



PMI Manitoba Bylaws for the  
PROJECT MANAGEMENT INSTITUTE  
MANITOBA CHAPTER INC.  
(PMI MANITOBA)

Last revised and approved in March 2020.  
Last reviewed by the Board of Directors in 2020.

# PMI MANITOBA BYLAWS

## TABLE OF CONTENTS

Article I – Name, Principal Office; Other Offices.	3
Article II – Relationship to PMI.	3
Article III – Purpose and Limitations of the Project Management Institute Manitoba Chapter Inc.	4
Article IV – Manitoba Chapter Membership.	5
Article V – Project Management Institute Manitoba Chapter Inc. Board of Directors:	6
Article VI – Project Management Institute Manitoba Chapter Inc. Nominations and Elections:	9
Article VII – Project Management Institute Manitoba Chapter Inc. Committees:	10
Article VIII – Project Management Institute Manitoba Chapter Inc. Finance:	10
Article IX – Meetings of the Membership:	11
Article X - Inurement and Conflict of Interest:	11
Article XI - Indemnification:	12
Article XII- Amendments:	13
Article XIII –Dissolution:	14

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

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

This organization shall be called the Project Management Institute Manitoba Chapter Inc. (hereinafter “PMIMB Chapter”). 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 Manitoba, Canada. All PMI Chapters formed must be incorporated as 501(c) (6) organization.

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

### **Section 3. Principal Office; Other Offices.**

The principal office of the Manitoba Chapter shall be located in Winnipeg, Manitoba in the Commonwealth of Canada. The PMIMB Chapter may have other offices such as Branch offices as designated by the Project Management Institute Manitoba Chapter Inc. Board of Directors.

## **Article II – Relationship to PMI.**

Section 1. The Project Management Institute Manitoba Chapter Inc. 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 the Project Management Institute Manitoba Chapter Inc. may not conflict with the current PMI Bylaws and all policies, procedures, rules or directives established or authorized by PMI as well as with the Project Management Institute Manitoba Chapter Inc.'s Charter with PMI.

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

## **Article III – Purpose and Limitations of the Project Management Institute Manitoba Chapter Inc.**

### **Section 1. Purpose of the Project Management Institute Manitoba Chapter Inc.**

- A. General Purpose. The Manitoba Chapter has been founded as a 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 Project Management Institute Manitoba Chapter Inc. and PMI and these Bylaws, the purposes of the Project Management Institute Manitoba Chapter Inc. 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 the 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 others 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.
  - f) To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.

### **Section 2. Limitations of the Project Management Institute Manitoba Chapter Inc.**

- A. General Limitations. The purposes and activities of the Project Management Institute Manitoba Chapter Inc. shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with the Project Management Institute Manitoba Chapter Inc. Articles of Incorporation.
  
- B. The membership database and listings provided by PMI to the Project Management Institute Manitoba Chapter Inc. may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Project Management Institute Manitoba Chapter Inc., 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 Project Management Institute Manitoba Chapter Inc. 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 – Manitoba Chapter Membership.**

##### Section 1. General Membership Provisions.

- A. Membership in the Project Management Institute Manitoba Chapter Inc. requires membership in PMI®. The Project Management Institute Manitoba Chapter Inc. shall not accept as members any individuals who have not been accepted as PMI® members.
- B. 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, sexual orientation, national origin, religion, or physical or mental disability.
- C. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Project Management Institute Manitoba Chapter Inc. and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- D. All members shall pay the required PMI and Manitoba Chapter 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 Project Management Institute Manitoba Chapter Inc.
- E. Membership in the Project Management Institute Manitoba Chapter Inc. shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- 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 Project Management Institute Manitoba Chapter Inc. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Project Management Institute Manitoba Chapter Inc. to PMI within such one month delinquent period.
- G. Upon termination of membership in the Project Management Institute Manitoba Chapter Inc., the member shall forfeit any and all rights and privileges of membership.

- H. All members in good standing of PMI and of the Chapter may vote on Chapter matters and hold Chapter elected or appointed positions, as defined in these by-laws.
- I. Membership in the Project Management Institute Manitoba Chapter Inc. is not transferable to any other person.
- J. Pursuant to a fair process and under procedures duly adopted by the Board of Directors, any Member may be expelled from membership by a three-fourths (3/4ths) affirmative vote of the Board of Directors of the Chapter.

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

#### **Article V – Project Management Institute Manitoba Chapter Inc. Board of Directors:**

Section 1. The Project Management Institute Manitoba Chapter Inc. shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall be responsible for strategic planning and the establishment of policy with respect to the activities of the Project Management Institute Manitoba Chapter Inc. The Board shall also oversee the management, control and supervision of the Project Management Institute Manitoba Chapter Inc.'s business and the provision of products and services to members, as well as other lawful activities and affairs deemed necessary to further the objectives of the Project Management Institute Manitoba Chapter Inc.

Section 3. The Board of Directors shall meet on a regular basis throughout the calendar year. The Board of Directors Orientation Guide document (a handbook for directors) provides further details regarding the types and usual frequency of these Board meetings.

Section 4. The Board shall consist of a maximum of 11 Members and will be representative of the membership.

Section 5. The Board shall consist of the Officers and Directors at Large (non-officer) of the Manitoba Chapter elected by the membership and shall be members in good standing of PMI and of the Manitoba Chapter. Terms of office for the President and Vice-President of Operations shall be two (2) years, limited to one (1) consecutive term in the same position. The Vice-President of Operations shall be the president-elect serving two years in their current position followed by two (2) years as President. All other Board positions

shall be two (2) years in duration, limited to three (3) consecutive terms in the same position. A director's term may not exceed more than 12 consecutive years on the Board.

Section 6. Officer positions consist of the President, Vice President(s), Secretary and Treasurer. The President shall be the chief executive officer for the Manitoba Chapter 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 vote on all committees except the Nominating Committee.

The President shall serve as the chair of the Board of Directors. The President shall have the authority and responsibilities for, but not limited to: the role of presiding officer at all Board and membership meetings; the direction of the other officers and directors; the designation and appointment of committee chairs, subject to Board approval; the preparation and distribution of all Board meeting agendas; and the general knowledge and responsibility for supervision of the business of the Corporation. The President shall submit to PMI the annual application for charter renewal and shall provide representation on the Leadership Institute Meetings.

Section 7. The Vice President of Operations shall perform the duties and exercise the powers of the President in the absence or disability of the President. To ensure the Vice President of Operations has the Board history and experience to equip them for their term, a Vice President of Operations nominee must have already served at least 2 years on the Board. In the event that no Vice President of Operations nominee has previously served 2 years on the Board, this requirement will be waived for the current year's nominations.

The Vice President of Member Services duties and authorities shall include, but not limited to: accountability for all services provided to members, accountability for the membership registrar, and shall perform the duties and exercise of the powers of the President in the absence or disability of both the President and President Elect. To ensure the Vice President of Member Services has the Board history and experience to equip them for their term, a Vice President of Member Services nominee must have already served at least 2 years on the Board. In the event that no Vice President of Member Services nominee has previously served 2 years on the Board, this requirement will be waived for the current year's nominations.

Section 8. The Secretary (also referred to as Director, Governance) duties and authorities shall include, but not be limited to: accountability for the accuracy of Board documents, such as true minutes of all business meetings of the Chapter and meetings of the Board, and custodian of Project Management Institute Manitoba Chapter Inc. documents including, but not limited to, the by-laws and Board Policies and Procedures. The Secretary may assume additional duties as determined by the Board of Directors.

Other Board positions will consist of Directors at Large which will be assigned roles and positions relevant to their experience and the chapter's strategic and operational objectives as defined by the Board.

Section 9. The Treasurer's (also referred to as Director, Finance) duties and authorities shall include, but not be limited to: accountability for the accuracy of the Project Management Institute Manitoba Chapter Inc.'s finances, preparation of the annual budget, adherence to Generally Accepted Accounting Principles and ensuring an independent audit of the Project Management Institute Manitoba Chapter Inc.'s finances and financial statements. The Treasurer may assume additional duties as determined by the Board of Directors.

Section 10. The Board shall exercise all powers of the Project Management Institute Manitoba Chapter Inc., 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 Project Management Institute Manitoba Chapter Inc. business and funds.

Section 11. 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 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, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. Every decision of the Board shall be by a majority vote unless otherwise required by law, the policies of the Board or these by-laws. Each Director shall be entitled to one vote on any matter coming before the Board. In the event of a tie, the President will cast the deciding vote.

Section 13. The Board of Directors shall declare an officer or Director at Large (non-officer) position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Project Management Institute Manitoba Chapter Inc. by reason of non-payment of dues, or where the officer or Director at Large is absent without leave for two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President or Secretary. 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 14: 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 15: 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 Vice President - Operations 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 – Project Management Institute Manitoba Chapter Inc. Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirement 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 Project Management Institute Manitoba Chapter Inc. 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, sexual orientation, 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 April 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 vacancy and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board vacancies 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; (b) by mail ballot to all voting members in good standing; or (c) 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.

#### **Article VII – Project Management Institute Manitoba Chapter Inc. 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. The Project Management Institute Manitoba Chapter Inc. officers and/or Directors can serve on the Project Management Institute Manitoba Chapter Inc. Committees, unless it specifically is restricted by the Bylaws.

Section 2. All committee members and a chairperson for each shall be appointed by the President, with approval of the Board. The Chair shall normally appoint the members of a committee or project team. Voting within committees and project teams shall be by simple majority of votes cast.

Section 3. The Board shall have the authority to remove Committee Chairs and members at its discretion.

#### **Article VIII – Project Management Institute Manitoba Chapter Inc. Finance:**

Section 1. The fiscal year of the Project Management Institute Manitoba Chapter Inc. shall be from 1 January to 31 December.

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

Section 3. The Project Management Institute Manitoba Chapter Inc. 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.

## **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 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 Project Management Institute Manitoba Chapter Inc. shall be those members in good standing, present and in person or five percent (5%) of the voting membership in good standing, present and in person.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board. Each member in good standing shall have one vote per question or resolution only. Unless otherwise required by these by-laws, all actions of the membership quorum shall be carried by majority vote. Except with respect to mail ballots, voting by proxy shall not be permitted.

## **Article X - Inurement and Conflict of Interest:**

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

Section 2. No officer, director, appointed committee member or authorized representative of the Project Management Institute Manitoba Chapter Inc. shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Project Management Institute Manitoba Chapter Inc. 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. The Project Management Institute Manitoba Chapter Inc. may engage in

contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the Project Management Institute Manitoba Chapter Inc. and any corporation, partnership, association or other organization in which one or more of the Project Management Institute Manitoba Chapter Inc. 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 the Project Management Institute Manitoba Chapter Inc. and complies with the laws and regulations of the applicable jurisdiction in which the Project Management Institute Manitoba Chapter Inc. 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 the Project Management Institute Manitoba Chapter Inc. shall act in an independent manner consistent with their obligations to the Project Management Institute Manitoba Chapter Inc. 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 Project Management Institute Manitoba Chapter Inc. 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 XI - 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 Manitoba Chapter Inc. , acting in good faith and in a manner reasonably believed to be in the best interests of the Project Management Institute Manitoba Chapter Inc. , 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 Project Management Institute Manitoba Chapter Inc. 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 Project Management Institute Manitoba Chapter Inc., or is or was serving at the request of the Project Management Institute Manitoba Chapter Inc. 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 present and voting at an annual meeting of the Project Management Institute Manitoba Chapter Inc. duly called and regularly held; or by a two-thirds (2/3) 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 the Project Management Institute Manitoba Chapter Inc.'s Charter with PMI.

### **Article XIII –Dissolution:**

Section 1. In the event that the Project Management Institute Manitoba Chapter Inc. or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the Manitoba Chapter charter agreement, PMI® has a right to revoke the Project Management Institute Manitoba Chapter Inc.'s Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Project Management Institute Manitoba Chapter Inc. is considering to dissolve the PMIMB Chapter's members or 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 Project Management Institute Manitoba Chapter Inc. 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, the dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.