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## **Article I – Definitions:**

In these Bylaws the following words have these meanings:

- a. “Act” means the Societies Act of Alberta;
- b. “Annual Meeting” has the meaning ascribed to it as set forth in Article X, Section 1 hereof;
- c. “Board” means Board of Directors of the Society as set forth in Article V hereof;
- d. “Bylaws” means the Bylaws of the Society, as may be amended from time to time;
- e. “Directors” means those persons who may be elected or appointed as Directors under these Bylaws, and “Director” means any one of them;
- f. “Member” or “Members” means a duly admitted person or persons of the Society in good standing and in compliance with Article IV hereof;
- g. “Membership” means membership of and in the Society;
- h. “Objectives” means the purposes and objects for which the Society was formed, as may be amended from time to time;
- i. “Officers” means those persons designated as Officers under these Bylaws, and “Officer” means any one of them;
- j. “Society” means Project Management Institute – Southern Alberta Chapter, an Alberta society registered under the Act;
- k. “Special Meeting” has the meaning ascribed to it as set forth in Article X, Section 2 hereof.
- l. “Special Resolution” means one of the following:
  - a. a resolution passed at a General Meeting of the Membership of this Society. There must be thirty (30) days’ notice for this meeting. The notice must state that proposed resolution. There must be approval by seventy-five percent (75%) of the voting Membership in good standing and present;
  - b. a resolution proposed and passed as a Special Resolution at a General Meeting with less than thirty (30) days notice, if all voting Members in good standing and present agree; or
  - c. a resolution agreed to in writing by all Members who are eligible to vote on the resolution present at a General Meeting.

## **Article II – Name, Principal Office; Other Offices:**

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

This organization shall be called the Project Management Institute – Southern Alberta Chapter (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 PMI-SAC shall meet all legal requirements in the jurisdiction(s) in which the PMI-SAC conducts business or is incorporated/registered.

### Section 3. Principal Office; Other Offices

The principal office of the PMI-SAC shall be located in the city of Calgary in the province of Alberta. The PMI-SAC may have other offices such as branch offices as designated by the PMI-SAC Board.

## **Article III – Relationship to PMI®:**

Section 1. The Project Management Institute – Southern Alberta Chapter 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 PMI-SAC 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 PMI-SAC and PMI®, including all restrictions and

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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-SAC shall be governed by and adhere to the terms of the charter.

**Article IV – PMI-SAC Membership:**

Section 1. General Membership Provisions

- A. Membership in the Project Management Institute – Southern Alberta Chapter requires membership in PMI®. The PMI-SAC 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 PMI-SAC 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 PMI-SAC.
- D. Membership in the PMI-SAC 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 PMI-SAC. A delinquent Member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI-SAC to PMI® within such one-month delinquent period.
- F. Upon termination of Membership in the PMI-SAC, 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.
- I. The Membership database and listings provided by PMI® to the PMI-SAC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI-SAC, 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.

Section 2. Classes and Categories of Members. The PMI-SAC 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 including payment authority, revenue authority, and spending authority. The Officer is vested with the powers to commit the authorizing organization to a binding agreement with the approval of the Board.

Section 5. The Officers and Directors of the PMI-SAC shall be solely accountable for the planning and operations

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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-SAC Board of Directors:**

Section 1. The Project Management Institute – Southern Alberta Chapter shall be governed by a Board of Directors. The Board shall be responsible for carrying out the purposes and Objectives of the Society.

Section 2. The Board shall consist of the Directors of the PMI-SAC appointed or elected by the Membership and shall be Members in good standing of PMI® and of the PMI-SAC.

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;
    - Vice President of Finance;
    - Vice President of Professional Development;
    - Vice President of Volunteer Management; and
    - Vice President of Membership.
  - b) Group B – elected in fall of even years, take office January 1 of odd years:
    - Vice President of Operations;
    - Vice President of Programs;
    - Vice President of Communications; and
    - Vice President of Marketing and Sponsorship.

Section 3. The President shall be the chief executive Officer for the PMI-SAC 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 Vice President of Finance, an Officer of PMI-SAC, is accountable to the Board for oversight of management of funds for duly authorized purposes of the PMI-SAC. The Vice President of Finance is accountable to the Board on matters relating to the good financial governance of PMI-SAC.

Section 5. The Vice President of Operations, an Officer of PMI-SAC, is accountable to the Board on matters relating to administration and good governance of PMI-SAC including Bylaw changes and conducting and certifying elections for Board positions. The Vice President of Operations shall be responsible for keeping records of all business meetings of the PMI-SAC and meetings of the Board.

Section 6. The Vice President of Volunteer Management is accountable to the Board on matters relating to the administration of volunteers and programs to increase volunteer involvement.

Section 7. The Vice President of Marketing and Sponsorship is accountable to the Board on matters relating to the

marketing and promotion of PMI-SAC.

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

Section 9. The Vice President of Programs is accountable to the Board on matters relating to the programs of PMI-SAC to Members, prospective Members, and other stakeholders.

Section 10. The Vice President of Membership is accountable to the Board on matters relating to Membership, the Member Recruiting and Retention Plan and the direct delivery of existing or new services to Members.

Section 11. The Vice President of Professional Development is accountable to the Board 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 Past President, a non-voting member of the Board, is accountable to the Board for continuity of PMI-SAC operations as well as governance advice to the Board. The Past President oversees and coordinates Chapter elections.

Section 13. The Board shall exercise all powers of the PMI-SAC, 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-SAC business and funds.

Section 14. 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 of the Board 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 15. The Board may declare a Director position to be vacant where a Director ceases to be a Member in good standing of PMI® or of the PMI-SAC 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 16: 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 in good standing present at an official meeting of the Membership, or by a two-thirds (2/3) vote of the Board.

Section 17: If any Director 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 of Operations shall assume the duties and office of the President for the remainder of the term. If in the preceding case, the Vice President of 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 18: If a Director is appointed and the remaining term is 1 year plus one day or more remaining, then that

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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 Members in good standing of the Project Management Institute – Southern Alberta Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, 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 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 temporary 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 1<sup>st</sup> and November 30<sup>th</sup>, 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 Project Management Institute – Southern Alberta Chapter 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 of the Board.

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

Section 4. Any funding required by a committee may be authorized to its chairperson, on approval of the Board. The chairperson or sponsoring Director, as designated in the charter, shall be responsible for administration and

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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 Project Management Institute – Southern Alberta Chapter shall be from 1 January to 31 December.

Section 2. PMI-SAC 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 PMI-SAC 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; and
- C. complete a proper statement of the books, accounts, and financial records for the previous year.

Section 6. Financial statements prepared on behalf of the Chapter 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 - Borrowing Powers:**

Section 1. For the purpose of carrying out its Objectives, the Board may borrow, raise, or secure the payment of money in such manner as it thinks fit, but in no case shall this be by the issue of debentures.

**Article X – General 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 by electronic mail 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 all Members by electronic mail a reasonable amount of time in advance of the meeting to allow Membership the opportunity to participate in such Special Meetings. The notice shall 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 PMI-SAC shall be 25 Members in good standing and present.



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

**Article XI - Inurement, Expenses and Conflict of Interest:**

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

Section 2. No Officer, Director, appointed committee member or authorized representative of the PMI-SAC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI-SAC 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-SAC may engage in contracts or transactions with Members, elected Officers or Directors of the Board, appointed committee members or authorized representatives of PMI-SAC and any corporation, partnership, association or other organization in which one or more of PMI-SAC'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 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-SAC and complies with the laws and regulations of the applicable jurisdiction in which PMI-SAC 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 and authorized representatives of the PMI-SAC shall act in an independent manner consistent with their obligations to the PMI-SAC 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 PMI-SAC 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 Project Management Institute – Southern Alberta Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI-SAC, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding, 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 PMI-SAC 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 PMI-SAC, or is or was serving at the request of the PMI-SAC 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 rescinded, altered, or added to through a Special Resolution approved by seventy-five percent (75%) of the voting Membership in good standing voting by electronic ballot; or by seventy-five percent (75%) of Membership in good standing voting and present at an Annual Meeting of the Project Management Institute – Southern Alberta Chapter 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 PMI-SAC's charter with PMI®.

**Article XIV- Custody and Use of Seal:**

Section 1. PMI-SAC shall not have a seal.

**Article XV – Dissolution:**

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

Section 2. In the event the PMI-SAC 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 PMI-SAC is considering dissolving, the PMI-SAC's Board must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.

Section 4. Should the PMI-SAC 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.