

A by-law relating generally to the conduct of the  
**PROJECT MANAGEMENT INSTITUTE TORONTO CHAPTER**

**BE IT ENACTED AND IT IS HEREBY ENACTED** as a by-law of the PROJECT MANAGEMENT INSTITUTE TORONTO CHAPTER (hereinafter PMI TORONTO) as follows:

**Article I – Name, Principal Office; Other Offices.**

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Toronto Chapter (hereinafter PMI TORONTO). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI<sup>®</sup>”) 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 II – Relationship to PMI.**

Section 1. PMI TORONTO 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 PMI TORONTO 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 PMI TORONTO’s Charter with PMI.

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

**Article III – Purpose and Limitations of PMI TORONTO.**

Section 1. Purpose of PMI TORONTO.

- A. General Purpose. PMI TORONTO has been founded as non-profit, tax exempt corporation (or equivalent) chartered by PMI<sup>®</sup>, 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 PMI TORONTO and PMI and these Bylaws, the purposes of PMI TORONTO shall include the following:
  - 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, and.

- c) providing exam review and preparation to individuals attempting to gain and maintain accreditation; and
- d) such other complementary purposes not inconsistent with the objects of the Corporation.

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, 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 those law 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 IV – 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 PMI Bylaws and by the bylaws of PMI TORONTO 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 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 delinquent for a period of one (1) month and their names removed from the official membership list 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 such one month delinquent period.
- 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 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. Individual and Retiree members may hold office. Student members are eligible to vote but are not eligible to

serve as a Board member.

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

#### **Article V – PMI TORONTO Board of Directors:**

Section 1. PMI TORONTO shall be governed by a Board of Directors (Board) which shall consist of a minimum of nine (9) and a maximum of (12) Directors. 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 the officers of PMI TORONTO elected by the membership and shall be members in good standing of PMI and of PMI TORONTO. Terms of office for the Officers shall be two (2) years. Members may serve as a Director for no more than a total of ten (10) consecutive years and then they cannot be re-elected as a Director for a period of a year. These positions are staggered so that six (6) Directors are elected each year.

Section 3. The PRESIDENT shall be the chief executive officer for PMI TORONTO and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 4. The 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.

Section 5. The Executive Director shall be responsible for the daily and on-going operations of as directed by the Board through the President of PMI TORONTO.

Section 6. 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 7. 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 8. 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 9. 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 PMI TORONTO by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 10: 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 11: 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 SECRETARY-TREASURER 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.

#### **Article VI – 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 IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of PMI TORONTO 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 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. 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 and results announced at the annual meeting of the membership. 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 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 – 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.

Section 2. A chairperson for each committee shall be appointed by the President with the approval of the Board.

#### **Article VIII - PMI TORONTO Finance:**

Section 1. The fiscal year of PMI TORONTO shall be from 1 July to 30 June in each year (“Fiscal Year”).

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 Executive Director has signing authority and signs all contracts on behalf of the Chapter, with consultation from the President and Secretary-Treasurer.

#### **Article IX – 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 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 the Corporations Act R.S.O. 1990, as amended. An annual meeting shall be held no later than six (6) months after the termination of the previous fiscal year or as required by law.

Section 2. Special meetings of the membership may be called by the President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the President. in accordance with the provisions of the Corporations Act R.S.O. 1990, as amended, by order of the President or upon a resolution passed by the Board, in accordance with this by-law. 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 3. Quorum at all annual and special meetings of PMI TORONTO shall be those members in good standing. Which consists of fifty (50) Members, present and in person or by proxy.

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

#### **Article X – 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 of the Chapter.

Section 3. Distribution of Dues.

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

Section 4. The Branch or Community Chair shall report into a Chapter Board member who oversees the Chapter's Branch(es) and Communities.

Section 5. Limitations: Branches shall abide by the limitations consistent with the chapter's charter agreement with PMI.

#### **Article XI - 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 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 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 of directors.

Section 4. All officers, directors, appointed committee members 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 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 XII - 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 XIII- Amendments:**

Section 1.

These bylaws may be amended by a 10% vote of the voting membership in good standing voting by electronic ballot; or by a 10% vote of membership present and voting at an annual meeting of PMI TORONTO duly called and regularly held; or by a 10% 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 (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 XIV – Dissolution:**

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

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

Section 3. In the event PMI TORONTO is considering dissolving, PMI TORONTO'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 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 XV - 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 are not inconsistent with this by-law, any special rules of order that PMI TORONTO may adopt, and applicable law.

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 this \_\_\_\_\_day of \_\_\_\_\_, 2016.

---

President

---

Secretary-Treasurer

END OF BY-LAW