

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

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

Section 1. 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 principal office of the WA Chapter shall be located in Perth, in the State of Western Australia, Australia.

Section 3. 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 4. The WA Chapter shall meet all legal requirements in the jurisdiction(s) in which the WA Chapter conducts business or is incorporated/registered.

Section 5. 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 the PMI Board of Directors as well as with the WA Chapter’s Charter with PMI.

Section 6. 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.

Article II - Purpose:

Section 1. The objectives of the WA Chapter are to:

- ❑ **Support** the project management community of Western Australia by providing an environment for the exchange of knowledge and ideas;
- ❑ **Promote** the use of PMI concepts and methods within Western Australian organizations; and
- ❑ Facilitate **education** for the purpose of increasing the level of project management expertise and PMI accreditation within Western Australian organisations

Article III - Membership:

Section 1. Membership in this WA Chapter is voluntary and shall be open to any eligible person interested in furthering the purposes of the WA Chapter. 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 WA Chapter requires membership in PMI. The WA Chapter shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

Section 3. Only members in good standing of PMI and the WA Chapter are able to vote or hold office in the WA Chapter.

Section 4: 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 thereunder.

Section 5: 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 WA Chapter.

Section 6: Membership in the WA Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.

Section 7: Non Corporate or Group Members who fail to pay the required dues for one (1) month shall be lapsed and their names removed from the official membership list of the WA Chapter. A lapsed member may be reinstated by payment in full of all unpaid dues for PMI and the WA Chapter to PMI. Corporate or Group WA Chapter memberships are renewed at time of annual group renewal with PMI GOC, by arrangement direct with PMI GOC. WA Chapter will honor such memberships until a notice of cancellation or non-renewal has been received from either the member or PMI GOC.

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

Section 9. 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 non-profit purposes directly related to the business of the WA Chapter, consistent with PMI policies.

Article IV – Officers:

Section 1. The WA Chapter shall have elected officers. These shall include a President, Vice President, Secretary, and a Finance Director, and non-executive Director positions as determined by the Board from time to time and described in the Chapter Handbook. All officers shall be members in good standing of PMI and of the WA Chapter. The officers will serve two (2)-year terms of office, staggered so that at least half of the officers are elected each year.

Section 2. 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 3. The Secretary shall keep the records of all business meetings of the WA Chapter and meetings of the Board.

Section 4. The Director of Finance shall oversee the management of funds for duly authorized purposes of the WA Chapter.

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

Section 5. 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. The Vice President shall become President if that office becomes vacant.

Section 6. Except for the President, Vice President, Secretary, and Finance Director, all offices and bearers will be determined by the Board at its next meeting following elections at a general meeting.

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.

Section 2. The Board shall consist of the officers of the WA Chapter.

Section 3. The Board shall exercise all powers of the WA Chapter, 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 WA Chapter 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 Secretary. A quorum shall consist of no less than one-half (1/2) of the membership of the Board at any given time. At its discretion, the Board may conduct its business by teleconference, facsimile or other legally acceptable means. Each member shall be entitled to one (1) vote and may take part and vote in person, 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 WA Chapter by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings. 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.

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, 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 shall be conducted annually in accordance

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting 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, 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 November 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: Elections shall be conducted during the annual meeting of the membership with members in good standing voting in person at the meeting or by secure mail ballot received at least 24 hours prior to the 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.

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 WA Chapter shall be from 1 July to 30 June.

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.

Article IX – Meetings of the Membership:

Section 1. An annual meeting of the membership shall be held at a date and location to be

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

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 ten percent (10%) of the voting membership directed to the President.

Section 3. Notice of all annual and special 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. A quorum at all annual and special meetings of the WA Chapter shall be ten percent (10%) of the voting membership in good standing, present in person.

Section 5. 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 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, 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, 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 the WA Chapter and any corporation, partnership, association or other organization in which one or more of the WA Chapter's officers, appointed committee members or authorized representatives are: 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, 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, appointed committee members and authorized representatives shall

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

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.

Article XI - Indemnification:

Section 1. In the event that any person who is or was an officer, 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 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 a general 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 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 WA Chapter's Charter with PMI.

Article XIII – Dissolution:

Section 1. Should the WA Chapter dissolve for any reason, its assets shall be dispersed to a

BYLAWS OF
Project Management Institute Western Australia Chapter Association Inc.

charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.