



Project Management Institute
Western Australia Chapter

BYLAWS

October 2016

Release Notice

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Article I – Name, Principal Office, Other Offices

Section 1. Name/Not-for-Profit Incorporation.

This organization shall be called the Project Management Institute, Western Australia Chapter (hereinafter “the WA Chapter”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI[®]”) and separately incorporated as a not for profit corporation organized under the laws of the State of Western Australia, Australia.

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

Section 3. Principal Office; Other Offices.

The principal office of the WA Chapter shall be located in Perth, in the State of Western Australia, Australia. The WA Chapter may have other offices such as Branch offices as designated by the WA Chapter Board of Directors.

Article II – Relationship to PMI

Section 1. The WA 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 WA Chapter 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 WA Chapter’s Charter with PMI.

Section 3. The terms of the Charter executed between the WA Chapter 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 WA Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the WA Chapter

Section 1. Purpose of the WA Chapter.

- A. General Purpose. The WA Chapter has been founded as not-for-profit association, 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 WA Chapter and PMI and these Bylaws, the purposes of the WA Chapter shall include the following:
 - a) To foster professionalism in the management of projects;
 - b) To contribute to the quality and scope of project management;
 - c) To stimulate appropriate global application of project management for the benefit of general public;

- d) To support the project management community of Western Australia by providing recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management;
- e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully;
- f) To promote the use of PMI concepts and methods within Western Australian organizations; and
- g) To facilitate education for the purpose of increasing the level of project management expertise and PMI accreditation within Western Australian organizations.

Section 2. Limitations of the WA Chapter.

- A. General Limitations. The purposes and activities of the WA Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with WA Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the WA Chapter may not be used for commercial purposes and may be used only for not-for-profit purposes directly related to the business of the WA Chapter, 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 WA Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – Chapter Membership

Section 1. General Membership Provisions.

- A. Membership in the WA Chapter requires membership in PMI®. The WA Chapter 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, 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 WA Chapter and all policies, procedures, rules and directives lawfully made there under, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and WA 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 WA Chapter.
- D. Membership in the WA Chapter 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 WA Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the WA Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the WA Chapter, the member shall forfeit all rights and privileges of membership.
- G. Only members in good standing of PMI and the WA Chapter are able to vote or hold office in the WA Chapter.

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

Article V – Board of Directors

Section 1. The WA Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the not-for-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the WA Chapter elected by the membership. These shall include a President, Vice President, Secretary and a Finance Director and not less than six other personnel of whom shall be members of the Association elected to membership of that Board of Directors at an annual general meeting or appointed under sub-rules.

Section 3. Terms of office for the Officers shall be two (2) years, limited to three (3) consecutive terms in the same position, and no more than four (4) consecutive terms on the Board in general. These positions are staggered so that half the positions become vacant and are elected each year. If there is no individual willing or able to fulfil an open position on the Board due to this limit, that expiring officer may be re-elected for one additional term by a majority vote.

Section 4. The President shall be the chief executive officer for the WA 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.

Section 5. The Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board.

Section 6. The Director of Finance shall oversee the management of funds for duly authorized purposes of the Chapter.

Section 7. The Vice President shall serve as a substitute for the President and assume the President's responsibilities if the elected President cannot fulfil the responsibilities for any reason then the Vice President shall become President if that office becomes vacant. The Vice President shall be elected in the same year as the President, so a succession plan can be

implemented.

Section 8. Except for the President, Vice President, Secretary, and Finance Director, all offices will be determined by the Board at its next meeting following elections at a general meeting. Non-voting officers may be appointed by the Board at its discretion,

Section 9. The Board shall exercise all powers of the WA Chapter, 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 WA Chapter business and funds.

Section 10. 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 11. The Board of Directors shall declare an officer position to be vacant where the Director ceases to be a member in good standing of PMI or of the WA Chapter by reason of non-payment of dues. The Board may declare a Director position to be vacant where the Director fails to attend two (2) consecutive Board meetings or a total of three (3) Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings.

Section 12: An officer 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. A Board officer may not resign from one position on the Board to run for another position on the Board.

Section 13: A Board 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 14: If any Board 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, the Vice President shall assume 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 members in good standing of the WA 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 3. Candidates who are elected shall take office on the first day of the month following the election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 4. 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 by electronic vote in compliance with local jurisdiction, during an annual or special meeting of the membership, or by mail ballot to all voting members in good standing. A Chapter member in good financial standing may elect to vote either in person or by proxy if unable to attend the meeting in person. 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 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Article VII – Nominations Committee

Section 1. The President, with the approval of the Board by majority, shall appoint a Nominating Committee consisting of at least three (3) members of the Chapter in good financial standing, including the immediate past President, if available.

Section 2. The Nominating Committee shall be chaired by the Immediate Past President, or if he is not available, by a Member in good financial standing, appointed by the President.

Section 3. A candidate may withdraw their nomination by notifying the Nominating Committee in writing.

Section 4. The Nominating Committee shall present its final candidate recommendations to the Chapter membership no less than fourteen (14) days prior to the election and prepare an election ballot for use at the election.

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 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 WA Chapter Board officers and/or Directors can serve on be on the WA Chapter 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.

Article IX - Chapter Finance

Section 1. The financial year of the WA Chapter shall be from 1 January to 31 December.

Section 2. Annual membership dues shall be set by the WA Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Chapter 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 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.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of five percent (5%) of the voting membership directed to the President.

Section 3. Notice of all annual meetings shall be sent by the Board to all members at least 45 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 4. Notice of all special meetings shall be sent by the Board in advance to those who will participate. 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 5. A quorum at all annual and special meetings of the WA Chapter shall be five percent (5%) of the voting membership in good standing, present and in person or by proxy.

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

Article XI - Inurement and Conflict of Interest

Section 1. No member of the WA Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the

WA Chapter, except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the WA Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the WA Chapter 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 WA Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of WA Chapter and any corporation, partnership, association or other organization in which one or more of the WA Chapter'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; and
- C. the contract or transaction is fair to the WA Chapter and complies with the laws and regulations of the applicable jurisdiction in which the WA Chapter 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 WA Chapter shall act in an independent manner consistent with their obligations to the WA Chapter 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 WA Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

Section 6. For disputes between WA Chapter and/or Chapter members, which do not involve PMI, Chapters agree to submit such disputes for resolution through the PMI Conflict Resolution and Mediation Program, so as to effectuate a fair and efficient method to resolve internal disputes. The parties agree that this Program shall be the sole method for resolution of such disputes unless PMI consents to resolution outside the Program or enforcement of such requirements is prohibited by law.

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 WA Chapter, acting in good faith and in a

manner reasonably believed to be in the best interests of the WA Chapter, 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 WA Chapter 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 WA Chapter, or is or was serving at the request of the WA Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, not-for-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) vote of the voting membership in good standing voting by electronic ballot, present at an annual or special meeting of the WA Chapter 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 forty-five (45) 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 forty-five (45) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by five percent (5%) 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 WA Chapter's Charter with PMI.

Article XIV – Dissolution

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

Section 2. In the event that the WA Chapter failed to deliver value to its members as outlined in WA Chapter's business plan and without mitigated circumstance, the Chapter

acknowledges that PMI® has a right to revoke the WA Chapter charter and require the chapter to seek dissolution.

Section 3. In the event the WA Chapter is considering dissolution of the Chapter, then the WA Chapter's members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 4. Should the WA Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization, or an entity having objects similar to the Chapter's objects as 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.