

2015 Chapter Bylaws Template

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Ireland Chapter (hereinafter “the PMIIRL”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Republic of Ireland. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

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

Section 3. Principal Office; Other Offices. The principal office of the Ireland Chapter of the Project Management Institute shall be located in 13 Upper Baggot Street, Second Floor, Dublin 4, Ireland in the Republic of Ireland. The PMIIRL may have other offices such as Branch offices as designated by the Ireland Chapter of the Project Management Institute Board of Directors.

Article II – Relationship to PMI.

Section 1. The Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute 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 PMIIRL's Charter with PMI.

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

Article III – Purpose and Limitations of the Ireland Chapter of the Project Management Institute.

Section 1. Purpose of the Ireland Chapter of the Project Management Institute.

- A. General Purpose. The Ireland Chapter has 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 Ireland Chapter of the Project Management Institute and PMI and these Bylaws, the purposes of the Ireland Chapter of the Project Management Institute 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 provide a 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.

Section 2. Limitations of the Ireland Chapter of the Project Management Institute.

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

Section 1. General Membership Provisions.

- A. Membership in the Ireland Chapter of the Project Management Institute requires membership in PMI®. The Ireland Chapter of the Project Management Institute 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, color, 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 Ireland Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and Ireland 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 Ireland Chapter of the Project Management Institute.
- D. Membership in the Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Ireland Chapter of the Project Management Institute to PMI within such one month delinquent period.

- F. Upon termination of membership in the Ireland Chapter of the Project Management Institute, the member shall forfeit any and all rights and privileges of membership.

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

Article V – Ireland Chapter Board of Directors:

Section 1. The Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute elected by the membership and shall be members in good standing of PMI and of the Ireland Chapter of the Project Management Institute. Terms of office for the Officers shall be One (1) Year/ 12 Months, limited to Ten (10) consecutive terms in the same position, and no more than Ten (10) consecutive terms on the Board in general.

Section 3: The Board shall include the Company Directors (Chapter President, Finance Director, Chapter Vice-President, Past President), and Secretary. The term for each Company Director role will be Two (2) Years, and the Secretary shall be One (1) Year.

Section 3.1. The Chapter President shall be the chief executive officer for the Ireland Chapter of the Project Management Institute 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 Chapter President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee. The Chapter President shall keep the records of all business meetings of the Ireland Chapter of the Project Management Institute and meetings of the Board.

Section 3.2. The Finance Director shall oversee the management of funds for duly authorized purposes of the Ireland Chapter of the Project Management Institute.

Section 3.3. The Chapter Vice-President shall act as support and proxy (where required) for the Chapter President role. The Chapter Vice-President will automatically occupy the Chapter President position when the Chapter President term expires. The Chapter Vice-President term will be Two (2) Years allowing for adequate and appropriate transfer of duties and relationships from Chapter President

Section 3.4. The Past President shall provide oversight of the chapter and the board in accordance with the Chapter policies and bylaws

Section 3.5. The Secretary shall be responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the Chapter.

Section 4: The Board shall review its structure on an annual basis, identifying the Board positions required to implement the Chapter's annual plan as outlined in its Annual Charter. These positions shall have a One (1) Year Term or Two (2) Year Term depending on suitability, and shall be nominated and elected by Chapter members in accordance with the requirements contained in these Bylaws.

Section 5. The Board shall exercise all powers of the Ireland Chapter of the Project Management Institute, 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 Ireland Chapter of the Project Management Institute business and funds.

Section 6. The Board shall meet at the call of the Chapter 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 7. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the Ireland Chapter of the Project Management Institute by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the Chapter 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 8: 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 9: 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 Chapter President is unable or unwilling to complete the current term of office, the Chapter Vice President 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 – Ireland Chapter Nominations and Elections:

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the requirements 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 Ireland Chapter of the Project Management Institute 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 January 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, consisting of a minimum of Three (3) Chapter members in good standing, 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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. Nominees will be taken for specific (named) Officer and

Committee positions, open at the time of elections. Where more than one candidate is eligible for a position 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 – Ireland 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 Ireland Chapter of the Project Management Institute officers and/or Directors can serve on the Ireland 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 Chapter President with the approval of the Board

Article VIII – Ireland Chapter Finance:

Section 1. The fiscal year of the Ireland Chapter of the Project Management Institute shall be from 1st June to 31st May.

Section 2. Ireland Chapter of the Project Management Institute annual membership dues shall be set by the PMIIRL'S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Ireland Chapter of the Project Management Institute 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 agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the Chapter President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the Chapter 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 Ireland Chapter of the Project Management Institute 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.

~~Article X – Branches of the [SPECIFY CHAPTER NAME] [TO BE USED BY CHAPTERS WITH BRANCHES ONLY].~~

~~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 [SPECIFY CHAPTER NAME] shall be governed by these Bylaws and shall conduct its business in compliance with [SPECIFY CHAPTER NAME]’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 [SPECIFY CHAPTER NAME]’ dues & fees will be collected by PMI® on behalf of the [SPECIFY CHAPTER NAME] and will be forwarded to [SPECIFY CHAPTER NAME]. The [SPECIFY CHAPTER NAME] will allocate funds to the Branch in accordance to [SPECIFY CHAPTER NAME]’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 XI - Inurement and Conflict of Interest:

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

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

with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Ireland Chapter of the Project Management Institute and any corporation, partnership, association or other organization in which one or more of Ireland Chapter of the Project Management Institute'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 Ireland Chapter of the Project Management Institute and complies with the laws and regulations of the applicable jurisdiction in which Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute shall act in an independent manner consistent with their obligations to the Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute 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 XII - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Ireland Chapter of the Project Management Institute, acting in good faith and in a manner reasonably believed to be in the best interests of the Ireland Chapter of the Project Management Institute, 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 Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute, or is or was serving at the request of the Ireland Chapter of the Project Management Institute 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 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; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the Ireland Chapter of the Project Management Institute 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 Ireland Chapter of the Project Management Institute's Charter with PMI.

Article XIV – Dissolution:

Section 1. In the event that the Ireland Chapter of the Project Management Institute 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 revoke the Ireland Chapter Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Ireland Chapter of the Project Management Institute is considering dissolving, the PMIIRL'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 Ireland Chapter of the Project Management Institute 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, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.