



ADELAIDE, SOUTH AUSTRALIA CHAPTER

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# Chapter By-Laws

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Version [1.0]

Date Issued [3<sup>rd</sup> September 2017]

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## Revision History

Version	Author	Comments
0.1	Scott Pearce	Document created from PMI template
0.2	Scott Pearce	Input used from WA Chapter Bylaws Oct 2016
0.3	Peter Pavan	Internal review
0.4	Scott Pearce	Minor changes
0.5	Scott Pearce	Feedback from Region Mentor
0.6	Scott Pearce	Feedback from PMI Chapter Partners
0.7	Scott Pearce	Accepted changes and feedback from Chapter Board
1.0	Scott Pearce	Publish for Chapter membership & PMI approval

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## Article I – Name, Principal Office; Other Offices

### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Adelaide, South Australia Chapter Incorporated (hereinafter “the Chapter”). This organization is a chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI<sup>®</sup>”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of the State of South Australia.

### Section 2. Legal Requirements

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

### Section 3. Principal Office; Other Offices.

The principal office of the Chapter shall be located in Adelaide in the State of South Australia. The Chapter may have other offices such as Branch offices as designated by the Chapter Board of Directors.

## Article II – Relationship to PMI

Section 1. The Chapter is responsible to the duly elected PMI<sup>®</sup> Board of Directors and is subject to all PMI<sup>®</sup> 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.

Section 3. The terms of the Charter executed between the Chapter and PMI<sup>®</sup>, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the Chapter shall be governed by and adhere to the terms of the Charter.

## Article III – Purpose, Limitations, and Powers of the Chapter.

### Section 1. Purpose of the Chapter.

- A. General Purpose. The Chapter has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between Chapter and PMI and these Bylaws, the purposes of the Chapter shall include the following:
  - a) To foster professionalism in the management of projects.
  - b) To contribute to the quality and scope of project management.
  - c) To stimulate appropriate global application of project management for the benefit of the public.
  - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
  - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
  - f) To promote the use of PMI concepts and methods within South Australian organizations; and
  - g) To facilitate education for the purpose of increasing the level of project management expertise and PMI accreditation within South Australian organizations.

### Section 2. Limitations of the Chapter.

- A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers and directors of the Chapter 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.

Section 3. Powers of the Chapter. For the purpose of carrying out its purpose and objects, the Chapter may, subject to the bylaws and PMI® policies, procedures, rules and directives:

- A. acquire, hold, deal with, and dispose of, any real or personal property; and
- B. administer any property on trust; and
- C. open and operate ADI accounts; and
- D. invest its moneys –
  - a. in any security in which trust moneys may, by Act of Parliament, be invested; or
  - b. in any other manner authorized by the rules of the association; and
  - c. borrow money upon such terms and conditions as the association thinks fit; and
  - d. give such security for the discharge of liabilities incurred by the association as the association thinks fit; and
  - e. appoint agents to transact any business of the association on its behalf; and
  - f. enter into any other contract it considers necessary or desirable.

## Article IV – 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.

Membership in this organization 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.

- B. 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.
- C. 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.
- D. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month 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 to PMI within such one month delinquent period.
- F. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Any member may submit a written resignation to the Secretary of the Chapter, or other duly designated representative. Such a resignation shall become effective upon receipt, consistent with applicable policies, except that a resignation may not prevent the Institute from completing any ethics, disciplinary, or similar proceeding.



H. Every member in good standing shall have one vote in the meetings of the Chapter. All office bearers of the Chapter shall have to be members in good standing for holding office.

Section 2. Classes and Categories of Members. The Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.



## Article V – Chapter 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 (or equivalent).

Section 2. The Board shall consist of no less than five (5) and no more than eight (8) Officers, and shall include, at a minimum, the following (1 to 4) Officers:

1. President
2. Vice President
3. Secretary
4. Treasurer

The Board of Directors shall determine the title for each of the additional Officers. All Officers elected to the Board shall have voting roles and be in good standing of PMI and of the Chapter.

Section 3. Terms of office for the Directors shall be two (2) years and each Director can seek re-election. There will also be a handover period of two (2) months as required between incoming and outgoing Directors.

Section 4. The President shall be the Executive Officer of the Chapter in the event there is no appointed Executive Officer refer to Section 8. The President 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. The President will also serve as the Chairman of the Board and in the event, the role is vacant it will be fulfilled by the Vice President.

Section 5. The Vice President shall assume the responsibility for the duties of the Immediate Past President if that post is unfilled; and the Vice President shall assume the responsibility of President if that office becomes vacant during the elected term of the President and shall continue in this role until another President is duly elected.

Section 6. The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board. The Secretary will also serve as the Public Officer for the Chapter when elected.

Section 7. The Treasurer shall oversee the management of funds for duly authorized purposes of the Chapter.

Section 8. The Executive Officer of the Chapter is appointed by the Board and reports to the Chapter Board. The Board delegates responsibility for management and day-to-day Chapter operations to the Executive Officer, and they have the authority to carry out these responsibilities, in accordance with the Chapter's Board approved annual business plans and the direction and policies established by the Board.

The Executive Officer provides direction and information to the Board as it carries out its governance functions.

Section 9. All other Board positions not described in Article V will be appointed by the Board at the first meeting post-election.

Section 10. 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 11. 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 no less than one-half of the membership of the Board at any given time. Each member in-attendance shall be entitled to one (1) vote. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings, without prior apology/notice. An officer or Director at Large may resign by submitting written notice to the Secretary. 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.

Section 13. An officer may resign by submitting written notice to the President or Secretary. 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. A Board officer may not resign from one position on the Board to run for another position on the Board.

Section 14. An officer or Director 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 Director 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 Vice President shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position as required.

## Article VI – Chapter Nominations and Elections

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI.

Section 2. All voting members in good standing of the Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 3. Candidates who are elected shall take office for the elected term on the first day of the month following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 4. A Nominating Committee shall prepare a slate containing nominees for a 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. Voting by proxy is not allowed. 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.

Section 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6. 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 for PMI, Chapter 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 Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

## Article VII Nominations Committee

Section 1. The President, with the approval of the Board by majority, shall appoint a Nominating Committee consisting of at least two (2) members of the Chapter in good financial standing, including the past President, if available.

Section 2. The Nominating Committee shall be chaired by the Immediate Past President, or if he/she is not available, by a Member in good standing, appointed by the President.

Section 3. Each nominee seeking election to the Board must be a Chapter member in good standing for two previous consecutive years.

Section 4. A candidate may withdraw their nomination by notifying the Nominating Committee in writing.

Section 5. The election of the Board shall occur within five months of the fiscal year completion as identified in Article VIII.

Section 6. The Nominating Committee shall present its final candidate recommendations to the Chapter membership no less than fourteen (14) days prior to the election and prepare an election ballot as required.

## Article VIII – 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. Committee members shall be appointed from the membership of the organization. The Chapter officers and/or Directors can serve on the Chapter 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.

## Article IX - Chapter Finance

Section 1. The fiscal year of the Chapter shall be from 1 January to 31 December.

Section 2. The 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.

## Article X – Meetings of the Membership

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board.

Section 2. Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Special meetings of the membership may be called by the President; by a majority of the Board; or by petition of five percent (5%) of the voting membership directed to the President.

Section 4. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 5. Quorum at all annual and special meetings of the Chapter shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person. Voting by proxy is not allowed.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

## Article XI - 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. The Chapter may engage in contracts or transactions with members, elected officers or directors 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 of directors.

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 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 XII - 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 XII- Amendements

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (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 thirty (30) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (5%) 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 XIV – 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 revoke the Chapter Charter and require the chapter to seek dissolution.

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 Chapter acknowledges that PMI® has a right to revoke the Chapter Charter and require the Chapter to seek dissolution.

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

Section 4. Should the Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.