



PMI Pune-Deccan **India Chapter** **Bylaws**

Version – 0.5

Approved by PMI on 31 January 2017



Project Management Institute (PMI) Pune - Deccan India Chapter – Bylaws

Article I – Name, Principal Office and Relationship to PMI:

Section 1. This organization shall be called the Project Management Institute (PMI), Pune-Deccan India Chapter (hereinafter “the Chapter”). This organization is a local chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a nonprofit, tax-exempt corporation organized under the laws of the State of Maharashtra, India.

Section 2. The principal office of the Chapter shall be located in Pune. The primary area of operation of the Chapter is in and around the Pune District region (also including Pune, Aurangabad, Ahmednagar, Nagpur & Goa division).

Section 3. The Chapter shall meet all legal requirements in the jurisdiction(s) in which the Chapter conducts business or is incorporated / registered.

Section 4. The bylaws of the Chapter should 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 5. The Chapter is responsible to the duly elect PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 6. The terms of the Charter executed between the 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 Chapter shall be governed by and adhere to the terms of the Charter

Article II – Purpose and Limitations.

Section 1. The purpose of the Chapter.

A. General Purpose. The Chapter been founded as 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 Chapter and PMI and these Bylaws, the purposes of the Chapter shall include the following:

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1. Creating awareness about Project Management (PM) & Leadership in “Industry, Education, Public and Government”.
2. Establish professional forum to discuss, educate, and share knowledge
3. Conduct ‘Workshops, Trainings, and Facilitation programs for enhancement of the profession and for specific group like CAPM, PMP, PgMP, ACP, RMP, PBA and any other certification of PMI preparation facilitation program.
4. Publishing Newsletters and Chapter related publications
5. Sharing Best practices, practiced by Project Management professionals and hence contributing to enhance and enrich knowledge bank.
6. Advance the mission and objectives of PMI within chapter’s primary area of operation
7. Promote Project Management principles and techniques with local businesses, universities, and professional associations.
8. Support and enhance Professionalism within Project Management by developing and providing quality programs based on local Project Management needs.

Section 2. Limitations of the Chapter.

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

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Section 2. Membership in the Chapter requires membership in PMI. The Chapter 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. All members shall pay the required PMI and Chapter membership dues to PMI and in the event that a member resigns, PMI or the Chapter shall not refund membership dues. Members in good standing shall be defined as Chapter members who have paid both PMI and Chapter dues. Chapter membership expires with PMI membership.

Section 4. Only members in good standing (at the time of voting period) may vote and hold office.

Section 5. Members shall be governed by and abide by the PMI bylaws and by the bylaws of the Chapter and all policies, procedures, rules, and directives lawfully made there under, including but not limited to the PMI Code of Conduct.

Section 6. Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Chapter to PMI. Chapter membership will be aligned with PMI Membership.

Section 7. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership. Expulsion for just cause in connection with the affairs of the organization requires a two-thirds (2/3) vote of the Chapter Board.

Section 8. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.

Article IV – Executive Board of Vice Presidents:

Section 1. The PMI Pune-Deccan India Chapter shall be governed by an Executive Board of Vice Presidents Board (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation.

Section 2. The Board shall consist of an odd number of Officers and be no less than seven (7) and no more than eleven (11) Officers, and shall include, at a minimum, the following (1 to 7) Officers:

1. President & CEO
 2. Executive Vice President & COO
 3. Vice President Administrations (Secretary)
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4. Vice President Finance (Treasurer)
5. Vice President Marketing & Communication
6. Vice President Programs
7. Vice President Membership

Where more than 7 Officers are elected to the Board, the Board shall determine the title and role for each of the additional Officers. All Officers elected to the Board shall have voting rights as part of the Board meetings.

Section 3. The Board shall consist of the officers of the Chapter elected by the membership and shall be members in good standing of PMI and the Chapter. Terms of office for the Officers shall be two years, limited to two consecutive terms in the same position, and no more than five consecutive terms on the Board in general. These positions are staggered so that minimum three (3) officers are elected each year.

Section 4. President & CEO – Shall be Chief Executive Officer for the 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. Develop and reviews long-term plans and strategies. Formulate a mission for the chapter and incorporate change and innovation. The President & CEO shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 5. Executive Vice President & COO – shall become the President if that office becomes vacant. Assume the duties of the President if the President is temporarily unable. As assigned by the Board, perform other duties such as chairing committees, managing special projects, and assisting other officers. Assist in helping the chapter reach its objectives as assigned.

Section 6. Vice President Administrations (Secretary) - shall be in charge of all matters relating to maintaining the chapter as an independent corporation registered in the State of Maharashtra and shall keep a repository of all annual business meetings and other records relating to incorporation. Organize the meetings of the Board and maintain the records of the proceedings. Keep adequate records of all proceedings, actions and meetings of the chapter Board and disseminate them in a timely manner. Maintain the Original constitution/by-laws and amendments thereto.

Section 7. Vice President Finance (Treasurer) - shall prepare the Chapter's annual financial plan and budget and shall solicit input from the Board and develop the Chapter's near term (three years or less) financial goals and objectives. The Finance Officer shall also manage all Chapter financial transactions including the collecting of funds, payment of bills, and regular reporting of chapter asset and liabilities. Report financial status at board meetings and chapter meetings.

Section 8. Vice President Marketing & Communication - shall develop and maintain the Chapter's membership plan that assures continued growth. In addition, the position also includes publicity of the local Chapter and PMI to internal and external publications and through partnering with local organizations. Supervise the preparation of any technical publications the chapter may choose to publish.

Section 9. Vice President Programs - shall provide high quality, professional programs that meet the PMI qualification criteria for Professional Development Units (PDUs). Plan, coordinate, and communicate information about monthly chapter meetings facilities and programs. Shall promote Professionalism within Project Management through the development of Trainings, educational publications, and workshops designed to help Project Management

Section 10. Vice President Membership - shall be responsible for addressing the needs of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and bylaws

Section 11. Immediate Past President - Ensure a smooth transition from one board to another. Assists the President in liaison activities with PMI. As assigned by the sitting president, perform other duties such as chairing committees and managing special projects. Assist the current president as assigned. The Immediate Past President shall not have voting rights.

Section 12. The Board shall exercise all powers of the Chapter, except as specifically prohibited by these bylaws and the laws of the jurisdiction in which the organization is incorporated. 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 Chapter business and funds.

Section 13. 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 VP Admin. 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. 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 14. The Board shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the Chapter by reason of non-payment of dues, or where the officer fails to attend three (3) consecutive Board

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meetings without any valid reason approved by current board. An officer may resign by submitting written or email notice to the President (CEO). 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 or email notice.

Section 15. An officer may be removed from office for just cause in connection with the affairs of the organization or find any conflict of interest by two-thirds (2/3) vote of the Board

Section 16. If any officer or Vice President 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 (CEO) is unable or unwilling to complete the current term of office, the Executive Vice President (COO) 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 V - Nominations and Elections:

Section 1. The nomination and election of officers and Vice Presidents shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article III, Section 1 and 2, Article IV, Section 2 and this Article V. All voting members in good standing of the Chapter 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 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 the open Board positions and shall determine the eligibility and willingness of each nominee to stand for election as per "Election Guideline" document. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted (a) during the annual meeting of the membership; or (b) by electronic vote in compliance with the legal jurisdiction. A chapter member in good standing may vote by proxy if unable to attend the annual business meeting. The member wishing to vote in this manner is responsible to secure a ballot and communicate their selection by e-mail or signed written ballot to any member of the Nominating Committee in time for the annual meeting. 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.

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Section 4. The qualified candidates receiving the largest number of qualified member votes shall be elected to each open Board position. Where a tie exists between two or more nominees, the Nominating Committee shall elect a winner. The results of each election shall be announced to members by Email

Section 5. The positions for each Board shall be elected by full Board in the first Board meeting following the election in accordance with the Election Guidelines.

Section 6. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee. No current board member can be part of nomination committee; however, Chapter President (CEO) shall appoint a coordinator from the current board member or outside to liaise & work with nomination committee.

Section 7. 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 VI – 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 Chapter officers and/or Directors can serve on the 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 VII - Finance:

Section 1. The fiscal year of the Chapter shall be from 1 April to 31 March.

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 membership dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. For chapter bank account President (CEO), Executive Vice President (COO) & VP Finance will be authorized signatory. If needed the Board can agree through board meeting to assign more authorized signatories from the current board members. Bank account transactions can be done by with a minimum of any of two authorized signatory.

Article VIII – Meetings of the Membership:

Section 1. The Board shall conduct Chapter Meetings on a quarterly basis at a minimum, including the Annual Meeting. The purpose of the Chapter Meetings will be to emphasize programs that further the objectives of the Chapter and the PMI and will be the responsibility of the Board.

Section 2. An annual business /General meeting of the membership shall be held at a date and location to be determined by the Board, there should be at least one Annual General Meeting (AGM) in a year.

Section 3. Special meetings of the membership may be called by the Chapter President / Vice President, by a majority of the Board, or by petition of five percent (5%) of the voting membership directed to the VP Admin.

Section 4. The Board shall send notice of all annual and special meetings to all members at least 15 days in advance of the meeting. The notice should indicate the time and place of the meeting and include the proposed agenda. Actions at special meetings shall be limited to those agenda items contained in the notice of the meeting. Any other point beyond the published agenda may be considered at the discretion of present members in the meeting.

Section 5. A quorum at all annual and special meetings of the Chapter shall be four percent (4%) or 40 members whichever is higher (If minimum quorum is not available at the time then meeting will be deferred by ½ hour and meeting will be reconvened with available members; however minimum quorum of 4% or 40 members whichever is higher is needed to pass resolutions.) 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 IX – Branches of the Chapter

Section 1. Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of the Chapter shall be governed by these Bylaws and shall conduct its business in compliance with the Chapter’s policies and procedures and its charter with PMI.

Section 2. Geographic Area. Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined of the Chapter.

Section 3. Distribution of Dues.

All Chapter’s dues & fees will be collected by PMI® on behalf of the Chapter and will be forwarded to Chapter. The Chapter will allocate funds to the Branch in accordance to Chapter’s policies & procedures. Branches shall not create its own membership or dues.

Section 4. The Branch Chair shall either be a member of Chapter’s Board of Directors, or be an Committee Chair and report into a Chapter Board member who oversees the Chapter’s Branch(es).

Section 5. Limitations: Branches shall abide by the limitations consistent with the chapter’s charter agreement with PMI.

Article X – Conflict of Interest:

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

Section 2. No officer, VP, appointed committee member, or authorized representative of the Chapter shall receive any compensation or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Chapter of actual and reasonable expenses incurred by an officer, VP, committee member, or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. The Chapter may engage in contracts or transactions with members, elected officers or VPs of the Board, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association, or other organization in which one or more of Chapter's VPs, officers, appointed committee members, or authorized representatives are: VPs or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

1. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board prior to commencement of any such contract or transaction;
2. The Board in good faith authorizes the contract or transaction by a majority vote of the VPs who do not have an interest in the transaction or contract.
3. The contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved, or ratified by the board of VPs.

Section 4. All officers, VPs, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, VPs, appointed committee members, and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the Chapter has entered, or may enter, into contracts, agreements, or any other business transaction, and shall not vote on, or influence the consideration of, such matters.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, VP, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Chapter, has been made party to, 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 Chapter may purchase and maintain liability insurance on behalf of any person who is or was a VP, officer, employee, trustee, agent, or authorized representative of the Chapter, or is or was serving at the request of the Chapter as a VP, officer, employee, trustee, agent, or representative of another corporation, domestic or foreign, nonprofit 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 present at an annual meeting of the 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 or online voting or email returned within 10 (Ten) 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 fifteen (15) days before such meeting or vote. If minimum quorum is not available at the time then meeting will be deferred by ½ hour and meeting will be reconvened with available members; however minimum quorum is needed to pass resolution. Of the voting membership in good standing, present in person.

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. The Board with or without recommendation shall present all such proposed amendments.

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 Chapter's Charter with PMI.

Article XIII – Disputes and mediation:

Section 1: The grievance procedure set out in this rule applies to disputes under these Rules between:

- (a) a member and another member; or
- (b) a member and the Chapter.

Section 2: Disputes between members (in their capacity as members) of the Chapter, and disputes between members and the Chapter, are to be referred to the Board in the first instance. The parties to the dispute must meet and discuss the matter in dispute, and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

Section 3: If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

Section 4: The mediator must be –

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
 - i. in the case of a dispute between a member and another member, a person appointed by the Board of the Chapter; or
 - ii. in the case of a dispute between a member and the Chapter, a person who is a mediator employed by the PMI Community Development Governance Committee member

Section 5: A member of the Chapter can be a mediator.

Section 6: The mediator cannot be a member who is a party to the dispute.

Section 7: The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

Section 8: The mediator, in conducting the mediation, must –

- (a) give the parties to the mediation process every opportunity to be heard; and
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

Section 9: The mediator must not determine the dispute.

Section 10: If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the PMI Conflict Resolution Program, as outlined in Section 27 of the PMI Charter Agreement.

Article XIV – Dissolution:

Section 1. Should the Chapter 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 and clearing all the PMI requirements.

Section 2: In the event that the Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the Chapter.

Section 3: In the event the Chapter failed to deliver value to its members as outlined in the Chapter’s business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the Chapter, as per the terms of the Charter.

Section 4: In the event the Chapter is considering dissolving, the Chapter’s members of the Board of VP must notify PMI® in writing and follow the component dissolution procedure as defined in PMI’s policy, and as per the applicable local jurisdiction

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.
