal requirements in the jurisdictions in which the Chapter conducts business or is incorporated.

The Chapter's Bylaws shall not conflict with the current PMI® Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the PMINAC's Charter with PMI®, insofar as such Bylaws do not conflict with the laws of the Province of Alberta and the Country of Canada.

The terms of the Charter executed between the Chapter and PMI® including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder, insofar as such terms do not conflict with the laws of the Province of Alberta and the Country of Canada.

## **ARTICLE 2 DEFINING AND INTERPRETING THE BYLAWS**

### **2.1 DEFINITIONS**

In these Bylaws, the following words have these meanings:

Annual General Meeting means the annual general meeting described in Article 5.2.

Board means the Board of Directors.

Board of Directors of the Project Management Institute Northern Alberta Chapter means the legal entity held accountable for the operation of the Project Management Institute Northern Alberta Chapter, Inc.

Branch means a geographically remote subset of the Chapter, as defined by the PMINAC Board of Directors, complete with its own governance. Any Branch of the Chapter must be compliant with the PMI® requirements for Chapters with Branches model as proposed, revised and amended from time to time.

Bylaws means the Bylaws of this Chapter as amended, substituted and revised from time to time.

Chapter means the Project Management Institute Northern Alberta Chapter.

Director means any person serving in an identified, Board-approved Director role. Directors are not Officers and do not have voting privileges.

Member means a member in good standing of the Chapter.

Officer means the Board of Directors Officers listed in Article 6.1.3. For the PMINAC, only Officers have voting privileges on the Board.

Project Management Institute means the legal entity incorporated in the State of Pennsylvania, United States of America.

Project Management Institute Northern Alberta Chapter or PMINAC means the legal entity incorporated in the City of Edmonton, Province of Alberta, Canada.

Registered Office means the formal business address of the Chapter set by the Board of Directors.

Regular Meeting means various meetings held or approved by the Board of Directors from time to time whose purpose is to educate or inform members and non-members about items of interest to the project management community and where the meeting includes a Chapter business meeting component. These meetings may include dinner meetings, breakfast roundtables, lunch and learn sessions and other sessions set by the Board of Directors.

Register of Members means a list maintained by the Board of Directors containing the names of the Members of the Chapter.

Special General Meeting means a Special General Meeting described in Article 5.3.

Special Resolution means one of the following:

A resolution passed at a Regular Meeting of the membership of the Chapter. There must be twenty-one days' notice for this meeting. The notice must state

the proposed resolution. There must be approval by vote of 66.00% of the Voting Members in attendance. Proxy votes are not allowed.

A resolution proposed and passed as a Special Resolution at a Regular Meeting with less than twenty-one (21) days' notice. There must be approval by vote of 100% of the Voting Members in attendance.

A resolution agreed to in writing by 66.00% of the Voting Members who respond to a call for vote.

Student Member means a member of the Chapter who attends an accredited university, college or other educational institution, as approved by the Board of Directors.

Volunteer means any person providing services to the Chapter without direct compensation.

Voting Member means a member entitled to vote at the meetings of the Chapter.

VP means Vice President.

## **2.2 INTERPRETATION**

In interpreting these Bylaws:

- Singular words also include the plural and vice-versa.
- References to masculine gender include feminine gender and references to the feminine gender include the masculine gender.
- Words indicating persons also include corporations.
- Headings are for convenience only. They do not affect the interpretation of these Bylaws.
- These Bylaws are intended as guiding principles for the operation of the Chapter. Where conflicts arise, the Bylaws should be interpreted with reasonableness and good judgement.

## **ARTICLE 3 OBJECTIVES OF THE CHAPTER**

The objectives of the Chapter are:

- To advance the state-of-the-art in project management
- To foster professionalism in project management
- To stimulate the application of project management to the benefit of the public
- To represent the profession of project management
- To provide a recognized forum for the free exchange of project management ideas related to issues, matters, items, problems, solutions, systems, procedures and technique

- To improve communication through dialogue and discussions about project management practice
- To provide educational opportunities for the project management community
- To provide strong support to the aims and the objectives of PMI® through a program of Chapter activities

## **ARTICLE 4 MEMBERSHIP**

### **4.1 GENERAL MEMBERSHIP PROVISIONS**

- 4.1.1 Membership in PMINAC 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, sexual orientation, marital status, nationality, religion, or physical or mental ability.
- 4.1.2 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.
- 4.1.3 PMINAC shall not create its own membership categories.

### **4.2 MEMBERSHIP DUES AND FEES**

- 4.2.1 Annual Chapter dues for Members shall be those set by the Board from time to time in accordance with PMI® policies.
- 4.2.2 Chapter membership fees shall be submitted by individual PMI® members to PMI® on an annual basis per PMI® policies.
- 4.2.3 On the recommendation of the Board of Directors and confirmed by a majority vote of Voting Members at an Annual General Meeting or a Special General Meeting, a special fee may be set to achieve a specific objective or event of the Chapter.
- 4.2.4 Membership dues and fees are non-refundable and non-transferable.

### **4.3 RIGHTS AND PRIVILEGES OF MEMBERS**

- 4.3.1 Members shall be governed by and abide by the PMI® Bylaws and the Bylaws of the Chapter and all policies, procedures, rules, codes and directives lawfully made hereunder, including but not limited to the PMI® Code of Conduct
- 4.3.2 Chapter Members in good standing who are Members of PMI® shall have full voting rights and privileges.

4.3.3 Chapter Members who are Student Members of the PMI® may vote but may not hold office in the Chapter.

4.3.4 Any Member in good standing is entitled to:

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

4.3.5 Any Member is a Member in good standing when:

- They have paid membership dues to the Chapter and appear on the official membership list of the PMINAC; and
- They have not been suspended as a Member as provided in Article 4.4.

4.3.6 Rights and/or privileges of any Member are not transferable to another person.

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

#### **4.4 SUSPENSION OF MEMBERSHIP**

4.4.1 Decision to Suspend

4.4.1.1 The Board may suspend a Member's membership if:

- The Member has failed to abide by the PMINAC Bylaws;
- The Member is found to breach the PMI® Code of Conduct;
- The Member has disrupted meetings or functions of the Chapter;  
or
- The Member has done something judged harmful to the Chapter or failed to fulfil a commitment, the failure of which could be judged harmful to the Chapter.

4.4.1.2 No Member shall be suspended without due process. Suspension shall require a two-thirds (2/3) majority vote of the Board of Directors at any Board meeting having a quorum.

4.4.1.3 The duration of the suspension shall be determined by the Board.

4.4.2 Notice to Member

4.4.2.1 The affected Member shall receive written notice of the Board's intention to address 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.

4.4.2.2 The notice shall be sent to the address shown on the membership list produced by the Board and shall be marked confidential. The notice may also be delivered by an Officer of the Board.

4.4.2.3 The notice shall state the reason why suspension is being considered.

#### 4.4.3 Decision of the Board

4.4.3.1 The Member shall have an opportunity to appear before the Board to address the matter. The Board may allow another person to accompany the Member.

4.4.3.2 The Board may exclude the Member from its discussion of the matter, including the deciding vote.

4.4.3.3 The decision of the Board is final.

### 4.5 DELINQUENCY

4.5.1 Members who fail to pay the membership fees by the renewal date shall be delinquent for a period of one (1) month and their names shall be removed from the official membership list of the PMINAC.

4.5.2 A delinquent Member shall be reinstated upon full payment of all unpaid fees to PMI® within one such month delinquent period

### 4.6 RESIGNATION

4.6.1 A Member shall be deemed to have resigned if fees have not been paid within one month of the renewal date.

4.6.2 The resigned Member's name shall be removed from the official membership list of the PMINAC.

### 4.7 CONTINUED LIABILITY FOR DEBTS DUE

Although a Member ceases to be a Member by death, resignation, suspension or otherwise, he is liable for any debts owing to the Chapter at the date of ceasing to be a Member.

#### **4.8 LIMITATION ON THE LIABILITY OF MEMBERS**

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

#### **4.9 CONFIDENTIALITY OF MEMBERSHIP INFORMATION**

The membership database and listings provided by PMI® to the PMINAC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMINAC, consistent with PMI® and PMINAC policies and all applicable laws and regulations, including but not limited to relevant laws and regulations pertaining to privacy and use of personal information.

### **ARTICLE 5 MEETINGS OF THE CHAPTER**

#### **5.1 REGULAR MEETINGS**

5.1.1 A minimum of four Regular Meetings shall be held during the period of September 1 of one year to May 30 of the subsequent year. Regular Meetings may be held at various locations and various times.

5.1.2 Regular Meetings should include, at a minimum, a twenty minute business meeting component and a one hour guest speaker component.

5.1.3 A meeting notice identifying the guest speaker and topic shall be communicated to Members and the project management community in general no later than fifteen calendar days prior to the meeting.

5.1.4 Proceedings at Regular Meetings

5.1.4.1 Meetings are open to all Members and non-members.

5.1.4.2 The President or his designate chairs the business meetings of the Chapter.

5.1.4.3 The President may adjourn any business meeting with the approval of the majority of Voting Members present.

5.1.4.4 Each Voting Member has one vote. Proxy votes are not allowed. A majority show of hands decides every vote at Business Meetings. A ballot is used if a majority of Voting Members (as shown by hands) request it.

5.1.4.5 The President does not have a second or casting vote in the case of a tie vote. If there is a tie, the motion is lost.

5.1.4.6 The President or his designate declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

5.1.4.7 The President decides any dispute on any vote. The President decides in good faith and this decision is final.

## **5.2 ANNUAL GENERAL MEETINGS**

5.2.1 The Chapter shall hold an Annual General Meeting. The Annual General Meeting shall be held in Edmonton, Alberta and the Board shall set the place, day and time of the meeting.

5.2.2 A meeting notice shall be e-mailed to each Member at least twenty-one days before the Annual General Meeting at the Member's e-mail address of record with PMI®. The notice shall state the place, date and time of the Annual General Meeting and any business requiring a Special Resolution.

5.2.3 The agenda for the meeting shall include the following:

- Adoption of the agenda;
- President's Report;
- Financial Report, including the Chapter's income, disbursements, assets and liabilities;
- Election of the President Elect and other members of the Board, as applicable; and
- Other matters specified in the meeting notice.

5.2.4 Quorum for the Annual General Meeting is attendance by 25 Voting Members. Proxy votes are not allowed.

5.2.5 The Annual General Meeting shall be conducted according to parliamentary procedures determined by the Board.

## **5.3 SPECIAL GENERAL MEETINGS**

At the discretion of the Board of Directors or on the petition of twelve Members in good standing, the Board shall call a Special General Meeting for the presentation and discussion of matters of importance to the Chapter. The conditions regarding the time, place, notice and quorum of such Special General Meetings shall be the same as those specified for Annual General Meetings.

# **ARTICLE 6 GOVERNANCE OF THE CHAPTER**

## **6.1 THE BOARD**

6.1.1 The Board governs and manages the affairs of the Chapter.

6.1.2 The powers and duties of the Board include the following:

- Promoting the objectives of the Chapter;
- Promoting membership in the Chapter;
- Maintaining and protecting the Chapter's assets and property;
- Approving an annual budget for the Chapter;
- Paying all expenses for operating and managing the Chapter;
- Paying persons for services and protecting persons from the debts of the Chapter;
- Creating policies for managing the Chapter;
- Approving all contracts for the Chapter; and
- Maintaining all accounts and financial records of the Chapter.

6.1.3 The Board of Directors (Officers) shall be comprised as follows:

- President Elect
- President
- Past President
- Vice President Administration
- Vice President Certification Support
- Vice President Communications
- Vice President Finance
- Vice President Marketing
- Vice President Membership
- Vice President Professional Development
- Vice President Programs
- Vice President Volunteers

6.1.4 Nomination, Election and Tenure

6.1.4.1 The President shall appoint the Past President, or if unable, any Member not intending to seek election, as the Chairperson of the Nominating Committee at least three months prior to the Annual General Meeting.

6.1.4.2 The Nominating Committee shall prepare a slate containing nominees for each Board position to be elected and shall determine the eligibility and willingness of each nominee to stand for election.

6.1.4.3 Discrimination in nomination and election procedures on the basis of race, color, creed, gender, age, marital status, sexual orientation, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

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

6.1.4.5 Only Voting Members in good standing and who reside in the Chapter area shall be eligible for office. Where practical, the President should have served as an Officer of the Chapter for a minimum of one year within the past five years. The VP Professional Development and the VP Certification Support must have, or be actively pursuing, their PMP designation at the time of nomination.

6.1.4.6 Nominations may be made at any time up to the close of the business meeting component of the Regular Meeting immediately prior to the Annual General Meeting.

6.1.4.7 In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the Chapter may be used to support the election of any candidate or group of candidates. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Nominating Committee shall have sole oversight of the distribution of all election materials for elected positions.

6.1.4.8 The Board shall be elected by a majority vote of the Voting Members in attendance at the Annual General Meeting. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

6.1.4.9 The President Elect position shall be contested annually with the election of the incoming President Elect. The incumbent President Elect will become the President and the President will become the Past President. For all other positions, the term of office is two years. The Board positions are elected at the Annual General Meeting as noted:

Odd Years

- VP Certification Support
- VP Marketing
- VP Programs
- VP Volunteers
- Elected Chairpersons of Branches

Even Years

- VP Administration
- VP Communications
- VP Finance
- VP Membership
- VP Professional Development

6.1.4.10 Candidates who are elected at the Annual General Meeting shall take office on the first day of July following their election.

6.1.4.11 Officers shall be eligible to serve a maximum six years on the Board, of which there shall be a maximum of two terms in any particular position. In the event of a lack of volunteers for Officers on the Board of Directors, the Board may waive this article with approval of two-thirds (2/3) of the Board at a Board meeting having a quorum.

#### 6.1.5 Resignation, Death or Removal of an Officer

6.1.5.1 An Officer, including the President or Past President, may resign from office by giving written notice. The effective date of the resignation shall be determined by the Board.

6.1.5.2 An Officer who misses two consecutive Board meetings or three Board Meetings in any Board year, i.e., from July 1 of one year to June 30 of the subsequent year, during their term of office may have their continued membership on the Board reviewed at the next Board of Directors meeting. A two-thirds (2/3) vote of the Officers present may remove the offending Officer. Should the Officer not be removed, each subsequent absence from a Board meeting, in that same Board year, may be reviewed in similar fashion.

6.1.5.3 An Officer 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 Board.

6.1.5.4 Voting Members may remove any Officer, Director or Volunteer, including the President and the immediate Past President, by Special Resolution before the end of his term. A Special General Meeting must be called for this purpose.

6.1.5.5 With the exception of the President position, if there is a vacancy on the Board, the President may appoint a Member in good standing to fill that vacancy for the remainder of the term. This appointment must have the approval of two-thirds (2/3) of the Board. If the President position is vacated more than 180 days prior to the Annual General Meeting, the Board will hold an election within 60 days of vacancy. If the President position is vacated 180 days or less prior to the Annual General Meeting, the President Elect shall assume the duties and office of the President. In all cases, the replacement Board Officer will remain in that position for the remainder of the initial term.

6.1.5.6 If during an Officer's tenure, his conditions change so that he is no longer able to meet the responsibilities of his Office, he shall immediately resign. The conditions include the Officer is no longer:

- A Member in good standing in PMI® and PMINAC;
- Residing in the Chapter area; or
- Able to fulfil his duties.

## **6.2 BOARD MEETINGS**

- 6.2.1 The Board of Directors shall hold at least eight Board meetings for the purpose of conducting Chapter business in each Board year, i.e., from July 1 of one year to June 30 of the subsequent year.
- 6.2.2 The Board meetings should be held no later than fourteen days prior to each Regular Meeting during the period September 1 of one year to May 30 of the subsequent year.
- 6.2.3 Board meetings during the period July 1 to August 31 shall be at the discretion of the Board.
- 6.2.4 Board meetings are not open to Members or non-members, except those specifically invited to the meeting.
- 6.2.5 The President shall communicate Board meeting notice and agenda to the Board at least five days prior to the meeting.
- 6.2.6 Six Board Officers shall constitute a quorum.
- 6.2.7 In the event of a failure to reach a quorum, the President or his designate shall cancel the meeting.
- 6.2.8 The President or his designate may adjourn the meeting with the approval of the majority of Officers present.
- 6.2.9 The President or his designate chairs the meeting.
- 6.2.10 Board meetings shall be conducted according to parliamentary procedures determined by the Board.
- 6.2.11 Minutes of the meetings shall be kept by the Board and distributed to Board Officers.
- 6.2.12 Each Officer has one vote. Proxy votes are not allowed. A majority show of hands decides every vote.
- 6.2.13 The President does not have a second or casting vote in the case of a tie vote. If there is a tie, the motion is lost.

6.2.14 The President or his designate declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

6.2.15 The President or his designate decides any dispute on any vote. The President decides in good faith and this decision is final.

### **6.3 DUTIES OF THE OFFICERS OF THE CHAPTER**

#### **6.3.1 Transition**

Outgoing Officers shall provide assistance to incoming Officers during a reasonable transition period in accordance with PMI® and PMINAC Officer transition processes.

#### **6.3.2 Roles & Responsibilities**

6.3.2.1 Detailed duties and functions for all Officer positions shall be provided in approved position descriptions, Chapter policies and procedures and the Board handbook.

6.3.2.2 Duties and functions of an Officer may be delegated by two-thirds (2/3) approval of the Board.

#### **6.3.3 President Elect**

The purpose of the President Elect is to actively prepare for assuming the duties of President, to support the President as requested and to become President in the event that elected President cannot complete the term of office in accordance with Article 6.1.5.6. In addition, the President Elect manages required Chapter reporting and compliance and works with the VP Finance to provide regular financial reporting.

#### **6.3.4 President**

The President shall have overall responsibility and accountability for the operation of the Chapter in accordance with the goals and objectives established by the Chapter and PMI®. During the absence or inability of the President, the Past President shall exercise the powers and duties of the President.

#### **6.3.5 Past President**

The Past President provides continuity in the operations of the Chapter as well as advice to the Board of Directors. During the absence or inability of the President, the Past President shall exercise the powers and duties of the President. In addition, the Past President coordinates Chapter elections, oversees the Chapter's risk management program, and addresses the Chapter's insurance

needs in coordination with PMI GOC. The Past President plays an advisory role regarding governance matters.

#### 6.3.6 VP Administration

The VP Administration oversees the Chapter's governance documents, including Bylaws, policies and procedures, as well as the position descriptions for all Chapter roles. The VP Administration is responsible for the Chapter's Records Management Program, Chapter administration, and coordination of Board meetings.

#### 6.3.7 VP Certification Support

The VP Certification Support provides support to PMI® credential holders and manages the plans and services provided for their benefit. In addition, the VP Certification Support oversees activities related to obtaining and retaining credentials.

#### 6.3.8 VP Communications

The VP Communications develops, plans and coordinates Chapter communications with Members, Chapter stakeholders and the media. In addition, the VP Communications manages Chapter publications and provides oversight for the Chapter's web site and social media.

#### 6.3.9 VP Finance

The VP Finance administers Chapter financial obligations, ensures sound financial practices for the accounting of all Chapter financial assets and provides financial recommendations for Chapter events. In addition, the VP Finance oversees the banking, revenue collection and expenditures for the Chapter and provides monthly financial updates for the Board of Directors.

#### 6.3.10 VP Marketing

The VP Marketing manages the marketing collateral for the Chapter and, in partnership with other Board of Directors, promotes project management in the community. In addition, the VP Marketing oversees advertising and sponsorship and ensures logos and intellectual property are properly managed.

#### 6.3.11 VP Membership

The VP Membership provides support to Members and manages the plans and strategies regarding Member recruitment and retention. In addition, the VP Membership manages data from the PMI® data exchange program and may conduct Chapter surveys.

#### 6.3.12 VP Professional Development

The VP Professional Development provides activities related to education, professional development, local interest groups, programs, workshops and other events that serve to develop and educate the membership. In addition, the VP Professional Development establishes and manages professional development units (PDUs).

#### 6.3.13 VP Programs

The VP Programs coordinates all Regular Meeting programs for the Chapter. In addition, the VP Programs recruits and coordinates speakers for Regular Meetings and manages facilities and meeting logistics.

#### 6.3.14 VP Volunteers

The VP Volunteers is responsible for oversight and maintenance of the Chapter's volunteer program. This includes the coordination of volunteer applications, opportunities and providing support to volunteers and leaders.

#### 6.3.15 Elected Chairpersons of Branches

The Elected Chairpersons of Branches provides lead coordination duties for approved branches of the Chapter. In addition, the Elected Chairpersons lead the activities for the branches and report to the Board of Directors.

### **6.4 DIRECTORS**

Directors may be appointed at the discretion of the President as required to efficiently conduct the business of the Chapter. Directors may, at the invitation of the Board, attend meetings of the Board of Directors, though have no voting privileges.

### **6.5 COMMITTEES**

6.5.1 From time to time, the Board may establish and/or appoint standing or temporary committees, project teams and persons as it deems necessary to advance the purposes of the Chapter.

6.5.2 The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization.

6.5.3 A Board member shall sponsor each committee, team or person designated by the Board. The President, in consultation with the Board of Directors, shall nominate the chairperson of the committees and project teams.

6.5.4 The chairperson calls committee meetings. Each committee shall:

- Record minutes of its meetings;
- Distribute these minutes to the committee members and to the President;
- Provide reports to Board meetings per the Board's direction; and
- With the approval of the Board, establish other governing matters related to the committee's operation.

6.5.5 Any funding required by a committee or project team shall be provided to its chairperson on approval of the Board of Directors. The chairperson or Board sponsor for projects, as applicable, shall be responsible for administration and accounting of the allocated funds and shall submit a monthly report to the Board of Directors.

## **ARTICLE 7 FINANCIAL AND OTHER MANAGEMENT MATTERS**

### **7.1 REGISTERED OFFICE**

The Registered Office of the PMINAC is PO Box 11868, Edmonton, Alberta T5J 3K9.

### **7.2 FISCAL YEAR**

The fiscal year of the PMINAC shall be from November 1 of one year to October 31 of the subsequent year.

### **7.3 BANK ACCOUNT AUTHORIZED SIGNATURES**

All cheques drawn on the monies of the Chapter shall be signed by two Officers of the Board designated to endorse cheques. The Board shall designate the Officers authorized to endorse cheques at the first Board meeting after the Annual General Meeting.

### **7.4 CONTRACTS**

All contracts of the Chapter shall be signed by the President or other person(s) authorized to do so by two-thirds (2/3) approval of the Board.

### **7.5 KEEPING AND INSPECTION OF BOOKS AND RECORDS**

7.5.1 The Chapter shall keep and file all books and records of the Chapter to the level of detail required by the PMI®, the Board, PMINAC Bylaws, policies and procedures, and applicable legislation.

7.5.2 All financial records of the Chapter shall be open for such inspection by the Members.

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

7.5.4 Subject to applicable legislation, other records of the Chapter are open for inspection, except for those records that the Board designates as confidential.

## **7.6 AUDIT OF THE BOOKS**

There shall be an audit of the books, accounts and records of the Chapter at least once each year in accordance with the provisions of the *Companies Act* (Alberta).

## **7.7 INUREMENT AND CONFLICT OF INTEREST**

### **7.7.1 Compensation or Benefit**

7.7.1.1 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.

7.7.1.2 No Officer, Director, Volunteer, committee member or authorized representative of the Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board or from any element or activity of, or related to, the Chapter. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an Officer, Director, Volunteer, committee member or authorized representative of the Chapter regarding attendance at Board meetings and other activities, when authorized by the Board of Directors.

7.7.1.3 For clarity, reasonable recognition or reward for the activities of the Officer, Director, Volunteer, appointed committee member or authorized representative of the Chapter on behalf of the Chapter may be recognized, in accordance with PMINAC policies and/or with customary volunteer recognition practices.

7.7.1.4 All Officers, Directors, Volunteers, committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the PMINAC and applicable law, regardless of any other affiliations, memberships, or positions.

7.7.1.5 All Officers, Directors, Volunteer, 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, in accordance with PMI® and PMINAC policies and any relevant legislation.

#### 7.7.2 Authorization to Incur an Obligation

7.7.2.1 Only the Board of Directors, or standing or temporary committee chairpersons when so authorized, shall have the authority to incur an obligation.

7.7.2.2 An Officer's authority to incur an obligation shall be limited to \$250.00 per obligation.

7.7.2.3 Committee Chairpersons' authority to incur an obligation shall be limited to an amount designated by the Board.

7.7.2.4 All obligations in excess of \$250.00 must have the prior approval of the Board.

7.7.2.5 All vendor invoices shall be addressed to the Chapter and forwarded to the VP Finance.

#### 7.7.3 Protection and Indemnity of Officers, Directors and Others

7.7.3.1 If any person who is or was an Officer, Director, Volunteer, 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.

7.7.3.2 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.

7.7.3.3 To the extent permitted by applicable law, the PMINAC may purchase and maintain liability insurance on behalf of any person who is or was an Officer, Director, employee, trustee, agent or authorized

representative of the PMINAC, or is or was serving at the request of the PMINAC as an Officer, Director, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

## **ARTICLE 8 AMENDING THE BYLAWS**

- 8.1.1 These Bylaws may be amended by Special Resolution.
- 8.1.2 The meeting notice must include the details of the proposed resolution to change the Bylaws.
- 8.1.3 The amended Bylaws take effect after approval of the Special Resolution by the Membership.
- 8.1.4 All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules, directives and code of conduct established by the PMI®, as well as with the PMINAC's Charter with PMI®, insofar as such requirements do not conflict with the laws of the Province of Alberta or the Country of Canada.

## **ARTICLE 9 DISTRIBUTING ASSETS AND DISSOLVING THE CHAPTER**

- 9.1.1 The Chapter shall not pay any dividends or distribute its property among its Members.
- 9.1.2 The Chapter shall be dissolved only at the Annual General Meeting by 60.01% ("sixty percent plus one") affirmative vote of the Voting Members present; quorum shall be 25 Members.
- 9.1.3 The meeting notice for this meeting must include details of the proposed resolution to dissolve the Chapter and must be communicated to Members 30 days in advance of the meeting.
- 9.1.4 After payment of all debts, the remaining assets shall be liquidated and donated after a one-year period to a Canadian non-profit association(s) with a significant project management aspect as determined by the Board.
- 9.1.5 All assets to be donated shall be documented at time of dissolution and shall be held for the one-year period by the Past President or other Past President designated by the Board.

## Version Control

Version	Date Of Submission	Change Author	Reason For Change	Approved by Members
3.00	N/A	N/A	Version 3.0 is the base version for all future proposed changes	May 2003
3.01	January 18, 2007	Randy Black	Proposed split of the VP Education portfolio into VP Professional Development and VP PMP Certification Program	No
3.02	February 14, 2007	N/A	Approval of Membership	February 14, 2007
3.03	March 7, 2008	Steve Sinclair	Update By laws to remove policies, procedures, to focus Bylaws on Chapter Governance and incorporate feedback from GOC	No
3.04	November 18, 2008	Steve Sinclair	More updates; new logo, and original GOC comments	No
3.05	January 12, 2009	Steve Sinclair	Feedback and updates from December 1 Board of Directors meeting  Document called "Summary of Jan 12 Bylaws Update-090112.doc" summarizes changes	No
3.06	January 19, 2009	Steve Sinclair	Added changes from Board meeting and strategic planning session of January 17. Updated summary of changes to "Jan19 Bylaw Update(Summary)- 090119.doc"  Approved by Board on January 17, 2009; sent to GOC	No
3.07	February 4, 2009	Steve Sinclair	Feedback from GOC incorporated; approved by Board at February 2, 2009 meeting. Updated summary of changes to "Feb4 Bylaw Update(Summary)-090204.doc"  Will be Version 4.0 once approved by members.	No
4.00	March 11, 2009	Steve Sinclair	Final version approved by Members at March 11, 2009 Meeting	Yes
4.01	December 19,2011	Judy Hardement	Added changes from November 21, 2011 and December 19, 2011 Board meetings Proposed VP Membership position split into VP Membership and VP Volunteers	No
4.02	January 23, 2012	Judy Hardement	Endorsement by Board at January 23, 2012 Board Meeting.  Sent as version 5.0 to PMI February 1, 2012	No

5.0	March 28, 2012	Judy Hardement	Approved by PMI March 28, 2012. For presentation to PMINAC members May 16, 2012 AGM.	No
5.0	May 16, 2012	Judy Hardement	Approved by membership	Yes