



**Project
Management
Institute®
Gujarat, India**

Bylaws

**Project Management Institute
Gujarat Chapter**

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1. Preamble:

Unless otherwise separately provided in these rules & regulations, the following words and terms shall have the meaning assigned to them herein:

- 1.1. 'PMI' means "Project Management Institute, United States of America";
- 1.2. 'PMI GJC' means "Project Management Institute, Gujarat, India Chapter";
- 1.3. 'Act' means the Societies Registration Act 1860 (21st act of 1860) and Mumbai Charitable Trust Act 1950 (29th of Mumbai 1950).
- 1.4. 'Board' or 'Board of Directors' in relation to PMI GJC means the board of directors of PMI GJC.
- 1.5. 'Bylaws' means the registered Bylaws of PMI GJC;
- 1.6. 'Charter Agreement' or 'Charter' means the Charter Agreement dated November 6, 2019 between PMI and PMI GJC, as renewed and amended from time to time.
- 1.7. 'Persons' shall mean and include Individuals Firms, Societies, Clubs, Associations, Corporations and Incorporated Bodies;
- 1.8. 'Officers' or 'Office Bearers' shall mean and include the President and Vice Presidents of PMI GJC. In other terms they can be known as Board of Directors;
- 1.9. 'Rules' means the Rules as per the Societies Registration Act 1860 (21st act of 1860) and Mumbai Charitable Trust Act 1950 (29th of Mumbai 1950) India and all the Provisions of the Societies Registration Act, 1860 as amended by the Gujarat State as Societies Registration (Gujarat Amendment) Act, 1965
- 1.10. Words importing the "masculine" gender and "singular" number shall respectively include the "feminine" gender and "plural" number and vice-versa;

2. Area of Operation:

- a) The areas of operation of PMI GJC is state of Gujarat (Central Gujarat, North Gujarat, South Gujarat, Saurashtra Region, Kutch) including union territory Diu, Daman, Dadra Nagar Haveli and Silvassa as specified in the Charter Agreement.

ARTICLE I : Name, Principal Office Other Offices

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, PMI Gujarat Chapter (hereinafter "PMI GJC"). This organization is a PMI GJC 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 Societies Registration Act 1860 and Gujarat Societies Registration(Gujarat Amendment) Act, 1965, State of Gujarat, India.

Section 2: Legal Requirements

The PMI GJC shall meet all legal requirements as applicable in the jurisdiction(s) in which the PMI GJC conducts business or is incorporated/registered.

Section 3. Principal Office; other offices

The principal (registered) office of PMI GJC shall be located in Ahmedabad in the State of Gujarat, India. PMI GJC may have other offices such as Branch offices as per the Charter Agreement.

ARTICLE II - Relationship to PMI

Section 1: Responsibility

PMI GJC 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: Relationship with PMI

The Bylaws of PMI GJC 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 provisions of PMI GJC's Charter with PMI.

Section 3: Precedence of PMI Charter

The terms of the Charter executed between PMI GJC 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, PMI GJC shall be governed by and adhere to the terms of the Charter.

ARTICLE III - Purpose and Limitations of the PMI GJC

Section 1: Purpose of the PMI GJC

- A. **General Purpose.** PMI GJC has been founded as non-profit; Trust (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in the state of Gujarat in a conscious and proactive manner.
- B. **Specific Purposes.** Consistent with the terms of the Charter executed between the PMI GJC and PMI and these Bylaws, the purposes of PMI GJC shall be as per the Memorandum of Association of PMI GJC. However the core specific purposes are listed below;
- a) To assist and facilitate the activities of PMI as its Gujarat Chapter.
 - b) Advance the mission and objectives of PMI within area of PMI Gujarat Chapter operation.
 - c) Develop a growing and committed membership of local PM Professionals through an aggressive recruiting plan.
 - d) Promote PM principles and techniques among local businesses, universities and professional associations.
 - e) Support and enhance PM Professionalism by developing and providing quality programs as per the regional project needs.
 - f) Create and deliver educational programs that strengthen local PM Professionals' knowledge, skills and support the PMI Professional Certification Program.
 - g) Provide a forum to meet and exchange ideas with fellow professionals.
 - h) Bring forth Chapter publications to provide a source of constant information in PM and forum for members to share their experiences and case studies on PM.
 - i) Share best practices with other PMI communities
 - j) To explore the opportunities of various fund raising options like subscriptions, entrance fees, training & development fees, event registration fees, special fees including donation make the PMI Gujarat Chapter self-sustainable and achieve the Chapter Objectives. The terms and condition of such option will be determined on case to case basis.

Section 2. Limitations of the PMI GJC

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

ARTICLE IV - PMI GJC Membership

Section 1. General Membership Provisions

- A. **Membership and procedure for enrollment:** Membership in the PMI GJC requires membership in PMI®. The PMI GJC 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. **Admission to membership:** Each member shall be eligible to be a member and attend meetings and events of PMI GJC only so long as he complies with the Rules & Regulations and Bylaws of PMI GJC and PMI and all policies and procedures, rules and directives lawfully made there under including but not limited to the PMI Code of Conduct and with the applicable conditions of and qualification for membership and pays such membership subscriptions and other fees appropriate to his membership as may be prescribed.
- C. **Membership Subscription:** All members shall pay the required PMI and PMI GJC Membership dues to PMI and in the event that a member resigns or they ceased to be a member or expelled from the membership as per the below mentioned sub-clause, membership dues shall not be refunded by PMI or PMI GJC.

PMI may change the membership subscription fees at any time which can be applicable from 1st January of every year.

D. Membership Resignation, Expulsion or Termination:

- a. PMI GJC may suspend or revoke the membership of a person or prevent a person from attending its meetings and/ or event without having to provide any reason or explanation to the person, if the Board considers, in its sole discretion, that such a person is unfit, ineligible or otherwise undesirable or that such person should be removed from membership for just cause. PMI GJC shall expel a member on happening of any of the following events:
 - i) if member is found to be of unsound mind; or
 - ii) if member has applied to be adjudicated insolvent or is an undischarged insolvent; or
 - iii) if member has been convicted by a Court or Tribunal of competent jurisdiction of any offence involving moral turpitude or other serious irregularities; or
 - iv) if member is found to conduct himself in a manner unbecoming of a member of PMI GJC by PMI GJC or PMI or a disciplinary committee, if any, constituted by under the Bylaws or otherwise
- b. Membership in the PMI GJC shall terminate upon the member's resignation, failure to pay dues or expulsion from membership on the happening of any of the events mentioned in the sub-clause (a) above.
- c. Members who fail to pay the required dues when due shall be delinquent for a period of Two (2) month and their names removed from the official membership list of the PMI GJC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI GJC to PMI within such Two -month delinquent period.
- d. Upon termination of membership in the PMI GJC, the member shall forfeit any and all rights and privileges of membership.

E. Individual and Retiree Members can vote and hold office in PMI GJC.

F. PMI GJC shall have the sole discretion and on and subject to such terms and conditions as PMI GJC may, in its sole discretion, consider appropriate, add, expel or readmit any member.

Section 2. Classes and Categories of Members

- a) The PMI GJC shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.
- b) Retiree Members shall have all rights of the Regular Member class.

ARTICLE V - PMI GJC Board of Directors

Section 1: Board of Directors

- a) The PMI GJC shall be governed by a Board of Directors. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).
- b) The Chapter Board shall have **not less than seven** and **maximum thirteen elected officers**.
- c) All elected board members of PMI Gujarat Chapter shall have voting rights as a part of the board meeting.
- d) All PMI GJC Officers and Board members holding the portfolio/positions must be residing within the geographical operational boundaries of the Chapter.
- e) The role assignments for the elected/nominated board members may change from time to time through a board resolution initiated by the President. All Board Members, elected, nominated or otherwise will have their roles & responsibilities delineated from time to time and they will be enlisted in the PMIGJC Operations Handbook

Section 2: First Board

The First Board shall consist of signatories to the Memorandum of Association and thereafter shall consist of members elected as provided in Article VI.

Section 3: Terms of Board Member

- a) The Board shall consist of the officers of the PMI GJC elected by the membership and shall be members in good standing of PMI and of the PMI GJC.

- b) The Terms of the first Board shall be of 2 (two) Years from the establishment of the Chapter.
- c) The terms of office for the officers shall be 2 (TWO) YEARS, limited to 2 [TWO] consecutive terms in the same position, and no more than 4 [FOUR] consecutive terms on the Board in general.
- d) The board positions are staggered so that at least 3 [THREE] positions are elected each year after completion of two years of the Chapter on the basis of the term of board member decided and provision made in the Chapter's Bylaws.

Section 4: Assignment of Board Positions

President

Member to be nominated to the position of President must have a minimum of 1 (one) full term (of 2 years) of functioning as a board member with PMI GJC except for first board. The President will be elected by the PMI GJC Board members elected by the membership.

Upon completion of the election process, the board members will elect the new president either unanimously or through simple majority of the votes of the board members. The current president and proposed presidential candidate shall not take part in the voting process.

Vice President, Vice President – Administration/Secretary and Vice President-Finance:

Member to be nominated to the Vice-President, Vice President Administration and VP-Finance prefer have a minimum of 1 (one) full term (of 2 years) of immediate previous functioning as a board member with PMI GJC or any other PMI Chapters within the country except for the first board members. However, PMI GJC board may review the eligibility criteria based on the available volunteer base during the initial period of 3 to 4 years. President holding Office along with Board will propose one of the elected board members each for the positions of the new Vice President, Vice President-Administration and Vice President-Finance based on the experience, skills and past assignment attached with PMI Chapters & components. The proposal will be passed through simple majority of the rest of the board.

Section 5: President

The President shall be the chief executive officer for the PMI GJC 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 participate and vote on all committees except the Nominating Committee.

Section 6: Vice President

Vice President shall be nominated or elected volunteer who will assist the President with his or her duties of managing the Chapter and assume the role of the Chapter President if the President is unable to perform duties for any reason in accordance with PMI GJC Bylaws. The election/nomination of the Vice President is not mandatory and subject to requirement of the Chapter decided by the board based on the Chapter's performance and operational requirements.

Section 7: Vice President - Finance

The Vice President- Finance shall be nominated or Elected volunteer responsible for finance. Responsible for maintaining and presenting all financial records required for the Chapter operations in accordance with PMI GJC bylaws including statutory compliances related to the financial matters of the Chapter.

Section 8: Vice President-Administration/Secretary

Vice President - Administration shall be nominated or elected volunteer responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, governance & policies of the chapter and related affairs of the Chapter in accordance with PMI GJC Bylaws. Further Vice President – Administration will assist the President in governing the board functions in absence of Vice President.

Section 9: Other Vice Presidents

The Board shall consist of other elected Vice Presidents and nominated Advisors (advisory function without Board voting rights) as per handbook of operations. The board may also include officers appointed by the Board to fill in for the unexpired portion of the balance period of current financial years or term of a vacant board position.

Section 10: Structure of the Board

- a) **The membership will explicitly elect board members to fill the vacancies of the board.** The already elected and nominated board members will cease from their current positions but will continue their role as a board member for the

- remaining elected tenure. In case of board member position remain vacant, the board will fill-up the vacant position.
- b) The PMI GJC Board of Directors shall be comprised of **minimum 07 (seven) to maximum 13 (thirteen)**, at large, voting PMI GJC Board Directors. Three (3) of these voting PMI GJC Board Directors shall be elected and serve as Officers of the PMI GJC consistent with the requirements of Article VII, below.
 - c) The PMI GJC board may restructure its portfolio assignments by keeping the membership services and maintaining geographic balances. Few portfolios related to core membership services and chapter's growth may be replicated within the board across the different cities.
 - d) All PMI GJC board members will not be from the same city. The PMI GJC will attempt to establish the balance representation of board members within the important cities with respect to membership services.
 - e) The Board shall consist of elected or nominated board members. The elected or nominated board members shall have role of Presidents, Vice President, Vice President-Administration and other Vice Presidents for governing the various portfolios.
 - f) The board may also include nominated officers to fill in the vacant board positions.
 - g) The assignment of role of the Vice President is not mandatory. The Board will assign the Vice President role if required after completion of two years of the first board or based on the operational requirements of PMI Gujarat Chapter time-to-time. The board will effectively use the available position of Vice President by assigning other portfolio to the board member which will helps in chapter's growth and membership services in the specific city.
 - h) The PMI GJC board may restructure its portfolio assignments by keeping the membership services and maintaining geographic balances.
 - i) The roles and responsibilities of each board members shall be governed by that Chapter's Operational Handbook.
 - j) As per Article V Section I, president will nominate and allocate appropriate portfolio positions to the elected board members, in consultation with rest of the board.

Section 11: Power and Duties of Board

The Board shall exercise all powers of the PMI GJC, 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 PMI GJC business and funds.

Resolutions of the Board shall be passed by majority of their number present in the board meeting, provided that in lieu of their resolution passed at a meeting of the

Board any matter may be decided by circular resolution or written resolution signed by all Board members. A cable, electronic, email, facsimile message or other valid electronic medium sent by a Board member shall be deemed to be a document signed by him for the purpose of this Rule.

Section 12: Business meetings

1. **Purpose:** The Board shall meet at the call of the President, at the written request of three (3) members of the Board to perform the leadership function of the PMI GJC. The Vice President – Administration shall circulate the agenda items of Board meeting to board members or membership including Annual General meeting based on the types of meeting.
2. **Time:** The Board shall convene business meetings at least quarterly with one annual general body meeting, the dates of which shall be set by the Board. Preferably, notice will be sent for the board members in advance giving them adequate time to plan for the meeting.
3. **Quorum:** A quorum shall consist of not 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 or virtually. In case of tie, President will exercise the casting vote. In the absence of President, the Vice President or Vice President – Administration (who is shadowing president) will exercise the casting vote as the case may be.
4. **Venue:** At its discretion, the Board may conduct its business in person or virtually by using channels like video-conferencing, teleconference or other legally acceptable means.
5. **Others:** Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.
6. **Vice President – Administration** shall govern the meeting's proceedings including recording of Minutes of Meetings/Resolutions.

Section 13: Disqualification

The Board of Directors may declare an officer or position to be vacant when an officer ceases to be a member in good standing of PMI or of the PMI GJC 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 Vice President or Vice President - Administration. 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 14: Removal of Board member

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 in the board meeting and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board with approval of the Membership.

Section 15: Filling of Vacancies

If the office(s) of the retiring Board Member(s) or some of them are not filled up, or if for any reason election has not been held in any year, the retiring Board Members or such of them as have not had their places filled up, shall, if willing to act, continue in office as a caretaker till the time Board fills up the vacancy by appointing a successor, unless (in the case in which election is held), it is expressly resolved by the Board not to fill up the vacancy. The vacant position shall be filled-up from the valid membership of the chapter.

If any officer or position becomes vacant, the Board may appoint a successor to fill the office for the balance left out portion of the current financial year for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the board members shall nominate/elect the President from existing board members and shall assume the duties and office of the presiding officer for the remainder of the term.

In circumstances, that none of the board members is eligible to get nominated to the vacant board portfolio, the positions will be filled up through a formal nomination process.

Section 16: Compliance with Registrar Office

Once in a year or as and when required, list of the office bearers and members of the Board shall be filed with the Registrar of Societies, Gujarat, as required under Rule 4 of the Societies Registration Act 1860 and Gujarat Societies Registration (Gujarat Amendment) Act, 1965, State of Gujarat, India.

ARTICLE VI - PMI GJC Nominations and Elections

Section 1: General

The nomination and election of board member shall be conducted annually in accordance with the terms of office specified in Article V, Section 1 and Article V, Section 3. All voting members in good standing of the PMI GJC 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: Terms of a Board Member

Candidates who are elected as board members 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.

The office bearer shall hold office until the close of business at the first meeting of the Nominating Committee held during the fiscal year subsequent to his expiring tenure.

Section 3: Nomination Committee

- a) Nominating Committee shall be appointed by the President after the approval of board to hold elections.
- b) It shall comprise of not more than 5 members.
- c) No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Nominating Committee.
- d) No current Board member/ officer will be appointed as the Nominating Committee member except the immediate past president who may be appointed as the Board liaison of the Nominating Committee. The existing board member not having candidature in the election may assume the role of board liaison, in case past president is unable to take up the role.
- e) The nomination committee members must be the member of PMI Gujarat Chapter and residing within the operational boundaries of the chapter.
- f) A Nominating Committee shall prepare a slate containing nominees for vacant and nominated board position and shall determine the eligibility and willingness of each nominee to stand for election.
- g) Candidates for the Board positions may also be nominated by petition process established by the Nominating Committee or the Board.
- h) Elections shall be conducted:
 - i) During the annual meeting of the membership; or
 - ii) By mail ballot to all voting members in good standing; or
 - iii) By electronic vote in compliance with the legal jurisdiction.
- i) Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. If elections are conducted using e-ballots and counting of e-ballots shall be performed PMI or any agency authorized by PMI.

Section 4: Limitation of the Nomination Committee

No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: Compliance of Nomination Committee with PMI

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

ARTICLE VII - PMI GJC - Committees

Section 1: General

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 residing in the chapter's operational boundaries. PMI GJC officers and/or Vice Presidents/Vice President – Administration can serve on be on the PMI GJC sub-committees, unless it specifically is restricted by the Bylaws.

Section 2: Nomination on the Committee

All committee members and a chairperson for each committee shall be appointed by the President with the approval of the Board.

Section 3: Invitation of Nominations

On behalf of the Board, President shall invite nomination(s) from the eligible members to form an independent Nominating Committee to perform election process.

ARTICLE VIII - PMI GJC Finance

Section 1 : Fiscal Period

The fiscal year of PMI GJC shall start from the first day of April and end on the thirty-first day of March of the following year.

Section 2: Membership Dues

PMI GJC annual membership dues shall be set by the PMI GJC's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3: Financial Governance

The PMI GJC 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: PMI Responsibility

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

Section 5: Funds and Income or its utilization

Income of PMI GJC may be derived from the following sources:

- a. Admission fee, membership fee, annual subscription etc.
- b. Grants, gifts, donations or any other contributions in cash or kind from Governments, local bodies, companies, institutions and other persons in India and abroad.
- c. All fees and other charges including license fees, training fees and delegate fees, if any, received by PMI GJC from its activities.
- d. Rent, interest, dividend or any other income received from investment of the funds of PMI GJC.

All the incomes, earnings, moveable and/ or immoveable properties of the PMI GJC shall be solely utilized and applied towards the promotion of its aims and objectives only as set forth in this Memorandum of Association and no portion thereof shall be paid or transferred directly or indirectly by way of dividends, bonus, profit or in any manner, whatsoever, to the present or past members of the PMI GJC or to any person or persons claiming through any one or more of the present or the past members. No member of the PMI GJC shall have any personal claim on any moveable and/ or immoveable properties of the PMI GJC or make any profit, whatsoever, by virtue of his membership. All funds shall be deposited or invested strictly in the name of the PMI GJC.

Subject to provisions of Section 11(5) of the Income Tax Act, 1961, all surplus funds of the PMI GJC shall be deposited in such Nationalized or scheduled bank or may be

invested in such manner by the Board as it may deem expedient from time to time in the interest of the PMI GJC.

Section 6: Operation of Bank Account

Operation of bank accounts and the other financial matters:

The PMI GJC Board may open an account or accounts in the name of PMI Gujarat Chapter (PMI GJC) for and on behalf of PMI GJC with any nationalized or scheduled bank.

All PMI GJC financial transactions requiring a cheque from the PMI GJC account must be signed jointly by any two of the following Board Members of PMI GJC:

1. President
2. Vice President – Finance
3. Vice President Administration
4. Any other Board Member as authorized by the Board.

Section 7: Financial Transaction Log

A detailed financial transaction log will be maintained by the Vice President – Finance and will be made available to any Board member and the same will be made available to the PMI on request.

Section 8: Powers to deal with Immoveable properties

The Board is empowered to acquire, sell, lease, transfer or assign the immoveable properties for the furtherance of objectives of PMI GJC and also for the benefit of its members, subject to such approvals as may be required by law. All movable and immovable properties of the PMI GJC shall be deemed to be vested, for time being, in the Board. The Board shall be responsible for acquiring, holding and managing such properties.

Section 9: Legal Compliance

All the required registers as applicable under provision of the Society registration Act 1860 and Gujarat Societies Registration(Gujarat Amendment) Act, 1965 will be maintained by the PMI GJC.

Section 10: Account and Audit

The PMI GJC shall keep or cause to be kept proper accounts of the receipts and payments, income and expenditures and of the property, assets and liabilities of the PMI GJC, in books to be maintained for the purpose. The Annual Accounts shall be made up to the end of the financial year. The Accounts of the PMI GJC shall be audited annually by a Chartered Accountant or a firm of Chartered Accountants appointed by the PMI GJC

ARTICLE IX - Meetings of the Membership

Section 1: Annual General Meeting

An annual meeting of the membership (Annual General Body Meeting) shall be held at a date, time and venue fixed by the Board. Annual General Meeting shall be held to transact the following business:

- a. To adopt the Annual Report on the affairs of the PMI GJC.
- b. To adopt the audited balance sheet and income & expenditure account of the PMI GJC.
- c. To appoint or delegate the powers to appoint auditors to the Board of the PMI GJC.
- d. To consider with the permission of the President any other matter which may be given notice of by any member or brought forward at the meeting relating to the PMI GJC except the matters which are delegated to the Board.

Section 2: Extraordinary General Body Meeting

Special meetings of the membership (Extraordinary General Body Meeting) may be called by the President or by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President. Upon the written request of the Board, or the members who have called the meeting, the Vice President or Vice President Administration shall fix the date, time and venue of the meeting, and provide the appropriate notice to the members. A meeting concerned on the requisition of members shall be held within Forty-five days (45) days of the receipt of the requisition.

Section 3: Notice of meetings

- a. Notice of the annual general meeting shall be sent by the Board to all members at least forty-five (45) days in advance of the meeting.
- b. Notice of all special meetings shall be sent by the Board at least fifteen (15) days in advance to the membership.

- c. The notice should indicate the date, time and venue of the meeting and include the proposed agenda.
- d. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting No business other than that specified in the notice shall be transacted at a members meeting provided that with the consent of all the members entitled to receive notice of a particular meeting that meeting may be convened by such shorter notice or without formal notice and in such manner as such members think fit.
- e. The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate any resolution passed at any such meeting.

Section 4: Quorum and Adjournment

Quorum at all annual and special meetings of the PMI GJC shall be at least a minimum of 5% of the total number of voting members or presence of 20 voting members whichever is higher, should be present in person. However, the quorum of the meeting may be considered with the members present in person under special circumstance or in the initial years of the chapter establishment with the permission of the President. A quorum of the eligible voting membership of PMI GJC shall exist at any annual general body meeting for the purpose of voting on all questions, resolutions, and other actions, so long as the annual general meeting has been properly announced and questions have been submitted consistent with the requirements of these Bylaws and applicable law.

Section 5: Member Questions

The Board shall give members of PMI GJC reasonable opportunities to express their views and put forward the questions pertaining to the business transacted at the meeting, and to present resolutions in an appropriate manner. Member shall submit its question and resolution relating to the business to be transacted at the Annual General Meeting to the Vice President or Vice President-Administration by a thirty (15) days prior notice and a petition signed by five percent (5%) or more of the voting membership. Except where a larger vote is required by law or by these Bylaws, a question affirmed by a majority of the eligible members voting and present shall be binding upon the Board unless determined to be contrary to applicable law or regulations.

Section 6: Resolution

Resolutions in general body meeting shall be passed by a simple majority vote of the total members present in the meeting and voting at the meeting provided that:

1. A resolution to alter rules and regulations shall require the affirmative vote of not less than two-thirds of the members present and voting at the meeting calculated to the nearest higher whole number;
2. A resolution in writing signed by not less than three-quarters of the total members present in the meeting calculated to the nearest higher whole number shall be as valid and effectual as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate documents signed by one or more of the members. A fax, cable, e-mail or valid electronic medium message sent by a member shall be deemed to be a document signed by him for the purposes of this Rule.

Section 7: Voting

At all general body meetings, a resolution put to the vote of the meeting shall be decided upon by a show of hands unless before or on the declaration of the result of the show of hands a poll be demanded by the President or by at least two members.

1. Unless a poll be so demanded, a declaration by the Chair of the meeting that a resolution has been carried, or carried by a particular majority shall be conclusive and an entry to that effect in the minutes book of PMI GJC shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor of or against such resolution.
2. If a poll be demanded in manner aforesaid, it shall be taken at such time and place, and in such manner, as the President shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.

Section 8: Meeting to be presided by

The President shall preside at every general body meeting of PMI GJC. The Vice President or Vice President - Administration shall preside in case of President is unavailable. In case President, Vice President or Vice President – Administration are not available than the members present at the meeting shall elect some other Board member or, if there be none present, a member or a representative including a proxy shall be the Chair of the meeting.

Section 9: Meeting Proceedings

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

ARTICLE X - Branches of the PMI GJC

Section 1. Establishing a Branch.

Upon written permission granted by PMI via the charter agreement, PMI GJC shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter referred to as "Branch") for the purpose of delivering its services locally. A Branch of PMI GJC shall be governed by these Bylaws and shall conduct its business in compliance with PMI GJC'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 PMI GJC and as per the Charter Agreement.

Section 3. Distribution of Dues.

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

Section 4. Branch Chair

The Branch Chair shall either be a member of PMI GJC's Board of Directors, or be a committee Chair and report into a PMI GJC Board member who oversees the PMI GJC's Branch (es). No separate election will be conducted for Branch(es)

Section 5. Limitations

Branches shall abide by the limitations consistent with the PMI GJC's Charter Agreement with PMI.

ARTICLE XI - Inurement and Conflict of Interest

Section 1: Policy

No member of the PMI GJC shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI GJC, except as otherwise provided in these Bylaws.

Section 2: Limitations

No officer, Vice President, Vice President – Administration or appointed Board member or authorized representative of the PMI GJC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI GJC of actual and reasonable expenses incurred by an officer, Vice President, Board member or authorized representative regarding attendance at the Board meetings and other approved activities.

Section 3: Engagement of Board Members

PMI GJC may engage in contracts or transactions with members, elected officers or Vice Presidents of the Board or appointed Board members or authorized representatives of PMI GJC and any corporation, partnership, association or other organization in which one or more of PMI GJC's Vice Presidents, officers, appointed Board members or authorized representatives are: Vice Presidents 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 Vice Presidents who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to PMI GJC and complies with the laws and regulations of the applicable jurisdiction in which PMI GJC is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of Directors.

Section 4: Compliance

All officers, Vice Presidents, appointed Board members and authorized representatives of the PMI GJC shall act in an independent manner consistent with their obligations to the PMI GJC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5: Disclosure of Interest or Affiliation

All officers, Vice Presidents, appointed Board members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI GJC 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: Policy

In the event that any person who is or was an officer, Vice President, Board member, or authorized representative of the PMI GJC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI GJC, 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: Requirements

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: Compliance

To the extent permitted by applicable law, the PMI GJC may purchase and maintain liability insurance on behalf of any person who is or was a Vice President, officer, employee, trustee, agent or authorized representative of the PMI GJC, or is or was serving at the request of the PMI GJC as a Vice President, 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: Amendments of Bylaws by Membership

Other than typographical error in the Bylaws, all sections of these Bylaws relating to

the following subjects may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the PMI GJC duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by any legally valid method including electronic ballot if permissible by local law returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. The membership approval of Bylaws shall require the approval of PMI.

1. Purposes and limitations of PMI GJC;
2. Voting rights of members;
3. Classes and qualifications of membership;
4. Termination or transfer of membership;
5. Regular member meetings;
6. Amendment of member voting provisions;
7. [Member] quorum;
8. Action by members;
9. Member action by proxy;
10. [Existence] authority of the Board;
11. Selection and removal of Directors;
12. Judges of election;
13. Voting rights of Directors;
14. Wind up and distribution.

Any other subjects reserved to the voting membership be amended by a simple majority at the membership meeting.

Notice of the proposed changes shall be sent in writing to the members at least 15 days before such meeting or vote. In order for the Bylaws amendment by the voting membership to be valid and effective, proper notice is required. Proper written notice under this section shall consist of a copy of the text of the proposed amendment, including any relevant explanatory material, whether transmitted by mail, facsimile, or other appropriate means that is sent to each member at least 15 days prior to the meeting. Notice by mail shall be deemed sufficient if sent to the last post office address furnished to PMI. Members may submit proposed amendment to these Bylaws by resolution pursuant to the requirement of Article IX Section 6.

Section 2: Amendment of Bylaws by the Board

All other sections of these Bylaws may be amended at any meeting of the Board by an affirmative vote of two-thirds (2/3rds) of all members then holding office, provided that proper written notice of the proposed bye-law change is given to each member at least ten (10) days prior to the meeting. Proper written notice under this section shall be a copy of the text of the proposed amendment, including any relevant explanatory materials, whether transmitted by mail, facsimile transmission, or other appropriate

means. Notice by mail shall be deemed sufficient sent to the last post office address furnished to PMI.

Section 3: Proposing Amendments

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 4: Governance

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 PMI GJC's Charter with PMI.

Section 5: Amendment of Memorandum

Any kind of amendment in the Memorandum of Association shall be made as per the provisions of Rules 12 and 12A of the Societies Registration Act 1860 and Gujarat Societies Registration (Gujarat Amendment) Act, 1965, State of Gujarat, India as follows;

1. Whenever it shall appear to the Board of PMI GJC that it is advisable to alter, extend, or abridge the purpose for which it has been established, or to amalgamate itself either wholly or partially with any other society, such Board may submit the proposition to the members of PMI GJC in a written or printed report, and may convene a special meeting for the consideration thereof according to these Bylaws;
2. But no such proposition shall be carried into effect unless such report shall have been delivered or sent by post to every member of PMI GJC 15 days previous to the special meeting convened by the governing body for the consideration thereof, nor unless such proposition shall have been agreed to by the votes of three-fifths of the members delivered in person or by proxy, and confirmed by the votes of three-fifths of the members present at a second special meeting convened by the governing body at an interval of one months after the former meeting.
3. Prior approval of the PMI shall be obtained before making any change in the Memorandum of PMI GJC.

ARTICLE XIV - Dispute and Mediation

Section 1: Scope

The grievance refers to disputes under these rules between: (a) a member and another member; or (b) a member and PMI GJC.

Section 2: Dispute Resolution between Chapter and Member

Disputes between members of PMI GJC (in their capacity as members), and disputes between members and PMI GJC, are to be referred to the Grievance Committee in the first instance in accordance with PMI GJC dispute resolution process set out separately.

In the event the process does not result in the dispute being resolved, the Grievance Committee may submit the dispute for resolution through PMI Conflict Resolution and Mediation Program, so as to effectuate a fair and efficient method to resolve internal disputes.

ARTICLE XV - Dissolution:

Section 1: Compliance

If the PMI GJC needs to be dissolved, it shall be dissolved as per provisions laid down under Rules 13 and 14 of the Gujarat Societies Registration(Gujarat Amendment) Act, 1965 or such other law as may be for the time being in force,, subject to the prior approval of PMI and such other approvals as may be required by the applicable law.

In the event that the PMI GJC 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 PMI GJC Charter and require the chapter to seek dissolution.

In the event that the PMI GJC failed to deliver value to its members as outlined in PMI GJC's business plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the PMI GJC Charter and require the chapter to seek dissolution.

Section 2: Communication to PMI

In the event the PMI GJC is considering dissolving PMI GJC the PMI GJC's members of the Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy and follow the Chapter dissolution procedure as defined in PMI's policy.

Section 3: Legal Requirements

On the dissolution of the PMI GJC 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.

Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

ARTICLE XVI - Miscellaneous

Section 1: Legal Suits

The Chapter may sue or be sued in the name of the President as per the provisions laid down under Rule 6 of the Societies Registration Act 1860 and Gujarat Societies Registration(Gujarat Amendment) Act, 1965, State of Gujarat, India. (as follows)

Rule 6. Suits by and against societies

1. Every society registered under this Act may sue or be sued in the name of President, Chairman, or Principal Vice President, or trustees, as shall be determined by the rules and regulations of the society and ,in default of such determination, in the name of such person as shall be appointed by the governing body for the occasion
2. PROVIDED that it shall be competent for any person having a claim or demand against the society, to sue the President or Chairman, or Principal Vice President or the trustees thereof, if on application the governing body some other officer or person be noted to be the defendant

Section 2: Books and Records

Record shall be made in proper books of all resolutions and proceedings of general meetings and special meetings, and meetings of the sub-committees and every minute signed by the chairman of the meeting to which it relates, or by the chairman of the subsequent Meeting, shall be conclusive evidence of the facts therein stated.

Vice President - Administration shall be responsible for keeping or causing to be kept proper records and minutes of the proceedings of the PMI GJC meetings and the general meetings of PMI GJC and of committee meetings.

Section 3: Irregularities

No act of the PMI GJC or any other body set up under these rules shall be invalid merely by reason of:

- i) any vacancy or defect in the election, nomination or appointment of a person acting as a member thereof; or
- ii) any irregularity in its procedure not affecting the merits of the case.

===== E N D of PMI GJC ByLaws =====

Logo of PMI Gujarat Chapter

Address of Chapter Registered Office