

Chapter Bylaws

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organisation shall be called the Ireland Chapter of the Project Management Institute (hereinafter “the PMIIRL”), with registered company name Ireland Chapter – PMI Company Limited By Guarantee with registered number 343871, and having its registered office at 13 Baggot Street Upper, Second Floor, Dublin 4, D04 W7K5. This organisation is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit corporation (or equivalent) organised under the laws of Ireland.

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 business is incorporated/registered.

Section 3. Principal Office; Other Offices.

The principal office of the Ireland Chapter of the Project Management Institute shall be located at 13 Upper Baggot Street, Second Floor, Dublin 4, D04 W7K5, Ireland. The PMIIRL may have other offices such as Branch offices as designated by the Ireland Chapter of the Project Management 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 authorised 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 of the Project Management Institute has been founded as a non-profit 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 the general public.
 - d) To provide a recognised forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others 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 provide income for the continual development of the Ireland Chapter of the Project Management Institute.

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 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 of the Project Management Institute 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 of this organisation shall be open to any eligible person interested in furthering the purposes of the organisation. 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 of the Project Management Institute 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 of the Project Management Institute 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 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 plus the applicable application fee for PMI and the Ireland Chapter of the Project Management Institute to PMI.
- 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.
- G. All members of the Ireland Chapter of the Project Management Institute who are also members of PMI are eligible to vote on all matters presented to Chapter membership. In addition, all Ireland Chapter of the Project Management Institute members are eligible to run for and hold an Ireland Chapter of the Project Management Institute elected position.

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 of the Project Management Institute Board of Directors:

Section 1. The Ireland Chapter of the Project Management Institute shall be governed by a Board of Directors (Chapter Board). The Chapter Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Chapter Board shall consist of the officers of the Ireland Chapter of the Project Management Institute elected by the membership and shall be members of both 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 Chapter Board in general. Terms of office for the Chapter President, Vice-President, & Past President will be two (2) Years allowing for adequate and appropriate transfer of duties and relationships.

Section 3. The Chapter President shall be the president for the Ireland Chapter of the Project Management Institute and of the Chapter Board and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Chapter 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.

Section 4. The Administration Director shall keep the records of all business meetings of the Ireland Chapter of the Project Management Institute and meetings of the Board.

Section 5. The Finance Director shall oversee the management of funds for duly authorised purposes of the Ireland Chapter of the Project Management Institute.

Section 6. 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.

Section 7. The Past President of Ireland Chapter of the Project Management Institute shall provide oversight of the Chapter and the Chapter Board in accordance with the Chapter policies and bylaws.

Section 8. The Chapter 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 organisation is incorporated/registered. The Chapter Board shall be authorised 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 9. The Chapter Board shall meet at the call of the Chapter President or at the written request of three (3) members of the Chapter Board. A quorum shall consist of no less than one-half of the membership of the Chapter 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 Chapter Board may conduct its business by teleconference or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Chapter Board.

Section 10. The Chapter 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 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 Chapter Board meetings. An officer or Director at Large may resign by submitting written notice to the Unless another time is specified in the notice or determined by the Chapter Board, the resignation shall be effective upon receipt by the Chapter Board of the written notice.

Section 11: An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organisation 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 Chapter Board.

Section 12: If any officer or Director at Large position becomes vacant, the Chapter 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 Chapter Board may call for a special election by the chapter's membership to fill the vacant position.

Section 13: The Chapter Board shall have the option to appoint a person to take on specific duties required for the purpose of assisting the Board in their duties with regard to the Ireland Chapter of the Project Management Institute.

Article VI – Ireland Chapter of the Project Management Institute 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 Chapter Board positions may also be nominated by a 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. 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 Chapter Board.

Section 4. No current member of the Nominating Committee, including the single point of contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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 organised electioneering, communications, fund-raising or other organised 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 of the Project Management Institute Committees:

Section 1. The Chapter Board may authorise the establishment of standing or temporary committees to advance the purposes of the organisation. The Chapter Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Chapter Board. Committee members shall be appointed from the membership of the organisation. The Ireland Chapter of the Project Management Institute officers and/or Directors can serve on the Ireland Chapter of the Project Management Institute 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 Chapter Board.

Article VIII - Ireland Chapter of the Project Management Institute 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 will be agreed upon mutually between PMI and the Ireland Chapter of the Project Management Institute's Board of Directors and communicated 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 Chapter Board. Notice of all annual meetings shall be sent by the Chapter 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 Chapter 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 members of both PMI and the PMIIRL, present and in person.

Section 4. 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 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. A member of the Ireland Chapter of the Project Management Institute who is an employee of the Ireland Chapter of the Project Management Institute is entitled to receive remuneration based on their contract of employment with the Ireland Chapter of the Project Management Institute.

Section 2. No officer, director, appointed committee member or authorised 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 authorise payment by the Ireland Chapter of the Project Management Institute of actual and reasonable expenses incurred by an officer, director, committee member or authorised representative regarding attendance at Board meetings and other approved activities.

Section 3. All officers, directors, appointed committee members and authorised 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 4. All officers, directors, appointed committee members and authorised 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 XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorised 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 organisation 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 authorised 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 XII- 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 XIII – 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 of the Project Management Institute 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 annual plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the Ireland Chapter of the Project Management Institute 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 Directors 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 organisation 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.