

Article I – Name, Principal Office; Other Offices:

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Southern Alberta Chapter - Project Management Institute (hereinafter “the PMI-SAC”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a society under the Societies Act under the laws of the Province of Alberta.

Section 2. The Southern Alberta Chapter Project Management Institute shall meet all legal requirements in the jurisdiction(s) in which the Southern Alberta Chapter - Project Management Institute conducts business or is incorporated/registered.

Section 3. Principal Office; Other Offices

The principal office of the PMI-SAC shall be located in 600, 900 - 7 AVENUE SW, CALGARY, ALBERTA T2P 3K2 in the City of Calgary in the Province of Alberta of the Dominion of Canada. The PMI-SAC may have other offices such as Branch offices as designated by the SOUTHERN ALBERTA CHAPTER - PROJECT MANAGEMENT INSTITUTE Board of Directors.

Article II – Relationship to PMI:

Section 1. The Southern Alberta Chapter–Project Management Institute is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2. The bylaws of the Southern Alberta Chapter - Project Management Institute 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 PMI-SAC’s Charter with PMI.

Section 3. The terms of the Charter executed between the Southern Alberta Chapter–Project Management Institute 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 Southern Alberta Chapter–Project Management Institute shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Southern Alberta Chapter–Project Management Institute:

Section 1. Purpose of the Southern Alberta Chapter - Project Management Institute

- A. General Purpose. THE PMI-SAC 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 the Southern Alberta Chapter–Project Management Institute and PMI and these Bylaws, the purposes of the Southern Alberta Chapter–Project Management Institute 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 general 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.

Section 2. Limitations of the Southern Alberta Chapter - Project Management Institute

- A. General Limitations. The purposes and activities of the Southern Alberta Chapter - Project Management Institute shall be subject to limitations set forth in the Charter agreement, these Bylaws, and conducted consistently with Southern Alberta Chapter - Project Management Institute Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Southern Alberta Chapter - Project

Management Institute may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Southern Alberta Chapter - Project Management Institute, 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 Southern Alberta Chapter - Project Management Institute 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-SAC Membership:

Section 1. General Membership Provisions

- A. Membership in the Southern Alberta Chapter - Project Management Institute requires membership in PMI®. The Southern Alberta Chapter - Project Management Institute 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 Southern Alberta Chapter - Project Management Institute 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-SAC 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 Southern Alberta Chapter - Project Management Institute.
- D. Membership in the Southern Alberta Chapter - Project Management Institute 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 Southern Alberta Chapter–Project Management Institute. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Southern Alberta Chapter - Project Management Institute to PMI within such one-month delinquent period.
- F. Upon termination of membership in the Southern Alberta Chapter - Project Management Institute, the member shall forfeit any and all rights and privileges of membership.
- G. Chapter Members in good standing who are Members of PMI shall have full voting rights and privileges.
- H. Any Member in good standing is entitled to:
- a) Receive notice of meetings of the Chapter;
 - b) Attend any meeting of the Chapter;
 - c) May vote and hold office;
 - d) Speak at any General Meeting of the Chapter; and
 - e) Exercise other rights and privileges given to Members in these Bylaws.

Section 2. Classes and Categories of Members. The Southern Alberta Chapter - Project Management Institute shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Section 3. A Director is any person elected or appointed to a voting position on the Board. This includes the President.

Section 4. An officer is a Board member that has signing authority for the Board and for the PMI-SAC. The officers are agents of the organization for general and specific purposes (such as payment authority, revenue authority, spending authority). The officer is vested with the powers to commit the authorizing organization to a binding agreement.

Article V – PMI-SAC Board of Directors:

Section 1. The Southern Alberta Chapter - Project Management Institute shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the Chapter.

Section 2. The Board shall consist of the Directors of the Southern Alberta Chapter Project Management Institute appointed or elected by the membership and shall be members in good standing of PMI and of the Southern Alberta Chapter - Project Management Institute.

Terms of office for the Directors shall be two (2) years, limited to two (2) consecutive terms in the same position, except where there is no other candidate available for that position, in which case, the subject Director may serve for a maximum of one (1) additional term. However, a Director shall serve no more than eight (8) years on the Board in total.

These positions are staggered so that half are elected each year.

- A. Elected Director positions will be staggered such that re-election will take place exactly two (2) years after the initial election.
- B. Directors shall be elected in two (2) groups, with terms commencing in alternate years as follows:
 - a) Group A – elected in fall of odd years, take office January 1 of even years:
 - President;
 - VP of Finance;
 - VP of Professional Development;
 - VP of Administration & Volunteer Management; and
 - VP of Membership
 - b) Group B – elected in fall of even years, take office January 1 of odd years:
 - VP of Operations;
 - VP of Programs;
 - VP of Communications; and
 - VP of Marketing and Sponsorship.

Section 3. The President shall be the chief executive officer for the Southern Alberta Chapter - Project Management Institute 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 will be accountable for establishing the strategic direction for the Chapter and for ensuring that the Board collectively contributes to the achievement of that strategy, as well as the Chapter's sustainability. 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 VP of Administration & Volunteer Management is accountable to the Board of Directors on matters relating to the administration of PMI-SAC to members, prospective members and other stakeholders and programs to increase volunteer involvement. The VP of Administration & Volunteer Management shall keep the records of all business meetings of the Southern Alberta Chapter–Project Management Institute and meetings of the Board.

Section 5. The VP of Finance shall oversee the management of funds for duly authorized purposes of the Southern Alberta Chapter - Project Management Institute. The VP of Finance is accountable to the Board of Directors on matters relating to the good financial governance of PMI-SAC.

Section 6. VP of Operations is accountable to the Board of Directors on matters relating to the good governance of PMI-SAC including Bylaw changes and conducting and certifying elections for Board positions.

Section 7. VP of Marketing and Sponsorship is accountable to the Board of Directors on matters relating to the marketing and promotion of PMI-SAC.

Section 8. VP of Communications is accountable to the Board of Directors on matters relating to design and delivery of PMI-SAC communications services and publications. The VP of Communication serves as a communications hub between Members and the Board.

Section 9. The VP of Programs is accountable to the Board of Directors on matters relating to the programs of PMI-SAC to members, prospective members and other stakeholders.

Section 10. VP of Membership is accountable to the Board of Directors on matters relating to membership, the Member Recruiting and Retention Plan and the direct delivery of existing or new services to member.

Section 11. VP of Professional Development is accountable to the Board of Directors on matters relating to the design and delivery of PMI-SAC professional development programs and classification of Professional Development Units (PDUs) awarded by PMI-SAC.

Section 12. The Board shall exercise all powers of the Southern Alberta Chapter - Project Management Institute, 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 Southern Alberta Chapter - Project Management Institute business and funds.

Section 13. The Board shall attend a meeting 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 shall be entitled to one (1) vote and may take part and vote personally (i.e. not by proxy) only. At its discretion, the Board may meet or 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 14. The Board of Directors may declare a Director position to be vacant where a Director ceases to be a member in good standing of PMI or of the Southern Alberta Chapter - Project Management Institute by reason of non-payment of dues, or where the Director fails to attend two (2) consecutive Board meetings, without good reason. A Director may resign by submitting written notice to the President or another Officer. 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 15: A Director 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 16: If any Direction 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 VP Operations shall assume the duties and office of the presiding officer for the remainder of the term. If in the preceding case, the VP Operations is unable or unwilling to complete the current term of the President, the Board may then appoint an eligible Member to fill the vacated office for the remainder of its term. The Board may call for a special election by the chapter's membership to fill the vacant position.

Section 17: If a Director be appointed and the remaining term is 1 year plus one day or more remaining, then that Director's term shall be counted as a full term (i.e. as if it was two years), for the purposes of Section 2 above.

Article VI – PMI-SAC 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 the Southern Alberta Chapter - Project Management Institute 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 shall take office on the first day of January following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. 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; and/or (b) 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.

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.

Section 6. In accordance with Article VII, a standing Nominating Committee shall be established for the purpose of managing the annual Board election process.

Section 7. The annual election must be conducted during a period of time between September 1st and November 30th, inclusive of those dates.

Article VII – PMI-SAC Committees:

Section 1. The Board may authorize the establishment or abolishment 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 Southern Alberta Chapter - Project Management Institute officers and/or Directors can serve on the PMI-SAC 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 by a motion of the Board.

Section 3. Each Standing Committee shall report, through the Chairman, to a Director.

Section 4. Any funding required by a Standing Committee may be authorized to its Chairman, on approval of the Board. The Chairman or sponsoring Director, as designated in the Charter, shall be responsible for administration and accounting of any allocated funds and shall submit a monthly report to the Board.

Section 5. The Board may establish or abolish, as it deems necessary from time to time, Project Teams to undertake specific initiatives in support of the strategic objectives set down in the PMI-SAC Long-Term Strategy. Project teams will be considered temporary committees for all rights and purposes.

Article VIII - PMI-SAC Finance:

Section 1. The fiscal year of the Southern Alberta Chapter - Project Management Institute shall be from 1 January to 31 December.

Section 2. Southern Alberta Chapter - Project Management Institute annual membership dues shall be set by the PMI-SAC's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Southern Alberta Chapter - Project Management Institute 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. A PMI-SAC auditor shall be appointed annually at the Annual Meeting. Any vacancy in the position of auditor shall be filled by the Board's appointee(s), with the replacement auditor serving for the balance of the previous auditor's term. The auditor shall:

- A. be a duly qualified accountant;
- B. conduct an annual audit of the PMI-SAC books, accounts and financial records;
- C. complete a proper statement of the books, account and financial records for the previous year; and
- D. These statements shall be presented to the Board for approval as soon as is practicable following the end of each fiscal year. Following approval by the Board a copy of these statements shall be available for viewing at the offices of PMI-SAC or, upon request, electronically.

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.

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. 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 the Southern Alberta Chapter - Project Management Institute shall be those members in good standing, present and in person.

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

Article X - Inurement, Expenses and Conflict of Interest:

Section 1. No member of the Southern Alberta Chapter - Project Management Institute shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Southern Alberta Chapter - Project Management Institute, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the Southern Alberta Chapter - Project Management Institute shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Southern Alberta Chapter - Project Management Institute of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities, pursuant to the Expense Policy.

Section 3. Southern Alberta Chapter - Project Management Institute may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Southern Alberta Chapter - Project Management Institute and any corporation, partnership, association or other organization in which one or more of Southern Alberta Chapter - Project Management Institute'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 and the details of 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 expressly authorizes *each* of the relationship, interest, contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract, and do not have an arm's length relationship with the relevant individual or organization (e.g. they are past or present business associates, family members, spousal partners, etc.);
- C. the contract or transaction is reasonable and fair, will not damage the reputation of the Southern Alberta

Chapter - Project Management Institute and most importantly shall be in the best interest of the Southern Alberta Chapter - Project Management Institute and also complies with the laws and regulations of the applicable jurisdiction in which Southern Alberta Chapter - Project Management Institute is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board of directors;

D. the contract or transaction complies with the Conflict of Interest Policy.

Section 4. All officers, directors, appointed committee members and authorized representatives of the Southern Alberta Chapter - Project Management Institute shall act in an independent manner consistent with their obligations to the Southern Alberta Chapter - Project Management Institute 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 the Southern Alberta Chapter - Project Management Institute 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.

Section 6. The VP of Administration & Volunteer Management shall keep the records of all disclosures made pursuant to the Conflict of Interest Policy.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Southern Alberta Chapter - Project Management Institute, acting in good faith and in a manner reasonably believed to be in the best interests of the Southern Alberta Chapter - Project Management Institute, 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 Southern Alberta Chapter - Project Management Institute 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 Southern Alberta Chapter - Project Management Institute, or is or was serving at the request of the Southern Alberta Chapter - Project Management Institute 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- Amendments:

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 in good standing voting and present at an annual meeting of the Southern Alberta Chapter - Project Management Institute duly called and regularly held. 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 the Southern Alberta Chapter - Project Management Institute's Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the Southern Alberta Chapter - Project Management Institute 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 PMI-SAC Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Southern Alberta Chapter - Project Management Institute is considering dissolving, the PMI-SAC'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 Southern Alberta Chapter - Project Management Institute 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.

Article XIV - Dispute Resolution:

Section 1. All disputes arising out of Chapter activities shall be resolved by reference to the Dispute Resolution Policy.