



**Bylaws
Of
Project Management Institute
Mumbai Chapter**

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Table of Contents

PREAMBLE.....	7
ARTICLE I: NAME, PRINCIPAL OFFICE OTHER OFFICES.....	8
Section 1: Name/Non-Profit Incorporation	8
Section 2: Legal Requirements.....	8
Section 3: Principal Office and Other Offices	8
ARTICLE II: RELATIONSHIP TO PMI	8
Section 1: Responsibility.....	8
Section 2: Relationship with PMI®	8
Section 3: Precedence of PMI® Charter	8
ARTICLE III: PURPOSE AND LIMITATIONS OF THE PMI MC	8
Section 1: Purpose of the PMI MC.....	8
Section 2: Limitations of the PMI MC.....	9
ARTICLE IV: PMI MC MEMBERSHIP	9
Section 1: General Membership Provisions	9
Section 2: Classes and Categories of Members.....	11
ARTICLE V: PMI MC BOARD OF DIRECTORS	11
Section 1: Board of Directors	11
Section 2: Term of Board Members.....	11
Section 3: President.....	11
Section 4: Secretary.....	11
Section 5: Vice President-Finance	12

Section 6: Vice President	12
Section 7: Other Vice Presidents	12
Section 8: Board Structure	12
Section 9: Power and Duties of Board:	12
Section 10: Business meetings:	13
Section 11: Disqualifications	13
Section 12: Removal of Board Member	13
Section 13: Filling of Vacancies	13
Section 14: Compliance with Registrar Office	14
ARTICLE VI: PMI MC NOMINATIONS AND ELECTIONS	14
Section 1: General	14
Section 2: Term of a Board Member	14
Section 3: Nomination Committee	14
Section 4: Limitation to Member of Nomination Committee	15
Section 5: Compliance of Nomination Committee with PMI®	15
ARTICLE VII: PMI MC COMMITTEES	15
Section 1: General	15
Section 2: Nomination on the Committee	15
Section 3: Invitation of Nominations.....	16
ARTICLE VIII: PMI MC FINANCE	16
Section 1: Fiscal Period	16
Section 2: Membership Dues	16
Section 3: Financials Governance	16
Section 4: PMI® Responsibility	16
Section 5: Funds and Income or its utilization	16

Section 6: Operations of Bank Accounts.....	17
Section 7: Financial Transaction Log.....	17
Section 8: Powers to deal with immoveable properties:.....	17
Section 9: Legal Compliance.....	17
Section 10: Accounts and Audit:	18
ARTICLE IX: MEETINGS OF THE MEMBERSHIP	18
Section 1: Annual General Meeting (AGM).....	18
Section 2: Extraordinary General Body Meeting:.....	18
Section 3: Quorum and Adjournment:	18
Section 4: Notice Period of Meetings	19
Section 5: Member Questions:.....	19
Section 6: Resolution.....	19
Section 7: Voting:	20
Section 8: Meetings to be presided by:	20
Section 9: Meeting Proceedings.....	20
ARTICLE X: BRANCHES OF THE PMI MC	20
Section 1.Establishing a Branch.....	20
Section 2. Geographic Area.....	20
Section 3. Distribution of Dues	20
Section 4. Branch Chair.....	21
Section 5. Limitations	21
ARTICLE XI: INUREMENT AND CONFLICT OF INTEREST	21
Section 1: Policy	21
Section 2: Limitation.....	21
Section 3: Engagement of Board Members	21

Section 4: Compliance	22
Section 5: Disclosure of Interest or Affiliation	22
ARTICLE XII: INDEMNIFICATION	22
Section 1: Policy	22
Section 2: Requirements.....	22
Section 3: Compliance	22
ARTICLE XIII: AMENDMENTS	23
Section 1: Amendment of Bylaws by Membership:	23
Section 2: Amendment of Bylaws by the Board:.....	24
Section 3: Proposing Amendments	24
Section 4: Governance.....	24
Section 5: Amendment of Memorandum:.....	24
ARTICLE XIV: DISPUTE AND MEDIATION	25
Section 1: Scope	25
Section 2: Dispute Resolution	25
ARTICLE XV: DISSOLUTION	25
Section 1: Compliance	25
Section 2: Communication to PMI®	25
Section 3: Legal Requirements.....	25
ARTICLE XVI: MISCELLANEOUS.....	26
Section 1: Legal Suits	26
Section 2: Books and Records	26
Section 3: Irregularities.....	26

PREAMBLE

1. 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, Inc.';
- 1.2. 'PMI MC' means "Project Management Institute, Mumbai Chapter";
- 1.3. 'Act' means the Societies Registration Act, 1860;
- 1.4. 'Board' or 'Board of Directors' in relation to PMI MC means the board of directors of PMI MC.
- 1.5. 'Bylaws' means the registered Bylaws of PMI MC;
- 1.6. 'Charter Agreement' or 'Charter' means the Charter Agreement dated January 20, 2002 between PMI and PMI MC, as renewed and amended from time to time.
- 1.7. 'Memorandum of Association' of 'Memorandum of Association' PMI MC which is available in the Mumbai Chapter Office.
- 1.8. 'Operational Handbook' book means 'Operational Handbook of PMI MC' which is available in the Mumbai Chapter Office.
- 1.9. 'Persons' shall mean and include Individuals Firms, Societies, Clubs, Associations, Corporations and Incorporated Bodies;
- 1.10. 'Office Bearers' shall mean and include the President and Vice Presidents of PMI MC;
- 1.11. 'Rules' means the Rules as per Societies Registration Act 1860 and all the Provisions of the Societies Registration Act, 1860 as amended by the Maharashtra State.
- 1.12. Words importing the "masculine" gender and "singular" number shall respectively include the "feminine" gender and "plural" number and vice-versa;

2. Area of Operations:

- 2.1. The areas of operation of PMI MC is Maharashtra (Konkan Division), Nasik Division – except Ahmednagar district, Gujarat (South Gujarat, Surat District), Central Gujarat (Ahmedabad & Vadodara Districts) 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 Mumbai Chapter (hereinafter “PMI MC”). This organization is a chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Societies Registration Act 1860, State of Maharashtra, India.

Section 2: Legal Requirements

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

Section 3: Principal Office and Other Offices

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

ARTICLE II: Relationship to PMI

Section 1: Responsibility

PMI MC 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 MC 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 MC’s Charter with PMI®.

Section 3: Precedence of PMI® Charter

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

ARTICLE III: Purpose and Limitations of the PMI MC

Section 1: Purpose of the PMI MC

- A. **General Purpose.** PMI MC has been founded as non-profit; corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice,

science, and profession of project management in in area operations mentioned in Section 2.1 of Preamble in a conscious and proactive manner.

- B. **Specific Purposes.** Consistent with the terms of the Charter executed between the PMI MC and PMI® and these Bylaws, the purposes of PMI MC shall be as per the Memorandum of Association of PMI MC.

Section 2: Limitations of the PMI MC

- A. **General Limitations.** The purposes and activities of the PMI MC shall be subject to limitations set forth in the Charter agreement, these Bylaws, and conducted consistently with PMI MC Articles of Incorporation.
- B. **Use of Database.** The membership database and listings provided by PMI® to the PMI MC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI MC, 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 Board of PMI MC 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: PMI MC Membership

Section 1: General Membership Provisions

- A. Membership in the PMI MC requires membership in PMI®. The PMI MC shall not accept as members any individuals who have not been accepted as PMI® members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI MC 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 PMI MC 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 PMI MC. PMI MC may change the membership subscription fees at any time.
- D. Membership in the PMI MC shall terminate upon the member's resignation, failure

to pay dues or expulsion from membership for just cause.

- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the PMI MC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI MC to PMI® within such one month delinquent period.
- F. Upon termination of membership in the PMI MC, the member shall forfeit any and all rights and privileges of membership.
- G. Each member shall be eligible to be a member and attend meetings and events of PMI MC only so long as he complies with the Rules & Regulations and Bylaws of PMI MC 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.
- a. PMI MC may suspend or revoke the membership of a person or prevent a person from attending its meetings and/ or for just cause. PMI MC shall expel a member on happening of any of the following events :
- i) if he is found to be of unsound mind ; or
 - ii) if he has applied to be adjudicated insolvent or is an undischarged insolvent; or
 - iii) if he has been convicted by a Court or Tribunal of competent jurisdiction of any offence involving moral turpitude or other serious irregularities; or
 - iv) if he is found to conduct himself in a manner unbecoming of a member of PMI MC by PMI MC or PMI® or a disciplinary committee, if any, constituted by under the Bylaws or otherwise
- b. Membership in the PMI MC 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. Upon termination of membership in the PMI MC, the member shall forfeit any and all rights and privileges of membership.
- H. Individual and Retiree Members can vote and hold office in PMI MC.

Section 2: Classes and Categories of Members

Classes and Categories of Members. The PMI MC shall not create its own membership categories. PMI MC Membership categories shall be consistent with PMI® membership categories.

Article V: PMI MC Board of Directors

Section 1: Board of Directors

The PMI MC shall be governed by a Board of Directors (Board) comprising of President, Vice President, Secretary and Vice Presidents of the respective portfolios. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

The board will meet after the election results are declared by the Nomination Committee to decide the board composition for the next year. The board will also nominate members for the positions which lie vacant even after elections. The board will decide all the board positions and nominate BOD members to various position like President, Vice President, Secretary and other vice presidents for a period of 1 (One year) subject to the provisions of Section 2 of Article V.

Section 2: Term of Board Members

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

The Board shall consist of the officers of the PMI MC elected by the membership and shall be members in good standing of PMI® and of the PMI MC.

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. These positions are staggered so that at least 3 (THREE) are elected each year.

Section 3: President

The President shall be the chief executive officer for the PMI MC 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 4: Secretary

The Secretary shall keep the records of all business meetings of the PMI MC and

meetings of the Board.

Section 5: Vice President-Finance

The Vice President- Finance shall oversee the management of funds for duly authorized purposes of the PMI MC.

Section 6: Vice President

The Vice President shall provide support to the President in his duties of managing the PMI MC and assume the role of the PMI MC President if the President is unable to perform duties for any reason in accordance with PMI MC Bylaws.

Section 7: Other Vice Presidents

The Board shall consist of other elected and nominated Vice Presidents having role and responsibilities as mentioned in the Operational Handbook of PMI MC. The board may also include officers appointed by the Board to fill in for the unexpired portion of the term of a vacant board position.

Section 8: Board Structure

The Board shall consist of elected or nominated Presidents, Vice Presidents and Secretary. The board may also include nominated officers to fill in the vacant board positions.

The PMI Board of Directors shall be comprised of 07(seven) to 11 (eleven), at large, voting PMI MC Board Directors. Three (3) of these voting PMI MC Board Directors shall be elected and serve as Officers of the PMI MC consistent with the requirements of Article VII, below.

Section 9: Power and Duties of Board:

The Board shall exercise all powers of the PMI MC, 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 MC Business and funds.

Resolutions of the Board shall be passed by majority of their number, 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 message sent by a Board member shall be deemed to be a document signed by him and any legal channel preferably e-mail, facsimile message or any other means of communications as approved by the Board.

Section 10: Business meetings:

1. **Purpose** -The Board shall meet at the call of the President, or at the written request of three (3) members of the Board to perform the leadership function of the PMI MC.
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, Vice President (who is shadowing president) will exercise the casting vote.
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.

Section 11: Disqualifications

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 MC by reason of non-payment of dues, or where the officer fails to attend two (2) consecutive Board meetings either in person or virtually. Board of Directors may sanction leave of absence for a just cause i.e. emergency or any specific circumstances that the board may think that justifies the absence of the member.

An officer may resign by submitting written notice to the President or Secretary. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 12: Removal of Board Member

An officer may be removed from office for just cause in connection with the affairs of the organization

- a) By a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or
- b) By a two-thirds (2/3) vote of the Board.

Section 13: Filling of Vacancies

If the office(s) of the 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.

If any officer or position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President shall assume the duties and office of the presiding officer for the remainder of the term.

Section 14: Compliance with Registrar Office

Once in a year, list of the office bearers and members of the Board shall be filed with the Registrar of Societies, Maharashtra, as required under Rule 4 of the Societies Registration Act of 1860.

Article VI: PMI MC Nominations and Elections

Section 1: General

The nomination and election of officers 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 PMI MC 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: Term of a Board Member

Candidates who are elected 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 or nominated.

Section 3: Nomination Committee

Nominating Committee shall be appointed by the President after the approval of board to hold elections. It shall comprise of not more than 5 members. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Nominating Committee. 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.

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. Candidates for the Board positions may also be nominated by petition process established by the Nominating Committee or the Board.

Elections shall be conducted:

- (a) During the annual meeting of the membership; or
- (b) By mail ballot to all voting members in good standing; or
- (c) By electronic vote in compliance with the legal jurisdiction.

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 to Member of 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 the PMI MC may be used to support the election of any candidate or group of candidates for PMI®, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The PMI MC Nominating Committee, or other applicable body designated by the PMI MC, will be the sole distributor(s) of all election materials for PMI MC elected positions.

Article VII: PMI MC 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. PMI MC Officers and/or Vice Presidents can serve on be on the PMI MC committees, unless it specifically is restricted by the Bylaws.

Section 2: Nomination on the Committee

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

Section 3: Invitation of Nominations

On behalf of the Board, President as required shall invite from the members to form a PMI MC Committee to perform the assigned task.

Article VIII: PMI MC Finance

Section 1: Fiscal Period

The fiscal year of PMI MC shall start from 1-April to 31-March.

Section 2: Membership Dues

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

Section 3: Financials Governance

The PMI MC 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 membership dues billings, dues collections and dues disbursements shall be performed by PMI®

Section 5: Funds and Income or its utilization

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

- a. Admission fee, membership fee, annual subscription etc.
- b. Grants, gifts, sponsorship, 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 MC from its activities.
- d. Rent, interest, dividend or any other income received from investment of the funds of PMI MC.

All the incomes, earnings, moveable and/ or immovable properties of the PMI MC 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 MC or to any person or persons

claiming through any one or more of the present or the past members. No member of the PMI MC shall have any personal claim on any moveable and/ or immovable properties of the PMI MC or make any profit, whatsoever, by virtue of his membership. All funds shall be deposited or invested strictly in the name of the PMI MC.

Subject to provisions of Section 11(5) of the Income Tax Act, 1961, all surplus funds of the PMI MC shall be deposited in such scheduled bank/banks 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 MC.

Section 6: Operations of Bank Accounts

Operation of bank accounts and the other financial matters:

The PMI MC Board may open an account or accounts in the name of PMI MC for and on behalf of PMI MC with any scheduled bank or banks.

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

1. President
2. Vice President – Finance
3. 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 immovable properties:

The Board is empowered to acquire, sell, lease, transfer or assign the immovable properties for the furtherance of objectives of PMI MC 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 MC 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 Societies Registration Act 1860 will be maintained by the PMI MC.

Section 10: Accounts and Audit:

The PMI MC 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 MC, 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 MC shall be audited annually by a Chartered Accountant or a firm of Chartered Accountants appointed by the PMI MC

Article IX: Meetings of the Membership

Section 1: Annual General Meeting (AGM)

An annual meeting of the membership AGM shall be held at a date, time and venue fixed by the Board. AGM shall be held to transact the following business:

- a. To adopt the Annual Report on the affairs of the PMI MC.
- b. To adopt the audited balance sheet and income & expenditure account of the PMI MC.
- c. To appoint or delegate the powers to appoint auditors to the Board of the PMI MC
- d. To consider with the permission of the Chair any other matter which may be given notice of by any member or brought forward at the meeting relating to the PMI MC 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 President 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 thirty (30) days of the receipt of the requisition.

Section 3: Quorum and Adjournment:

Quorum at all annual and special meetings of the PMI MC shall be at least three percent (3%) of the voting membership present in person. A quorum of the eligible voting membership of PMI MC 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 4: Notice Period of Meetings

- a. Notice of the annual general meeting shall be sent by the Board to all members at least thirty (30) 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 5: Member Questions:

The Board shall give members of PMI MC 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 President by ten (10) days prior notice. 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 those present 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 number of present members 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 message sent by a member shall be deemed to be a document signed by him for the purposes of this Rule and any legal channel preferably e-mail, facsimile message or any other means of communications as approved by the Board.

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 MC 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: Meetings to be presided by:

The President shall preside at every general body meeting of PMI MC and if there be no President or he be not present, the Vice President (any) shall preside and if there be no Vice President or he be not present, 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 MC

Section 1. Establishing a Branch.

Upon written permission granted by PMI® via the charter agreement, PMI MC 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 MC shall be governed by these Bylaws and shall conduct its business in compliance with PMI MC'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 MC and as per the Charter Agreement.

Section 3. Distribution of Dues

All PMI MC's dues and fees will be collected by PMI® on behalf of the PMI MC and will be forwarded to PMI MC. The PMI MC will allocate funds to the Branch in accordance to PMI

MC'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 MC's Board of Directors, or be a sub-committee Chair and report into a PMI MC Board member who oversees the PMI MC'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 MC's Charter Agreement with PMI®

Article XI: Inurement and Conflict of Interest

Section 1: Policy

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

Section 2: Limitation

No officer, Vice President, appointed Board member or authorized representative of the PMI MC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI MC 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 MC may engage in contracts or transactions with members, elected officers or Vice Presidents of the Board, appointed Board members or authorized representatives of PMI MC and any corporation, partnership, association or other organization in which one or more of PMI MC'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 MC and complies with the laws and

regulations of the applicable jurisdiction in which PMI MC 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 MC shall act in an independent manner consistent with their obligations to the PMI MC 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 MC 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 MC, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI MC, 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 MC 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 MC, or is or was serving at the request of the PMI MC 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: Amendment 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 MC 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 thirty (30) days of the date by which members can reasonably be presumed to have received the ballot.

1. Purposes and limitations of PMI MC [Article III, Sections 1 and 2];
2. Voting rights of members [Article IV, Sections 1; Article IX, Section 7];
3. Classes and qualifications of membership [Article IV, Section 2];
4. Termination or transfer of membership [Article IV, Sections 1C, 1D, 1E, 1.Ga, 1Gb, and 1Gc];
5. Regular member meetings [Article IX, Section 1];
6. Amendment of member voting provisions [Article IX, Sections 5, 7; Article XIII, Section 1];
7. [Member] quorum [Article IX, Section 3];
8. Action by members [Article VI, Section 3; Article IX, Section 6, 7];
9. Member action by proxy [Article VI, Section 3];
10. [Existence] authority of the Board [Article V, Sections 1, 9];
11. Selection and removal of Directors [Article V, Sections 2, 12; Article VI];
12. Judges of election (Nominating Committee) [Article VI];
13. Voting rights of Directors [Article V, Section 10.3];
14. Wind up and distribution (dissolution) [Article XV].

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 any legal channel 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 MC'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 of 1860, as follows;

1. Whenever it shall appear to the Board of PMI MC 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 MC 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 MC 10 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 MC.

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 MC.

Section 2: Dispute Resolution

Disputes between members (in their capacity as members) of PMI MC, and disputes between members and PMI MC, are to be referred to the grievance committee in the first instance in accordance with PMI MC Dispute resolution process set out separately.

Article XV: Dissolution

Section 1: Compliance

If the PMI MC needs to be dissolved, it shall be dissolved as per provisions laid down under Rules 13 and 14 of the Societies Registration Act of 1860 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 MC 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 MC Charter and require the chapter to seek dissolution.

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

Section 2: Communication to PMI®

In the event the PMI MC is considering dissolving PMI MC the PMI MC'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 MC 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

PMI MC 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 of 1860 (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, Chair, 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 Chair ,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 chair of the meeting to which it relates, or by the chair of the subsequent Meeting, shall be conclusive evidence of the facts therein stated.

Secretary shall be responsible for keeping or causing to be kept proper records and minutes of the proceedings of the PMI MC meetings and the general meetings of PMI MC and of sub-committee meetings.

Section 3: Irregularities

No act of the PMI MC 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.

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PMI/MC