



## **Bylaws of the Project Management Institute, Southern Caribbean Chapter**

### **Article I - Name, Area of Operation, Principal Office and Relationship to PMI:**

Section 1. This organization shall be called the Project Management Institute, Southern Caribbean Chapter (hereinafter "the PMISCC"). This organization is a CHAPTER, chartered by the Project Management Institute, Incorporated (hereinafter "PMI®") and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of TRINIDAD AND TOBAGO.

Section 2. The area of operation of the Chapter is the Caribbean islands with the exception of Jamaica, Barbados and Puerto Rico.

Section 3. The principal office of the PMISCC shall be located in PORT-OF-SPAIN in the Republic of Trinidad and Tobago.

Section 4. The PMISCC is responsible to the duly elected PMI Board of Directors and is subject to all PMI policies, procedures, rules and directives lawfully adopted.

Section 5. The PMISCC shall meet all legal requirements in the jurisdiction(s) in which the PMISCC conducts business or is incorporated/registered.

Section 6. The bylaws of the PMISCC may not conflict with the current PMI's Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the CHAPTER's Charter with PMI.

Section 7. The terms of the Charter executed between the PMISCC and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

### **Article II - Purpose:**

Section 1. The objectives of PMISCC are to supplement the purposes of PMI as set forth in the PMI Constitution. The PMISCC's objectives are to encourage and facilitate education, certification and professionalism in project management; to provide a forum for discussion and examination of problems, solutions, applications and ideas related to the management of projects; to foster communication between public and private sectors regarding project management; and to disseminate within the primary area of operation of the Chapter information regarding developments in project management.

### **Article III - Membership:**

Section 1. 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.

Section 2. Membership in the PMISCC requires membership in PMI. The PMISCC shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3: Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMISCC and all policies, procedures, rules and directives lawfully made thereunder.

Section 4: All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the PMISCC.

Section 5: Membership in the PMISCC shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 6: Members who fail to pay the required dues for three (3) months shall be delinquent and their names removed from the official membership list of the PMISCC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMISCC to PMI.

Section 7: Upon termination of membership in the PMISCC, the member shall forfeit any and all rights and privileges of membership.

Section 8. The membership database and listings provided by PMI to the PMISCC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMISCC, consistent with PMI policies.

### **Article IV - Officers:**

Section 1. The PMISCC shall have eleven (11) elected officers to serve in the following positions: President; Vice Presidents of Membership, Publications, Marketing, Sponsorship, Education/Certification, Technical Sessions, Special Events, Finance, Compliance and Strategic Alliances. All officers shall be members in good standing of PMI and of the PMISCC. The officers will serve two-year terms of office, staggered so that six officer(s) are elected each year.

The immediate Past President will serve as an ex-officio officer of the Board.

Section 2. The President shall be the chief executive officer for the PMISCC 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.

Section 3. The VP, Compliance shall keep the records of all business meetings of the PMISCC and meetings of the Board and in general shall perform advisory functions to ensure compliance to this Bylaw, PMI bylaws and the laws of the countries comprising the PMISCC area of operations.

Section 4. The VP, Finance shall oversee the management of funds for duly authorized purposes of the PMISCC.

Section 5. The VP, Membership shall maintain the records of membership and engage in activities to maintain existing membership and attract new members.

Section 6. The VP, Publications shall publish the PMISCC monthly newsletters and establish and maintain the PMISCC website.

Section 7. The VP, Marketing shall promote the PMISCC and the PMISCC objectives, including placement of media advertisements and other promotional activities.

Section 8. The VP, Sponsorship shall obtain sponsorship for PMISCC to fund its activities to achieve its objectives.

Section 9. The VP, Education/Certification shall arrange for the facilitation for PMI Certification Exams and related activities and shall generally promote project management education in the areas of operation.

Section 10. The VP, Technical Sessions shall solicit and arrange for (at least) bi-monthly technical sessions to promote project management and its applications.

Section 11. The VP, Special Events shall oversee and coordinate the PMISCC Bi-Annual Seminar and Symposium and any other Special Event that the PMISCC undertakes.

Section 12. The VP, Strategic Alliances shall establish and maintain linkages/liaisons with professional organizations, educational institutions, business organizations, government ministries and institutions and private/state corporations.

Section 13. The Immediate Past President shall chair the Nominating Committee for the PMISCC election exercise and shall generally assist the President in the smooth running of the PMISCC.

#### **Article V - Board of Directors:**

Section 1. The PMISCC 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 consist of the officers of the PMISCC elected by the membership.

Section 3. The Board shall exercise all powers of the PMISCC, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, 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 PMISCC business and funds.

Section 4. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. 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 5. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the PMISCC by reason of non-payment of dues, or where the officer fails (without a reasonable and satisfactory reason) to attend two (2) consecutive Board meetings. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 6: An officer 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 7: If any officer 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, a majority vote of at least two-thirds (2/3) of the remaining Board shall determine which Board member assumes the duties and office of the presiding officer for the remainder of the term.

#### **Article VI - Nominations and Elections:**

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the PMISCC 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 October 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 during the annual meeting of the membership. 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.

#### **Article VII - 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.

Section 2. All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board. Committee members may be appointed from the membership of the organization.

#### **Article VIII - Finance:**

Section 1. The fiscal year of the PMISCC shall be from 1 January to 31 December.

Section 2. Annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by the PMI Board of Directors.

Section 3. The 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. PMISCC's budget shall be an annual budget, recommended by the VP, Finance and approved by the Board of Directors. The annual budget for the succeeding year shall be submitted in draft form not later than the Board of Directors Monthly Meeting immediately preceding the Annual Business Meeting of the PMISCC.

Section 6. Accounting for the finances of the PMISCC shall conform to the recommended practices of the appropriate Accounting Standards. The VP, Finance shall submit periodic statements of account to the Board of Directors.

Section 7. Checks must be co-signed by at least two signatories. These signatories shall be the President and VP, Finance or their authorized representatives.

## **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.

Section 2. The Chapter shall meet at least three times a year in addition to the annual business meeting.

Section 3. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of thirty (30%) of the voting membership directed to the President

Section 4. Notice of all annual and special meetings shall be sent by the Board to all members at least 21 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 5. A quorum at all annual and special meetings of the PMISCC shall be twenty percent (20%) of the voting membership in good standing, present in person.

Section 6. All meetings shall be conducted according to parliamentary procedures determined by the Board.

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

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMISCC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMISCC 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. PMISCC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMISCC and any corporation, partnership, association or other organization in which one or more of PMISCC's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

- A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;

- B. the board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMISCC and complies with the laws and regulations of the applicable jurisdiction in which PMISCC 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 PMISCC shall act in an independent manner consistent with their obligations to the PMISCC 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 PMISCC 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 PMISCC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMISCC, 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 PMISCC 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 PMISCC, or is or was serving at the request of the PMISCC 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 one-half (21/2) vote of the voting membership in good standing present at an annual meeting of the PMISCC duly called and regularly held; or by a one-half (1/2) 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 PMISCC's Charter with PMI.

#### **Article XIII - Dissolution:**

Section 1. Should the PMISCC dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.