



Project
Management
Institute.
Durham Highlands

BYLAWS – 20241017

Section:	Governance	Issued:	September 16, 2024
Subject:	PMI Durham Highlands Chapter bylaws version 8	Effective:	October 17, 2024
Issued to:	PMI and PMI-DHC Membership	Replaces:	By-laws – V7_Final
Issued by:	PMI-DHC Board of Directors	Dated:	June 12, 2023

PMI Durham Highlands

CHAPTER BYLAWS



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Introduction

When incorporated under the Canada Not-for-profit Corporations Act (NFP Act) and governed by the Ontario Not-For-Profit Corporations Act (ONCA), bylaws is required. They set out the rules for governing and operating the corporation. They can be modified as the needs of the corporation change.

Article I – General

Section 1. Definitions

- A. “Act” means the Ontario Corporations Act or any successor legislation including the Ontario Not-for-Profit Corporations Act (ONCA), 2010.
- B. “Board” means the Board of the PMI Durham Highlands Ontario Chapter.
- C. “Director” means a member of the PMI Durham Highlands Chapter Board and is elected by the Chapter members or appointed by the board in case of a vacancy.
- D. “Officer” means any executive role with signing authority within the Corporation. Officers are approved by the Board.
- E. “The PMI Durham Highlands Chapter or PMI-DHC” means The Durham Highlands Chapter of the Project Management Institute.
- F. “RDS” refers to the PMI Volunteer Role Delineation Study which organizes Chapter responsibilities by functional areas and includes roles and responsibilities. It was originally published in 2012 and released its fourth edition in 2022, which is the version this bylaw takes inspiration from. The PMI-DHC Board stays current as PMI® publishes new versions. This study presents three categories of Chapter roles: required (3), recommended (2) and optional (as needed).
- G. “Member in good standing” means a member of PMI® for whom membership dues are paid in full.
- H. “Ordinary Resolution” means a resolution passed by a majority of 50 percent + one (50%+1) of votes cast on the resolution.
- I. “Special Resolution” means a resolution passed by the Officers/Directors and confirmed, with or without variation, by at least two-thirds (2/3) of the votes cast.
- J. “Just Cause” shall mean failure to meet eligibility requirements, failure to make any payments required under these bylaws, or breaching any other term of PMI-DHC’s Charter Agreement, policies, rules, or other applicable laws.

Section 2. Interpretation.

Other than as specified in Section 1, all terms contained in this Bylaw that are defined in ONCA shall have the meanings given to such terms in ONCA. 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 these bylaws shall not affect the validity or enforceability of the remaining provisions of these bylaws. If any of the provisions contained in the Bylaws are inconsistent with those contained in the Articles or ONCA, the provisions contained in the Articles or ONCA, as the case may be, shall prevail.

Article II – Name, Principal Office and Other Offices

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute - Durham Highlands Chapter (hereinafter “PMI-DHC”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®” or “PMI”) and separately incorporated as a non-profit, tax-exempt corporation

organized under the laws of Ontario, Canada.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMI-DHC shall be located in the Province of Ontario, Canada. The PMI-DHC may have other offices such as branch offices as designated by the PMI-DHC Board of Directors.

Article III – Relationship to PMI

Section 1. The PMI-DHC 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-DHC 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-DHC's Charter with PMI unless required by applicable law and legislation.

Section 3. The terms of the Charter executed between the PMI-DHC 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-DHC shall be governed by and adhere to the terms of the Charter. Notwithstanding this section 3, in the event of a conflict between these bylaws and applicable Ontario law and legislation, the applicable Ontario law and legislation will govern.

Article IV – Purpose and Limitations of the PMI-DHC

Section 1. Purpose of the PMI-DHC.

- A. General Purpose. The PMI-DHC has been founded as non-profit, tax-exempt corporation chartered by PMI, and is dedicated to advancing the practice, science, and profession of project management in the Durham Region and surrounding area in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI-DHC and PMI and these bylaws, the purposes of the PMI-DHC shall include the promotion of the PMI membership and certification of project management professionals as stated in the Articles.

Section 2. Limitations of the PMI-DHC.

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

Article V – PMI-DHC Membership

Section 1. General Membership Provisions.

- A. Membership in the PMI-DHC requires membership in PMI. The PMI-DHC shall not accept as members any individuals who have not been accepted as PMI members.

Membership in this organization 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, colour, 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-DHC 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-DHC membership dues to PMI, as set by PMI/PMI-DHC Board or a committee appointed by them from time to time, and in the event that a member resigns, or their membership is revoked for Just Cause as defined below, membership dues shall not be refunded by PMI or the PMI-DHC.
- D. "Just Cause" shall mean failure to meet eligibility requirements, failure to make any payments required under these bylaws, or breaching any other term of PMI-DHC's Charter Agreement, policies, rules, or other applicable laws.
- E. Membership in the PMI-DHC shall terminate upon the member's resignation, death, failure to meet eligibility requirements, failure to pay dues or expulsion from membership for Just Cause in accordance with these bylaws.
- F. 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-DHC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI-DHC to PMI within such one-month delinquent period. If a member does not pay their dues within such one-month delinquent period, their membership shall be revoked.
- G. Upon termination of membership in the PMI-DHC, the member shall forfeit any and all rights and privileges of membership.
- H. All PMI-DHC members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMI-DHC members meeting the qualifications are eligible to run for and hold a PMI-DHC elected position.

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

Article VI – Board of Directors and Officers

Section 1. The PMI-DHC shall be governed by a Board of Directors (hereinafter "Board") elected by the membership or appointed by the Board. The Board shall be responsible for carrying out the purposes and objectives of the PMI-DHC.

Section 2. Terms of office for all Board member positions shall be of two (2) years, staggered so that at least one (1) and at most five (5) Board members are elected each year. All Board members shall be members in good standing of PMI and of the PMI-DHC. A Board member may serve for a maximum of three (3) consecutive terms (six (6) years) on the Board after which a one (1) year absence from the Board is required before being eligible for re-election.

Section 3. There shall be a minimum of (two) 2 signing Officers for the PMI-DHC. The Officers shall include at a minimum the President and the Vice-President Finance. The remaining Officers may be selected from the Executive, Administration/Operations, Finance/Treasurer functional areas or holds a Vice-President (VP) role.

Section 4. Board assignment shall be determined by ordinary resolution vote of the Board for each fiscal year. In accordance with the PMI Chapter bylaw, the board assignments shall consist of a minimum of three (3) required roles which are President, Finance, Administration and respectively represent the Executive, Administration/ Operations and Finance/Treasurer functional areas.

- President shall be the Chief Executive Officer for the PMI-DHC and of the Board and shall perform such duties as are customary for presiding Executive Members, including making all required appointments with the approval of the Board. The President shall also serve as member ex-officio with the right to vote on all committees except the Nominating Committee.
- Finance shall oversee the management of funds for duly authorized purposes of the PMI-DHC.
- Administration shall keep the records of all business meetings of the PMI-DHC and the Board, and oversee the internal operations, and administration for the PMI-DHC.

The Board takes inspiration from the PMI Chapter Volunteer RDS for Chapter roles by including, at a minimum, two (2) additional "recommended" roles under Membership and Communications/ Marketing/ Social Media functional areas for effective Chapter operations and providing member value. A minimum of two (2) "Optional" roles that are to be considered for Board Assignments based on the Chapter's priorities, needs and volunteer pool include roles under the Volunteer Engagement, Professional Development, Outreach and IT/Technology functional areas.

Each Board member shall be responsible for the duties assigned to them as described in the role job description provided upon successful election or appointment or subsequently as reviewed.

Section 5. The Board shall exercise all powers of the PMI-DHC, except as specifically prohibited by these bylaws, the PMI bylaws, policies, and procedures, its charter with PMI and the laws of the province of Ontario. 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-DHC business and funds.

Section 6. The Board shall meet upon twenty-four (24) hours' notice 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 Board member shall be entitled to one (1) vote and may take part and vote in person or virtual only.

Matters considered by the Board members at a Board meeting shall be decided by a majority of the votes cast, an ordinary resolution, on the question and in the case of an equality of votes the President shall have a casting vote.

- A. At its discretion, the Board may conduct its business by teleconference, in person, virtually or other legally acceptable means. In such cases, Administration must ensure that records of any actions and decisions are maintained.
- B. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 7. The Board of Directors may declare a Board position to be vacant where an Officer/Director ceases to be a member in good standing of the PMI-DHC, ceases to meet eligibility requirements under

these bylaws or ONCA, dies, or is removed by a two-thirds (2/3) special resolution vote of the members. An Officer/ Director may resign by submitting a 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 of the written notice by the Board.

Section 8. A Board member may be removed from office for Just Cause in connection with the affairs of the organization by a two-thirds (2/3) special resolution vote of the members present and in person or virtual at a special meeting of the membership.

Section 9. If any Officer/Director position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term or for the remainder of the current operational year for the vacant position. A past board member, even if in their year of absence, is eligible to fill the vacant position. The Board may call for a special election by the Chapter's membership to fill the vacant position.

In the event the President is unable or unwilling to complete the current term of office, an Officer of the PMI-DHC shall assume the role in the interim until such a time a special meeting is called, or the Board next convenes. A vote shall then be taken to establish a successor for the remainder of the outgoing President's term. If any of the PMI-DHC Officers are unable to fulfill the role of the President, a simple majority vote, ordinary resolution, of the Board can establish a successor.

Article VII – PMI-DHC Nominations and Elections

Section 1. The nomination and election of Board members shall be conducted annually in accordance with the requirements contained in these bylaws. All voting members in good standing of PMI-DHC shall have the right to vote in the election. Proxies are not offered by the PMI-DHC. Discrimination in election and nomination procedures based on 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 September 1st, having transitioned into the role between the months of June and August, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. The Board shall appoint a Nominating Committee of at least three (3) Chapter members to:

- A. publish the rules applicable to the nomination and election process when the nomination process starts.
- B. prepare a slate containing nominees for each Board position.
- C. determine the eligibility, qualifications, and willingness of each nominee to stand for election, and
- D. conduct the election of Board members.

Candidates may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes for the number of open Board member positions shall be elected.

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, fundraising 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 – Chapter Committees

Section 1. The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a Term of Reference for each committee, which defines its purpose, authority, and outcomes. Committees are responsible to the Board through the Officer/Director whom the committee chair reports. The Board may conduct an annual review of committee Terms of Reference and appointment of committee chairs.

Section 2. Committee chairs shall be appointed by the Board from the membership of the organization. The PMI-DHC Officers/Directors can serve on Chapter committees (unless specifically restricted by the bylaws), reporting to the committee chair with all rights and responsibilities applicable to committee members as defined in the committee Terms of Reference. Committee chairs shall have the authority to appoint committee membership upon the approval of the supervising Officer/Director.

Article IX - Chapter Finance

Section 1. The fiscal year of the PMI-DHC shall be from September 1st to August 31st of the following year.

Section 2. The PMI-DHC annual membership dues will be agreed upon between PMI and the PMI-DHC's Board of Directors and communicated in accordance with policies and procedures established by PMI.

Section 3. The PMI-DHC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities. Cheques and any other document associated with a corporate bank account must be signed by 2 (two) signing officers. Any other document, including deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation must be signed by both the President and one other Director or Officer. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing Officer may certify a copy of any instrument, resolution, bylaws or other document of the Corporation to be a true copy thereof.

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

Article X – Meetings of the Membership

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual and special meetings shall be sent by electronic mail or other board approved means to all members at least thirty (30) days in advance of the meeting and not more than fifty (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.

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 in good standing, directed to the President. Notice of all special meetings shall be sent by the Board to membership at least thirty (30) days in advance of the meeting and not more than fifty (50) days 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. The notice shall state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business and shall state the text of any special resolution to be submitted at the meeting. 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-DHC shall be those members in good standing, present and in person or virtual.

Section 4. A single member may request a proposal be included in the agenda for members' meeting. Members may also requisition members' meeting with ten percent (10%) of the voting members and propose a Board member nomination with five percent (5%) of the voting members.

Section 5. All meetings shall be conducted according to parliamentary procedures determined by the Board.

Section 6. Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person participating in a meeting electronically is deemed to be present at the meeting. Members that are present on the virtual meetings must be able to fully participate in the business of the meeting.

Section 7. Voting may be done by a show of hands, ballot (physical or electronic), or by electronic means via telephone or video conferences such as Zoom meetings. A resolution signed by all the members entitled to vote on the resolution at a meeting of the members is as valid as if it had been passed at a meeting of the members.

Article XI – Inurement and Conflict of Interest

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

Section 2. The directors, and those directors who also serve as officers, shall serve as directors and officers without remuneration and no director shall directly or indirectly receive any profit or remuneration from his or her position as director or in any other capacity, provided that a director, including those who are also officers, may be paid reasonable expenses incurred by them in the performance of his or her duties.

Section 3. All Officers, Directors, appointed committee members and authorized representatives of the PMI-DHC shall act in an independent manner consistent with their obligations to the PMI-DHC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. 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-DHC 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 PMI-DHC, acting in good faith, in compliance with the ONCA and the PMI-DHC's articles and bylaws, exercised their powers and discharged their duties in accordance with the ONCA, and acted in a manner reasonably believed to be in the best interests of the PMI-DHC, 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 by the PMI-DHC 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 of the PMI-DHC 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-DHC 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-DHC, or is or was serving at the request of the PMI-DHC 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 two-thirds (2/3) special resolution of the voting membership in good standing voting by electronic ballot; or by a two-thirds (2/3) special resolution vote of membership present and voting at an annual meeting of the PMI-DHC 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 membership in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation by the members.

Section 3. All amendments must be completed in compliance with PMI's bylaws and the policies, procedures, rules, and directives established by the PMI Board of Directors, as well as with the PMI-DHC's Charter with PMI.

Article XIV – Dissolution

Section 1. In the event that the PMI-DHC or its governing Officers/Directors failed to act according to these bylaws and its policies or all PMI policies, procedures, and rules outlined in the Charter Agreement, PMI has a right to revoke the PMI-DHC Charter and require the Chapter to seek dissolution.

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

Section 3. In the event the PMI-DHC is considering dissolving, the PMI-DHC's members of the Board of Directors must notify PMI in writing and follow the Chapter dissolution procedure as defined in PMI's policy, while also complying with the requirements in PMI-DHC's Articles and Ontario law.

Section 4. Should the PMI-DHC dissolve for any reason, its remaining assets shall be distributed according to the process outlined in the Articles.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a two-thirds (2/3) special resolution of the members voting on the motion to dissolve.

Article XV – Adoption of bylaws

Section 1. These bylaws were adopted by the voting membership of the Chapter, and no less than a two-thirds (2/3) special resolution vote, of the Chapter Board of Directors and become effective on October 17, 2024. They have been submitted to the membership for confirmation approval.