

## Bylaw Table of Contents

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A bylaw relating generally to the conduct of the  
PROJECT MANAGEMENT INSTITUTE TORONTO CHAPTER

BE IT ENACTED AND IT IS HEREBY ENACTED as a bylaw of the PROJECT MANAGEMENT INSTITUTE TORONTO CHAPTER (hereinafter “**PMI TORONTO**”) as follows:

**Article I:           General.**

Section 1. Definitions.

In this Bylaw:

- A. "**Annual Meeting**" means an annual general meeting of the Members;
- B. "**Articles**" means the articles of PMI TORONTO;
- C. "**Board**" means the Board of Directors of PMI TORONTO;
- D. "**Bylaw**" means this Bylaw No. 1 (including the schedules to this Bylaw No. 1) and any and all other bylaws of the Association as amended and which are, from time to time, in force. References to "this Bylaw" means this Bylaw No. 1;
- E. "**Chair**" means the chair of the Board;
- F. "**Charter Agreement**" means the formal agreement between PMI and PMI TORONTO.
- G. "**Director**" means a member of the Board;
- H. "**Member**" means a member in good standing of PMI TORONTO unless otherwise specified herein;
- I. "**Members**" means the collective membership of PMI TORONTO;
- J. "**Officer**" means an officer of PMI TORONTO;
- K. "**ONCA**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time; and
- L. "**Special Meeting**" means a special meeting of the Members.

Section 2. Interpretation. Other than as specified in Section 1, all terms contained in this Bylaw that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

Section 3. Severability and Precedence. The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw. If any of the provisions contained in the Bylaw are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail

**Article II:           Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the “Project Management Institute Toronto Chapter” or such other name as the Board of Directors of PMI TORONTO may determine is in the best interests of PMI TORONTO and/or as may be required by Project Management Institute, Inc. (hereinafter “**PMI**”). PMI TORONTO is and shall be a chapter chartered by PMI and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of the Province of Ontario.

Section 2. PMI TORONTO shall meet all legal requirements in the jurisdiction(s) in which PMI TORONTO conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of PMI TORONTO shall be located in Toronto in the Province of Ontario of Canada.

**Article III: Relationship to PMI.**

Section 1. PMI TORONTO is and shall be subject to all PMI® policies, procedures, rules, and directives lawfully adopted.

Section 2. Subject to and conditional upon the laws of the Province of Ontario and the federal laws of Canada applicable therein, the bylaw of PMI TORONTO may not conflict with PMI’s Bylaws, policies, procedures, rules or directives established or authorized by PMI (acting reasonably) or with PMI TORONTO’s Charter with PMI.

Section 3. The terms of the Charter executed between PMI TORONTO and PMI®, 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 PMI TORONTO shall be governed by and adhere to the terms of the Charter, the terms of the applicable law shall govern.

**Article IV: Purpose and Limitations of PMI TORONTO.**

Section 1. Purpose of PMI TORONTO.

- A. General Purpose. PMI TORONTO is dedicated to advancing the methods and awareness of project management professionalism.
- B. Specific Purposes. Consistent with the terms of the Charter executed between PMI TORONTO and PMI, these Bylaws and PMI TORONTO’s constating documents, the purposes of PMI TORONTO include advancing the methods and awareness of project management professionalism through:
  - a) Organizing meetings, symposiums, presentations, and conferences on project management related topics and issues to provide continuing educational development for members;
  - b) Supporting and encouraging the development of students seeking to become Project Management Professionals;
  - c) And such other complementary purposes not inconsistent with the objects.

Section 2. Limitations of PMI TORONTO.

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

Section 1. General Membership Provisions.

- A. Membership in PMI TORONTO requires membership in PMI. PMI TORONTO 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 bylaws of PMI TORONTO and all policies, procedures, rules, and directives lawfully made thereunder, including but not limited to codes of conduct as may be put in place by PMI and/or PMI TORONTO from time to time.
- C. All members shall pay the applicable PMI and PMI TORONTO 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 PMI TORONTO.
- D. Membership in PMI TORONTO 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 removed from the official membership list of PMI TORONTO and shall no longer be able to vote and/or otherwise participate as a member of PMI TORONTO. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMI TORONTO to PMI within one (1) month. If a member fails to pay in full of all unpaid dues for PMI and PMI TORONTO to PMI within one (1) month, the membership of said member shall be revoked permanently and thereafter should such former member desire to become a member of PMI TORONTO, such former member must seek membership as a new member.
- F. Upon termination of membership in PMI TORONTO, the member shall forfeit any and all rights and privileges of membership.
- G. All members of PMI TORONTO in good standing shall have the right to vote in and for the election of Board members.

- H. 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. Individual members may hold office.

Section 2. Classes and Categories of Members.

- A. PMI TORONTO Chapter membership categories shall be (a) Individual, (b) Student and/or as otherwise set by PMI from time to time and confirmed by amendment to PMI TORONTO's constating documents.
- B. Individual members are eligible to vote (1 vote per member) and may serve as Board members.
- C. Student members are not eligible to vote and are not eligible to serve as Board members.

**Article VI: PMI TORONTO Board of Directors and Officers.**

Section 1. PMI TORONTO shall be governed by a Board of Directors (the "Board") which shall consist of a minimum of three (3) and a maximum of twelve (12) Directors. The Board shall be responsible for carrying out the purposes and objectives of PMI TORONTO.

Section 2. The Board shall be elected by the members. Directors must be members in good standing of PMI and of PMI TORONTO. The term of office for each Director shall be two (2) years. Board assignments shall be determined by vote of the Board each new fiscal year. Members may serve as a Director for no more than ten (10) consecutive years, and cannot thereafter be re-elected as a Director for a period of one (1) year. Terms of office shall be staggered such that no more than six (6) directors are elected at any Annual Meeting of the Members ("Annual Meeting"). Should vacancies for Directors occur, the Board may fill such vacancies by majority vote by the Board, such appointments to be valid until the next Annual Meeting. Any Board members so appointed must be elected by the members in order to remain on the Board after such Annual Meeting, and if so elected shall remain on the Board until the end of the applicable (2) year term. Notwithstanding the foregoing, the Board may also call for a special election to fill a vacant Director position or leave a position vacant until the next Annual Meeting.

Section 3. Officer positions shall be determined by vote of the Board on an annual basis after the start of each fiscal year and pursuant to PMI TORONTO policies as may be created or amended from time to time by the Board and ratified and approved by the members. Officer appointments shall be for one year unless earlier terminated by the Board at its discretion by a vote of no less than two-thirds. In the event the President/Chair is unable or unwilling to complete the current term of office or is removed from office, the SECRETARY-TREASURER shall assume the duties and office of the President/Chair, until the earlier of (a) the end of the term of office or (b) a new President/Chair is appointed by the Board. Without limiting the foregoing, PMI TORONTO must at all times have a President, Chair, and Secretary. The offices of Chair and President shall be held by the same person.

Section 4. 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 must be a member of the Board, and maintain active PMI TORONTO membership. The offices of Chair and President shall be held by the same person.

Section 5. The Chair shall act as the chairperson for PMI TORONTO membership and Board meetings. The Chair must be a member of the Board, and maintain active PMI TORONTO membership. In the absence of the Chair at any meeting of the Board, the Directors present shall choose one of their number to act as the Chair. In the absence of the Chair at any meeting of the Members, the Members present at any Members'

meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting. The offices of Chair and President shall be held by the same person.

Section 6. The Secretary-Treasurer shall keep the records of all business meetings of PMI TORONTO and meetings of the Board. The Secretary-Treasurer shall oversee the management of PMI TORONTO records and finances and shall act in the role of President, when the President is unable to act and shall automatically become President if the elected President cannot complete his or her term of office, unless the Board resolves otherwise. The Secretary-Treasurer must be a member of the Board, and maintain active PMI TORONTO membership.

Section 7. The Executive Director shall be responsible for the daily and on-going operations as directed by the Board through the President of PMI TORONTO and pursuant to PMI TORONTO policies. The Executive Director does not need to be a member of the Board or be a member of PMI or PMI TORONTO.

Section 8. The duties of other Officers of PMI TORONTO shall be set by the Board. From time to time the Board may vary, add to or limit the powers and duties of any Officer or Officers, unless contrary to applicable law.

Section 9. The Board shall exercise all powers of PMI TORONTO, 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 PMI TORONTO business and funds.

Section 10. 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 plus 1 (one) at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, internet, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 11. Any Board member who ceases to be a member of PMI TORONTO immediately ceases to be a member of the Board. A Director may be removed from office by majority vote (50%+1) of the members present and in person or virtually at an official meeting of the membership. The Board of Directors may remove a Director from the Board by special resolution of the Board if such Director fails to attend two (2) consecutive Board meetings and/or if the Director fails to perform board obligations (acting reasonably and per such handbook, rules and/or policies as may be in place from time to time, including but not necessarily limited to the PMI TORONTO Board of Directors Operating Handbook and the PMI Code of Conduct) and/or breach of fiduciary duty; provided however that such removal must be ratified by the members by no later than the next Annual Members Meeting, failing which the removed Director shall be deemed to be reinstated to the Board. A Director may resign from the Board and/or his/her/their appointment(s) by submitting written notice to the President (or Secretary, in the case of resignation by the President). Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the President (or Secretary if/as applicable) of the written notice. Resignations may also occur during an official board meeting, and shall be deemed to be accepted and effective as set out in the official minutes.

Section 12: A Director whose removal is ratified and approved by the members in accordance with Section 11 is not entitled to provide reasons to oppose removal and must accept the decision of the membership without further appeal.

**Article VII: PMI TORONTO 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 V and Article VI, Section 2 and this Article VII. All voting members in good standing of PMI TORONTO shall have the right to vote. 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 2. Candidates who are elected to the Board shall take office on the first day of the fiscal year following their election and shall hold office for the duration of their terms or until their successors have been elected, and assume the office, unless they resign or are removed.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each vacant Board position and shall determine the eligibility and willingness of each nominee to stand for election. In accordance with the existing PMI TORONTO Board of Directors Nomination and Election policy, candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted during the Annual Meeting of the membership, online or in person. The candidate who receives a majority of votes cast for each vacant Board position shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or PMI TORONTO may be used to support the election of any candidate or group of candidates for PMI, PMI TORONTO 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 VIII: PMI TORONTO 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. PMI TORONTO Officers and/or Directors can serve on PMI TORONTO Committees unless it specifically is restricted by the Bylaws or chapter policies.

Section 2. A chairperson for each committee shall be nominated by committee members and/or the Board. All committee chairperson appointments must be approved by the Board.

Section 3. The Board retains the right, power, and ability to remove committee members, including Chairpersons, or dissolve committees through majority vote and through governing parliamentary procedures, which may be exercised for the benefit of the organization at the discretion of the Board.

**Article IX: PMI TORONTO Finance.**

Section 1. The fiscal year of PMI TORONTO shall be from January 1st to December 31st (“**Fiscal Year**”) unless and until changed by special resolution of the Board.

Section 2. PMI TORONTO annual membership dues shall be set by PMI TORONTO'S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. PMI TORONTO Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. The President and Executive Director each have signing authority and may sign contracts on behalf of PMI TORONTO but only after approval has been granted by the Board through official motions. The President may delegate and/or grant signing authority to a designate, which must be confirmed by the Board. The confirmed designate can exercise this power only in alignment with Board resolutions, and may not enter into any agreements without Board approval and under direction of the Executive Committee.

#### **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. Notice of all Annual Meetings shall be sent by the Board to all members at least 30 days but not more than 50 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting. The Meetings of the Membership shall be held at such place and at such time as Directors may determine, subject to requirements of ONCA. An Annual Meeting shall be held no later than fifteen (15) months after the preceding Annual Meeting or as required by law.

Section 2. Special Meetings of the Membership may be called by a majority of the Board, by order of the President, by any member if the Board fails to call a meeting within 21 days of receipt of a requisition directed to the President signed by at least ten percent (10%) of the voting membership and/or as otherwise required by ONCA. Notice of all Special Meetings shall be sent to the membership in a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such Special Meetings and as otherwise required by ONCA. 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 3. Quorum at all Annual Meetings and Special Meetings shall be no less than 50 PMI TORONTO members in good standing present in person and/or remotely. Meetings can be conducted in person or remotely provided such remote participation allows for real-time communications. Members must be present in person and/or remotely to be permitted to vote at a Meeting of the Members. Neither attendance nor voting by proxy are permitted at any Meeting of the Members.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

#### **Article XI: Branches of PMI TORONTO.**

Section 1. 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 (hereinafter "Branch") for the purpose of delivering its services locally. A Branch of PMI TORONTO shall be governed by these Bylaws and shall conduct its business in compliance with PMI TORONTO's policies and procedures and its Charter with PMI.

Section 2. Geographic Area. Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined by the Chapter.



Section 3. Distribution of Dues.

All PMI TORONTO's dues and fees will be collected by PMI on behalf of PMI TORONTO and will be forwarded to PMI TORONTO.

Section 4. The Branch Chair shall report to a PMI TORONTO Board member who oversees the Chapter's Branch(es).

Section 5. Limitations: Branches shall abide by the limitations consistent with PMI TORONTO Charter Agreement with PMI.

**Article XII: Inurement and Conflict of Interest.**

Section 1. No member of PMI TORONTO shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI TORONTO, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of PMI TORONTO shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI TORONTO 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. PMI TORONTO may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI TORONTO and any corporation, partnership, association, or other organization in which one or more of PMI TORONTO'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 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 PMI TORONTO and complies with the laws and regulations of the applicable jurisdiction in which PMI TORONTO is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4. All officers, directors, appointed committee members, committee chairs and authorized representatives of PMI TORONTO shall act in an independent manner consistent with their obligations to PMI TORONTO and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members, committee chairs and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which PMI TORONTO 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 XIII: Indemnification.**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI TORONTO, acting in good faith and in a manner reasonably believed to be in the best interests of PMI TORONTO, 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, PMI TORONTO 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 PMI TORONTO, or is or was serving at the request of PMI TORONTO 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 XIV: Amendments.**

Section 1. These bylaws may be amended at any time by a majority vote of the membership (in person or remotely) at a duly called Meeting of PMI TORONTO Members or as otherwise required by ONCA. 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 (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with PMI TORONTO's Charter with PMI.

#### **Article XV: Dissolution.**

Section 1. In the event that PMI TORONTO 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 PMI TORONTO's Charter and require the chapter to seek dissolution.

Section 2. In the event PMI TORONTO fails to deliver value to its members as outlined in PMI TORONTO's business plan and without mitigated circumstance, PMI has a right to revoke PMI TORONTO Charter and require PMI TORONTO to seek dissolution.

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

Section 4. Should PMI TORONTO dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the last Board 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.

**Article XVI: Books and Records.**

Section 1. The Board shall ensure that the books and records of the Association are maintained in accordance with this Bylaw and any applicable legislation.

Section 2. Every Officer of the Association shall, at the conclusion of that Officer's term of office, deliver to their successor all books, papers, monies and documents concerning the Association in the possession or control of the Officer, and the successor shall then be responsible for the keeping of all these books, papers, monies and documents.

**Article XVII: Seal.**

Section 1. The seal of the Association, if any, shall be in the form determined by the Board.

**Article XVIII: Parliamentary Authority.**

Section 1. The rules contained in the latest Modern Edition of Robert's Rules of Order shall govern all meetings of Directors, Members and committees, so long as they are not inconsistent with this bylaw, any special rules of order that PMI TORONTO may adopt, and applicable law.

**Article XIX: Repeal of Previous Bylaw.**

Section 1. Bylaw No. 1 of PMI TORONTO enacted as of the November 24, 2016 is hereby repealed.

WITNESS the Corporate Seal of the Project Management Institute PMI TORONTO Incorporated and the hands of its President and the Secretary-Treasurer duly authorized in that behalf as of the 4th day of May, 2023.

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President

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Secretary-Treasurer

END OF BYLAW