

## **PMI Colombo, Sri Lanka Chapter Bylaws**

### **Article I – Name, principal & Relationship to PMI:**

Section 1. This organization shall be called the Project Management Institute, Colombo, Sri Lanka Chapter (hereinafter “the PMI CSL”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI”) & separately incorporated as a non-profit organized under the laws of THE GOVERNMENT OF SRI LANKA.

Section 2. The principle office of the PMI CSL shall be located in # 21, Rodney Street, Colombo 08, Sri Lanka. The PMI CSL may have other offices such as Branch offices as designated by the PMI CSL Board of Directors.

Section 3. The PMI CSL is responsible to the duly elected PMI Board of Directors & is subject to all PMI policies, procedures, rules & directives lawfully adopted.

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

Section 5. The bylaws of the PMI CSL may not conflict with the current PMI’s Bylaws & all policies, procedures, rules or directives established or authorized by the PMI as well as with the PMI CSL’s Charter with PMI.

Section 6. The terms of the Charter executed between the PMI CSL & PMI, including all restrictions & prohibitions, shall take precedence over these Bylaws & other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI CSL shall be governed by and adhere to the terms of the Charter.

### **Article II – Purpose and Limitations of the PMI CSL:**

Section 1. Purpose of the PMI CSL.

- A. General Purpose: The PMI CSL has been founded as non-profit 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 PMI CSL and PMI and these Bylaws, the purposes of the PMI CSL shall include the following:
  - a. To promote Project Management as a profession & to promote its benefits & contribution in creating inter alia successful organizations.
  - b. To act as a forum for the free exchange of ideas in relation to Project Management & to provide network opportunities for Project managers & other interested parties involved in Project Management.

- c. To train & develop Sri Lankan Project Managers to the world class standards by collaborating with other Institutes/Associations through ongoing seminar
- d. To develop Project Management skills & competencies in rural areas.
- e. To promote importance of Project Management to the leaders & decision makers of the community in general.
- f. To build awareness about the role of Project Managers & to recognize Project Managers as professionals.
- g. To be recognized as a professional organization committed to project Management Development in the country by the leaders, professional bodies & the community

#### Section 2: Limitations of the PMI CSL.

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

### **Article III – PMI CSL Membership:**

Section 1. Membership in this organization is voluntary & shall be open to any eligible person interested in furthering the purpose 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 disabilities.

Section 2. Membership in the PMI CSL requires membership in PMI. The PMI CSL shall not accept as members any individuals who have not been accepted as PMI Members, & shall not create its own membership categories.

Section 3. All current members are eligible for voting & holding the office.

Section 4. Members shall be governed by and abide by the PMI Bylaws of the PMI CSL & all policies, procedures, rules & directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.

Section 5. All members shall pay the required PMI & Component membership dues to PMI & 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 PMI CSL Chapter.

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

Section 7. Members who fail to pay the required dues for one (1) month shall be delinquent & their names removed from the official membership list of the PMI CSL. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI & the PMI CSL to PMI within such one month delinquent period.

Section 8. Upon termination of membership in the PMI CSL, the member shall forfeit any & all rights & privileges of membership.

Section 9. The membership database & listings provided by PMI CSL may not be used for commercial purposes & may be used only for non-profit purposes directly related to the business of the PMI CSL, consistent with PMI Policies.

#### **Article IV – PMI CSL Board of Directors:**

Section 1. The PMI CSL 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 PMI CSL elected by the membership and shall be members in good standing of PMI and of the PMI CSL. Terms of office for the Officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than five (5) consecutive terms on the Board in general. These positions are staggered so that at least thirty per cent (30%) of positions are elected each year.

Section 3. The Board shall consist of an odd number of officers and be no less than seven (7) and no more than thirteen (13) officers, and shall include, at a minimum, the following (1 to 7) Officers:

1. President
2. Executive Vice President

3. VP – Finance
4. VP – Membership
5. VP – Marketing
6. VP – Professional Development
7. VP – Events

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

Section 4. The President shall be the chief executive officer for the PMI CSL and chairman 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 5. The Executive Vice president is responsible for the chapter operational activities and shall keep the records of all business meetings of the PMI CSL, & board meetings.

Section 6. The VP – Finance shall oversee the management of funds for duly authorized purposes of the PMI CSL. The VP – Finance shall also be responsible for entire financial reporting function and oversee the annual auditing function of the chapter.

Section 7. The Immediate Past President is responsible for ensuring a smooth transition to the new Board of Directors and also to assist the Board wherever needed. The Immediate Past President shall have only an advisory role and shall have no voting rights.

Section 8. The responsibilities of officers shall be as per the Elections Guideline.

Section 9. The Board shall exercise all powers of the PMI CSL, 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 CSL business and funds.

Section 10. The Board shall meet at the call of the president or at the written request of three (3) members of the board directors to the president. 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 & may take part & vote in person only. At its discretion, the Board may conduct its business by teleconference, or other legally acceptable means. But all board members must make their in-person participation minimum 75% of the board meetings for a year unless special approval is obtained by the board. Meetings shall be conducted in accordance with parliamentary procedures determined by the board.

Section 11. The Board of Directors shall declare a Board position to be vacant where an officer ceases to be a member in good standing of PMI or of the PMI CSL 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. 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 12. A Board member 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 Board.

Section 13. If any Board position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Executive Vice President shall assume the duties & office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

#### **Article V – Nominations & Elections:**

Section 1. The nomination & election of officers & directors shall be conducted annually in accordance with the requirements specified in Article III, Article IV, and this Article V. All voting members in good standing of the PMI CSL shall have the right to vote in the election. Discrimination in election & nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disabilities, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office within the first week of January following their election and shall hold office for the duration of their terms or until their successors have been elected & qualified.

Section 3. A nominating committee shall prepare a slate containing nominees for each Board position & shall determine the eligibility & 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 during the annual meeting of the membership; the candidate who receive 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. The qualified candidates receiving the largest number of qualified member votes shall be elected to each open Board position. Where a tie exists between two or more nominees, the Nominating Committee shall elect a winner.

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

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

#### **Article VI – Committees**

Section 1. The board may authorize the establishment of standing or temporary committees to advance the purpose, authority & outcomes. Committees are responsible to the board. Committee members shall be appointed from the membership of the organization.

Section 2. The VPs shall be the head of each of their respective committees.

Section 3. All committee members shall be appointed by the respective VPs with the approval of the Board. Committee members must be appointed from the membership of the chapter.

#### **Article VII – Finance**

Section 1. The fiscal year of the PMI CSL shall be from 1 January to 31 December.

Section 2. PMI CSL annual membership dues shall be set by the PMI CSL's Board & communicated to PMI in accordance with policies & procedures established by the PMI.

Section 3. The PMI CSL Board shall establish policies & Procedures to govern the management of its finances & shall submit required tax filling to appropriate government authorities.

Section 4. All dues billings, dues collections & dues disbursement shall be performed by PMI.

#### **Article VIII – Meetings of the Membership:**

Section 1. An annual meeting of the membership shall be held at a date & 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 President; by a majority of the board, or by petition of ten percent (10%) of the voting membership directed to the President. Notice for all special meetings shall be sent at least 15 days in advance. 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 4. A quorum at all annual & special meetings of the PMI CSL shall be five percent (5%) of the voting membership in good standing, present in person.

Section 5. All meetings shall be conducted according to the procedures determined by the board.

#### **Article IX – Branches of the PMI CSL**

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 PMI CSL shall be governed by these Bylaws and shall conduct its business in compliance with PMI CSL’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 PMI CSL’s dues & fees will be collected by PMI® on behalf of the PMI CSL and will be forwarded to PMI CSL. The PMI CSL will allocate funds to the Branch in accordance to PMI CSL’s policies & procedures. Branches shall not create its own membership or dues.

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

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

#### **Article X – Inurement & Conflict of Interest:**

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

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

Section 3. PMI CSL may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI CSL and any corporation, partnership, association or other organization in which one or more of PMI CSL'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 following conditions are met:

- A. the facts are regarding the relationship or interest as they relate to the contract or transactions are disclosed to the board of directors prior to the commencement of any such contract or transaction;
- B. the board in good faith authorizes the contract or transactions 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 PMI CSL and complies with the laws and regulations of the applicable jurisdiction in which PMI CSL 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, board directors, AVPs, appointed committee members, appointed advisory committee members and authorized representatives of the PMI CSL shall act in an independent manner consistent with their obligations to the PMI CSL and applicable law, regardless of any other affiliation, memberships or positions.

Section 5. All officers, board directors, AVPs, appointed committee members, appointed advisory committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI CSL 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 authorized representative of PMI CSL acting in good faith and in a manner responsibly believe to be in the best interest of the PMI CSL has been made party, or is threatened to be made by 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 representatives 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 representatives has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI CSL may purchase & maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the PMI CSL, or is or was serving at the request of the PMI CSL 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 – Disputes and Mediation**

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

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

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

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

Section 4. The mediator must be –

- (c) a person chosen by agreement between the parties; or
- (d) in the absence of agreement-
  - i. in the case of a dispute between a member and another member, a person appointed by the Board of the PMICSL; or
  - ii. in the case of a dispute between a member and the PMICSL, a person who is a mediator employed by the Dispute Settlement Centre of Sri Lanka (Department of Justice).

Section 5. A member of the PMICSL can be a mediator.

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

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

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

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

Section 9. The mediator must not determine the dispute.

Section 10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act otherwise at Law.

## **Article XIII – Amendments:**

Section 1. These bylaw may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at annual meeting or special meeting of the PMI CSL duly called & regularly held. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting.

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 & the policies, procedures, rules & directives established by the PMI Board of Directors, as well as with the PMI CSL's Charter with PMI.

#### **Article XIV – Dissolution:**

Section 1. In the event that the PMI CSL or its governing officers failed to act according to this bylaws and PMI CSL's or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to revoke the PMI CSL Charter and require the chapter to seek dissolution.

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

Section 3. In the event the PMI CSL is considering dissolving, the PMI CSL'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 PMI CSL dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable & 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.