



Project Management Institute Northern Alberta Chapter

BYLAWS

Version 6.0

Approved by Board: Jan. 29/18

Approved by Chapter Membership: March 14, 2018

ARTICLE 1 NAME, PRINCIPAL OFFICE, OTHER OFFICES

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®”), and separately incorporated as a non-profit corporation under the *Companies Act* of the Province of Alberta.

1.2 JURISDICTION

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

1.3 REGISTERED OFFICE

The registered office of the PMINAC is PO Box 11868, Edmonton, Alberta T5J 3K9. The principal office of the chapter shall be located in Edmonton, Alberta. The PMINAC may have other offices such as branch offices as designated by the PMINAC board of directors.

ARTICLE 2 RELATIONSHIP TO PMI

2.1 RESPONSIBILITY

The PMINAC is responsible to the duly elected PMI® board of directors and is subject to all PMI policies, procedures, rules and directives lawfully adopted. The PMINAC is accountable to its members.

2.2 GOVERNANCE

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.

2.3 TERMS

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

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 3 DEFINING AND INTERPRETING THE BYLAWS

3.1 DEFINITIONS

In these bylaws, the following words have these meanings:

Annual General Meeting means the annual general meeting described in Article 8.3.

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 PMI®'s requirements for chapters with branches as proposed, revised and amended from time to time.

Bylaws means the rules and regulations enacted by this chapter to provide a framework for its operations and management; as amended, substituted and revised from time to time.

Chapter means the Project Management Institute Northern Alberta Chapter.

Director means any appointed position reporting to a board member. Directors are not officers and do not have voting rights.

Member means a member in good standing of the chapter.

Officer means the elected board member positions defined by PMI®. For the PMINAC, only officers have voting rights on the board.

Project Management Institute or PMI® 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.

Quorum is a minimum two-thirds of voting members.

Registered Office means the formal business address of the chapter set by the board.

Regular Meetings are monthly dinner meetings held during the board year.

Volunteer means any board member, director, chapter member or non-chapter member providing services to the chapter without compensation; volunteers serve for the greater good of all chapter members.

Voting Member means a member entitled to vote.

VP means Vice President.

3.2 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 4 OBJECTIVES OF THE CHAPTER

4.1 GENERAL PURPOSE

PMINAC is established as a non-profit company as defined under the Government of Alberta's Companies Act and chartered by PMI®. PMINAC is dedicated to advancing the practice, science and profession of project management in a conscious and proactive manner.

4.2 SPECIFIC PURPOSES

Consistent with the terms of the charter executed between the PMINAC and PMI® and these bylaws, the specific purposes of the PMINAC shall include the following:

4.2.1 Mission

To be the innovative leader in the Northern Alberta community for advancing project management and making individuals and organizations more successful. We are a responsive and collaborative centre of excellence promoting knowledge, skills, quality, integrity and leadership.

4.2.2 Vision

To be the pre-eminent project management leader in the Northern Alberta chapter community so that individuals and organizations will embrace project management and attribute their success to it.

4.2.3 Guiding principles

- Sustainability
- Quality (Best of the Best)
- Value to members
- Advocacy / Visibility for project management
- Fiscal responsibility
- Community
- Transparency

4.2.4 Chapter objectives

- Advancing the state-of-the-art in project management
- Fostering professionalism in project management
- Stimulating the application of project management to the benefit of the public
- Representing the profession of project management
- Providing a forum for advocacy and representation of the project management profession, and exchange of ideas relating to items such as issues, matters, problems, solutions, systems, procedures and techniques
- Providing opportunities to connect and interact through various events, forums and channels
- Providing educational opportunities for the project management community
- Supporting PMI®'s objectives through chapter activities

4.3 LIMITATIONS OF THE PMINAC

- 4.3.1 The purpose and activities of the PMINAC shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with PMINAC articles of incorporation.

- 4.3.2 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® policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.
- 4.3.3 The board members and directors of the PMINAC shall be solely accountable for the planning and operations of the chapter, and shall perform their duties in accordance with the chapter's governing documents: its charter agreement, PMI®'s bylaws, policies, practices, procedures and rules, and applicable law.

ARTICLE 5 PMINAC MEMBERSHIP

5.1 GENERAL MEMBERSHIP PROVISIONS

- 5.1.1 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.
- 5.1.2 Membership in this organization is voluntary and shall be open to all eligible persons interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, colour, age, sex, marital status, national origin, religion or physical or mental disability, in accordance with the Canadian Charter of Rights and Freedoms.
- 5.1.3 Chapter members shall be governed by and abide by PMI®'s 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.
- 5.1.4 All members shall pay the required PMI® and PMINAC 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 PMINAC.
- 5.1.5 Membership in the PMINAC shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- 5.1.6 Members who fail to pay the required dues when due shall be delinquent for a period of one month and their names removed from the official membership list of the PMINAC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMINAC to PMI® within

such one-month delinquent period.

- 5.1.7 Upon termination of membership in the PMINAC, the former member shall forfeit any and all rights of membership.
- 5.1.8 Chapter members are members in good standing when:
- They have paid chapter membership dues to the chapter and appear on PMI®'s official membership list; and
 - They have not been suspended as a member as defined in these bylaws.
- 5.1.9 Any chapter member in good standing is entitled to:
- Full voting rights;
 - Hold office in accordance with these bylaws;
 - Receive notice of regular, special and annual general meetings;
 - Attend regular, special and annual general meetings;
 - Speak at regular, special and annual general meetings; and
 - Exercise other rights given to chapter members in these bylaws.
- 5.1.10 Rights of any chapter members are not transferrable to another person.
- 5.1.11 All chapter membership rights cease when the member resigns or is suspended from the chapter.
- 5.1.12 The PMINAC shall not create its own membership categories. Chapter membership categories shall be consistent with PMI® membership categories.

5.2 MEMBERSHIP DUES AND FEES

- 5.2.1 Annual chapter dues for members shall be those set by the board from time to time in accordance with PMI® policies.
- 5.2.2 Chapter membership fees shall be submitted by individual PMI® members to PMI® on an annual basis as per PMI® policies.
- 5.2.3 On the recommendation of the board and confirmed by a majority vote of voting members at an annual general meeting or a special general meeting, a special fee with specific terms and conditions may be set to achieve a particular chapter objective.
- 5.2.4 Membership dues and fees are non-refundable and non-transferable.

5.3 SUSPENSION OF MEMBERSHIP

- 5.3.1 Decision to Suspend

5.3.1.5 The Board may suspend a member's membership if:

- The member has failed to abide by PMI's® and/or PMINAC's bylaws, policies, procedures, rules or directives;
- The member has breached PMI®'s Code of Conduct;
- The member has disrupted meetings or functions of the chapter; or
- The member has done something harmful to the chapter or failed to fulfil a commitment, the result of which could cause harm to the chapter.

5.3.1.6 No member shall be suspended without due process. Suspension shall require a two-thirds majority vote of the board at any board meeting having a quorum. The board will have the support and guidance of PMI during this process.

5.3.1.7 Terms of suspension shall be determined by the board.

5.3.2 Notice to Member

5.3.2.5 The affected member shall receive written notice of the board's intention to address a recommendation to suspend. The member shall receive two weeks' notice before the board meeting at which discussion of the suspension is to be included on the agenda.

5.3.2.6 The notice shall be sent to the address shown on the PMI® membership list and shall be marked confidential. The notice may also be delivered by an officer of the board.

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

5.3.3 Decision of the Board

5.3.3.5 The member shall have an opportunity to appear before the board to address the matter. The board may allow one representative to accompany the member.

5.3.3.6 The board may exclude the member from its discussion of the matter, including the deciding vote.

5.3.3.7 The decision of the board is final.

5.4 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 6 GOVERNANCE OF THE CHAPTER

6.1 THE PMINAC BOARD OF DIRECTORS

- 6.1.1 The PMINAC 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.
- 6.1.2 The board shall be comprised of positions as directed by PMI®. The board shall consist of officers elected by chapter members. Board members shall be PMINAC members in good standing with PMI®.
- 6.1.3 Officers shall be eligible to serve a maximum seven years on the board, of which there shall be a maximum of two terms in any particular position. Exceptions to this maximum seven years may be addressed through enactment of these bylaws. In the event of a lack of volunteers for officers on the board, the board may waive this article with approval of two-thirds of the board at a board meeting having a quorum.
- 6.1.4 These positions are staggered so that half of the board's positions are elected each year. The board list of positions shall be posted on the chapter's website. If a board position is not currently filled, the position will be posted as vacant.
- 6.1.5 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.

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

6.2 DUTIES OF THE OFFICERS OF THE CHAPTER

6.2.1 Transition

Outgoing officers shall assist incoming officers during a reasonable transition period in accordance with PMI® and PMINAC officer transition processes.

6.2.2 Roles & Responsibilities

Detailed duties and functions for all officer positions shall be provided in approved position descriptions, chapter policies and procedures, and the board handbook.

6.2.3 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 if the president cannot complete the term of office. In addition, the president elect manages required chapter reporting and compliance and works with the VP finance to provide regular financial reporting.

6.2.4 President

The president shall be the chief executive officer for the PMINAC and the board, and shall perform such duties as are customary for presiding officers, including making all required appointments with 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.

6.2.5 Past President

The past president provides continuity of chapter operations as well as chapter
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governance advice to the Board. 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.

6.2.6 VP Administration

The VP administration oversees the overall governance and administration of the chapter, including documentation and records management, bylaws, policies and procedures and position descriptions for all chapter roles.

6.2.7 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.

6.2.8 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.

6.2.9 VP Finance

The VP finance oversees the management of funds for duly authorized purposes of the PMINAC. The VP finance also 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.

6.2.10 VP Marketing

The VP marketing manages the marketing collateral for the chapter and, in partnership with other board members, promotes project management in the community. In addition, the VP marketing oversees advertising and sponsorship, and ensures logos and intellectual property are properly managed.

6.2.11 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.

6.2.12 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).

6.2.13 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.

6.2.14 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.

6.2.15 Elected Chairpersons of Branches

The elected chairpersons of branches provide 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.

6.2.16 Establishing a Branch

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 ("branch") for the purpose of delivering its services locally. A branch of the PMINAC shall be governed by these bylaws and shall conduct its business in compliance with the PMINAC's policies and procedures, and its charter with PMI®.

6.2.17 Geographic area

Each branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the chapter.

6.2.18 Distribution of dues

All of the PMINAC's dues and fees will be collected by PMI® on behalf of the

PMINAC and will be forwarded to the PMINAC. The PMINAC will allocate funds to the branch in accordance with the PMINAC's policies and procedures. Branches shall not create their own memberships or dues.

The branch chair shall either be a member of the PMINAC's board of directors, or be a committee chair and report into a board member who oversees the PMINAC's branch(es).

Limitations – branches shall abide by the limitations consistent with the chapter's charter agreement with PMI®.

6.2.19 Board authority

The board shall exercise all powers of the PMINAC, except as specifically prohibited by these bylaws, the PMI® bylaws and policies, its charter with PMI®, and the laws of the Province of Alberta. 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 PMINAC business and funds.

6.2.20 Board meetings

The board shall meet at the call of the President, or at the written request of three members of the board. A quorum shall consist of no less than two-thirds of the membership of the board at any given time. Each member shall be entitled to one vote. At its discretion, the board may conduct its business in person, by teleconference or other legally acceptable means. Meetings shall be conducted in accordance with procedures determined by the board.

6.3 DIRECTORS

6.3.1 New director positions shall be created with the approval of the board to conduct chapter business effectively.

6.3.2 Directors may be appointed with the approval of a board officer. Directors shall report to a specific board officer relating to their assigned portfolio. Directors may attend board meetings at the invitation of the board. Directors have no board voting rights.

6.4 RESIGNATION OR REMOVAL OF A BOARD OFFICER

6.4.1 A board officer may resign from office by giving written notice prior to the next scheduled board meeting. The effective date of resignation shall be confirmed by the board.

6.4.2 A board officer who misses two consecutive board meetings or three board

meetings in any board year during their term of office may have their membership on the board reviewed at the next scheduled board meeting. A two-thirds vote of board officers may remove the board officer in question. Should the board decide to retain the board officer in question, any subsequent absence from a board meeting in the same board year may trigger another review of that board officer's continued membership on the board.

- 6.4.3 A board officer, director, volunteer or chapter member may be removed from their position with the chapter for just cause by a two-thirds vote of the board.
- 6.4.4 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.
- 6.4.5 If there is a vacancy on the board, the president or remaining members of the board may appoint a chapter member to fill that vacancy for the remainder of the board year. This appointment must have the approval of a two-thirds vote of the board. If the president position is vacated, the president elect shall serve the remainder of the president's term. In such cases, the president shall serve no more than two years. If the president elect position is vacated, the board may call a mid-term election.
- 6.4.6 Any appointed board officer filling a board vacancy will remain in that appointed position for the rest of that term.
- 6.4.7 If, during a board officer's tenure, personal circumstances change so that they are no longer able to meet the responsibilities of their position, they shall immediately resign by providing written notice to the board. Such personal circumstances may include:
- The board officer is no longer in good standing with PMI® and/or PMINAC;
 - The board officer becomes in conflict of interest;
 - The board officer is no longer residing in the chapter area, or;
The board officer is no longer able to fulfil their duties.

6.5 NOMINATION, ELECTION AND TENURE

- 6.5.1 The nomination and election of board officers and directors shall be conducted annually in accordance with the requirements included in these bylaws. All voting members in good standing with the PMI® and PMINAC shall have the right to vote in the election. Discrimination in any form pertaining to PMINAC's nomination and election procedures is prohibited.

- 6.5.2 Only chapter voting members in good standing and who reside in the chapter area shall be eligible for office. The VP Professional Development and the VP Certification Support prefer to have, or be actively pursuing, their PMP designation at the time of nomination.
- 6.5.3 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 and qualified.
- 6.5.4 A nominating committee shall prepare a slate containing nominees for each board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for board positions may also be nominated by petition process established by the nominating committee or the board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the nominating committee or by tellers designated by the board.
- 6.5.5 No current member of the nominating committee shall be included in the slate of nominees prepared by the committee.
- 6.5.6 The past president shall be the chairperson of the nominating committee. If the past president is unable, any member not intending to seek election may act as the chairperson of the nominating committee, with the obvious exception of the current president.
- 6.5.7 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.
- 6.5.8 The president elect position shall be contested annually. The incumbent president elect will become the president and the president will become the past president.
- 6.5.9 For all other approved board positions, the term of office is two years.
- 6.5.10 Candidates who are elected shall take office on the first day of July following their election.

6.5.11 Officers shall be eligible to serve a maximum seven years on the board, of which there shall be a maximum of two terms in any particular position. Exceptions to this maximum seven years may be addressed through enactment of these bylaws. In the event of a lack of volunteers for officers on the board, the board may waive this article with approval of two-thirds of the board at a board meeting having a quorum.

6.6 COMMITTEES

6.6.1 From time to time, the board may establish committees and/or people as deemed necessary to advance the business of the chapter. A board officer shall sponsor each committee or person established by the board. Committee chairpersons shall be chapter members. The board sponsor will work closely with each committee chairperson to establish terms of reference and/or a charter, to define its purpose, scope and expected outcomes. Committees are responsible to their respective board sponsor, and ultimately, to the board. The committee chairperson shall appoint volunteers as needed to help carry out the activities of the committee.

6.6.2 The committee chairperson calls committee meetings. Each committee shall:

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

6.6.3 Any funding required by a committee shall be provided to its chairperson on approval of the board. The chairperson or board sponsor shall be responsible for administration of any applicable allocated funds and shall submit a monthly report to the board sponsor.

6.7 BOARD MEETINGS

6.7.1 The board shall hold at least eight board meetings per board year to conduct chapter business.

6.7.2 Board meetings held outside the board year (i.e. during the period July 1 to August 31) shall be at the discretion of the board.

6.7.3 Board meetings are not open to members or non-members, except those specifically invited to the meeting.

- 6.7.4 The president shall communicate board meeting notice and agenda to the board at least five calendar days prior to the meeting.
- 6.7.5 If the board does not reach quorum (two-thirds of board officers), the president or designate shall defer any decision items to the next scheduled board meeting.
- 6.7.6 The president or his designate (a board member meeting chair appointed by the president to act in his absence) may adjourn the meeting with the approval of the majority of board members present.
- 6.7.7 The president or his designate chairs the meeting.
- 6.7.8 Board meetings shall be conducted according to guidance provided by PMI® and according to procedures determined by the board.
- 6.7.9 Minutes of the meetings shall be kept by the board and distributed to board officers.
- 6.7.10 Board meetings will be conducted in alignment with Robert's Rules of Order.
- 6.7.11 The president or 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.

ARTICLE 7 FINANCE

7.1 FISCAL YEAR

The fiscal year of the PMINAC is defined as November 1 of one year to October 31 of the following year.

7.2 PMINAC ANNUAL MEMBERSHIP DUES

The PMINAC annual membership dues shall be set by the PMINAC's board and communicated to PMI® in accordance with policies and procedures established by PMI®. All dues billings, dues collections and dues disbursements shall be performed by PMI®.

7.3 FINANCIAL MANAGEMENT

The PMINAC board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

7.4 SIGNING AUTHORITY

All cheques, bank teller transactions and any other financial transaction method drawn on the monies of the chapter shall be signed by board officers designated to endorse cheques. The board shall designate the board officers authorized to endorse cheques at the first board meeting after the annual general meeting. Designation shall be noted in board meeting minutes. Signing authority criteria is outlined in chapter policy.

7.5 CONTRACTS

All contracts of the chapter shall be signed by the president or other person(s) authorized to do so by two-thirds approval of the board.

7.6 RECORDS MANAGEMENT

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. Details of the chapter's records management practices can be found in the chapter's policies.

7.7 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).

ARTICLE 8 MEETINGS OF THE CHAPTER

8.1 REGULAR MEETINGS

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.

Regular meetings should include a business meeting component and a guest speaker component as part of the agenda.

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.

8.2 PROCEEDINGS AT REGULAR MEETINGS

Meetings are open to all members and non-members.

The president or designate (a board member meeting chair appointed by the president to act in his absence) chairs the business meetings of the chapter.

The president or designate may adjourn any business meeting with the approval of the majority of voting members present.

Regular meetings will be conducted in alignment with Robert's Rules of Order.

8.3 SPECIAL RESOLUTION MEANS ONE OF THE FOLLOWING:

A resolution passed at a regular meeting of the membership of the chapter. There must be 30 days' notice for this meeting. The notice must state the proposed resolution. There must be approval by vote of two-thirds of the voting members. Proxy votes are not allowed.

A resolution proposed and passed at a regular meeting with less than 30 days' notice. There must be approval from 100% of the voting members.

A resolution agreed to in writing by two-thirds of the voting members who respond to a call for vote. This also applies to alternative voting methods, such as electronic voting.

8.3 ANNUAL GENERAL MEETINGS

8.3.1 The chapter shall hold an annual general meeting every year. The annual general meeting shall be held in Edmonton, Alberta and the board shall set the place, day and time of the meeting.

8.3.2 A meeting notice shall be sent to each member at least 30 days before the annual general meeting. The notice shall state the place, date and time of the annual general meeting and any business requiring a special resolution.

8.3.3 The agenda for the meeting shall include the following:

- Acceptance of last year's annual general meeting minutes;
- Adoption of the annual general meeting agenda;
- President's report, and;
- Financial report, including the chapter's income, disbursements, assets and liabilities.

Other items may be included, such as election of board members and any other items as specified by the board in the meeting notice.

8.3.4 Quorum for the annual general meeting is attendance by 25 eligible chapter
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members on PMI®'s official PMINAC membership list. Proxy votes are not allowed.

8.4 SPECIAL GENERAL MEETINGS

At the discretion of the board 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.

8.5 INUREMENT AND CONFLICT OF INTEREST

8.5.1 Compensation or Benefit

- 8.5.1.5 No officer, director, volunteer, committee member or authorized representative of the chapter shall receive any pecuniary gain, compensation, or other tangible or financial benefit, incidental or otherwise, for service on the board or from any element or activity of, or related to, the chapter. However, reasonable expenses incurred by an officer, director, volunteer, committee member or authorized representative of the chapter can be reimbursed in accordance with the chapter budget and expense policy.
- 8.5.1.6 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.
- 8.5.1.7 PMINAC may engage in contracts or transactions with chapter members, board officers or directors, appointed committee members or authorized representatives of the PMINAC, and any corporation, partnership, association or other organization in which one or more of PMINAC'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 prior to commencement of any such contract or transaction;
 - B. The board in good faith authorizes the contract or transaction by majority vote of the directors who do not have an interest

in the transaction or contract

- C. The contract or transaction is fair to the PMINAC and complies with the laws and regulations of the Province of Alberta in which the PMINAC is incorporated and registered and the time the contract or transaction is authorized, approved or ratified by the board of directors.

8.5.1.8 All PMINAC board officers, directors, volunteers, team members and authorized representatives of the chapter shall act in a manner consistent with their obligations to the PMINAC and the PMI®'s Code of Conduct and applicable law, regardless of any other affiliations, memberships or positions.

8.5.1.9 All PMINAC board officers, directors, volunteers, team members and authorized representatives shall disclose any real or perceived conflict of 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 considerations of such matters, in accordance with PMI® and PMINAC policies and any other relevant legislation.

8.5.2 Authorization to Incur an Obligation

8.5.2.5 Only the board or authorized chairpersons may incur an obligation. An obligation is defined as a financial obligation with a limit to be pre-determined by the board. No other commitments may be made on behalf of the PMINAC without express pre-authorization of the board. The board must obtain at least two-thirds approval on such commitments.

ARTICLE 9 INDEMNIFICATION

9.1.1. In the event that 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.

- 9.1.2. 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.
- 9.1.3. 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, volunteer, 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 10 AMENDMENTS

- 10.1.1. These bylaws may be amended by a two-thirds vote of the voting membership in good standing voting by electronic ballot; or by two-thirds vote of membership present and voting at an annual meeting of the PMINAC duly called and regularly held; or by a two-thirds vote of the voting membership in good standing voting by mail ballot returned within 30 days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least 30 days before such meeting or vote.
- 10.1.2. Amendments may be proposed by the board on its own initiative, or upon petition by ten percent 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.
- 10.1.3. Bylaw amendments must be consistent with PMI®'s bylaws, policies, procedures, rules, directives and Code of Conduct, along with PMINAC's charter with PMI®, insofar as bylaw amendments do not conflict with the laws of the Province of Alberta or the Country of Canada.

ARTICLE 11 DISSOLUTION

- 11.1.1. In the event that the PMINAC or its governing officers fail 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 revoke the PMINAC charter and require the chapter to seek dissolution.
- 11.1.2. In the event the PMINAC board of directors fails to deliver value to its members as outlined in PMINAC's business plan and in accordance with the chapter's charter renewal, catalogue of core and extended services and chapter membership

satisfaction survey, and without mitigated circumstance, the chapter acknowledges that PMI® has a right to revoke the PMINAC charter and require the chapter to seek dissolution.

- 11.1.3. In the event the PMINAC is considering dissolving, the PMINAC's members of the board must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI's policy.
- 11.1.4. Should the PMINAC dissolve for any reason, and after payment of just, reasonable and supported debts consistent with applicable legal requirements, the assets shall be liquidated and proceeds donated to a Canadian non-profit association(s) with a significant project management aspect as determined by the board, and as designated by the voting membership. The chapter shall not pay any dividends or distribute its property amongst its members.
- 11.1.5. Unless superseded by law, dissolution of the chapter entity must be approved by a two-thirds majority of the members voting on the motion to dissolve.

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 |

| Version | Date Of Submission | Change Author | Reason For Change | Approved by Members |
|---------|--------------------|----------------|---|---------------------|
| 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 |
| 6.0 | March 14, 2018 | Phil Beck | Updated to align with new PMI GoC template. Approved by PMI GoC on January 11, 2018 Endorsed by board at January 29, 2018 board meeting. Approved by chapter members March 14, 2018. | Yes |