

## **Project Management Institute Berlin/Brandenburg Chapter Bylaws**

### **Article I – Name, Principal Office; Other Offices**

Section 1: Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Berlin/Brandenburg Chapter (hereinafter referred to as “PMI BB Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI”) and separately incorporated as a non-profit association under the laws of Germany.

Section 2: The PMI BB Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI BB Chapter conducts business or is incorporated/registered.

Section 3: Principal Office; Other Offices.

The principal office of the PMI BB Chapter shall be located in Berlin, Germany. The PMI BB Chapter may have other offices such as Branch offices as designated by the PMI BB Chapter Board of Directors.

### **Article II – Relationship to PMI®**

Section 1: The PMI BB Chapter is responsible to the duly elected PMI® Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

Section 2: The Bylaws of the PMI BB Chapter may not conflict with the current PMI® Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the PMI BB Chapter’s Charter with PMI®.

Section 3: The terms of the Charter executed between the PMI BB Chapter and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder and in the event of a conflict between the terms of the Charter and the terms of these Bylaws, the PMI BB Chapter shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PMI BB Chapter**

Section 1: Purpose of the PMI BB Chapter.

- A. General Purpose. The PMI BB Chapter has been founded as non-profit association chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner for the benefit of general public.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI BB Chapter and PMI® and these Bylaws, the purposes of the PMI BB Chapter shall include the following:
  - a) Promote the practice of the profession of Project Management by and for its members.
  - b) Provide opportunities for the project management education and professional development of its members.
  - c) Promote professional application for management of projects, programs and project portfolios.

- d) Provide a framework for professional networking and social interaction among its members to share ideas, practices and solutions regarding the profession of Project Management.

Section 2: Limitations of the PMI BB Chapter.

- A. General Limitations. The purposes and activities of the PMI BB Chapter shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with PMI BB Chapter's Articles of Association.
- B. The membership database and listings provided by PMI® to the PMI BB Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI BB Chapter, 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 of the PMI BB Chapter 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 Articles of Association, Charter Agreement; Bylaws, PMI®'s Bylaws, policies, practices, procedures and rules and applicable law.

**Article IV – PMI BB Chapter Membership**

Section 1: General Membership Provisions.

- A. Membership in the PMI BB Chapter requires membership in PMI®. The PMI BB Chapter 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 Article of Association and Bylaws of the PMI BB Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and PMI BB Chapter membership dues to PMI® and in the event that a member resigns or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the PMI BB Chapter.
- D. Membership in the PMI BB Chapter 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 BB Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI BB Chapter to PMI® within such one month delinquent period. Delinquent members are not entitled to vote on Chapter issues or to hold office.
- F. Upon termination of membership in the PMI BB Chapter, the member shall forfeit any and all rights and privileges of membership.

- G. All members of the PMI BB Chapter may vote on Chapter issues presented to membership.
- H. All members of the PMI BB Chapter may hold office according to the requirements specified elsewhere in these Bylaws.

Section 2: Classes and Categories of Members. The PMI BB Chapter shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

#### **Article V – PMI BB Chapter Board of Directors**

Section 1: The PMI BB Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the PMI BB Chapter.

Section 2: The Board shall consist of the officers of the PMI BB Chapter elected by the membership and shall be members of PMI® and of the PMI BB Chapter. Terms of office for the officers shall be 2 years or until their successors have been elected and qualified, limited to 3 consecutive terms in the same position, and no more than 4 consecutive terms on the Board in general. For good reasons, especially if no other candidates are available who want to get elected to the Board, it is possible to extend the terms in the same position and on the Board in general. It is intended to stagger the election of the Board positions so that over the years about 50 % of the Board members are elected each year. For the first year of staggering the Board positions and in order to ensure annual elections, some of the terms of office will be one (1) year.

Section 3: Board of Director positions in the PMI BB Chapter

- The President is responsible for the overall oversight of the PMI BB Chapter and of the Board. The President of the PMI BB Chapter shall direct the activities of the PMI BB Chapter and of the other board members in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Strategy & Execution is responsible for developing and implementing the strategy of the PMI BB Chapter and for the coordination of the interfaces to PMI® in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Finance is responsible for planning and controlling the financials of the PMI BB Chapter and for maintaining and presenting all financial records required for PMI BB Chapter operations in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Members is responsible for addressing the needs of chapter membership, including recruiting and retaining members in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Marketing & Communication is responsible for planning, developing and implementing marketing and communication programs in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Events is responsible for planning, organizing and executing of the PMI BB Chapter events in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Organizational Outreach & Relationship is responsible for developing and maintaining relationships to local institutions an organizational level in accordance with the PMI BB

Chapter Articles of Association, Bylaws and policies.

- The Vice President Volunteers is responsible for addressing the needs of the volunteers, including recruitment, retention, recognition and leadership development training and support in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Branches is responsible for the planning and coordination of the local Branch activities and events of the PMI BB Chapter in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.
- The Vice President Information Technology is responsible for the management of the PMI BB Chapter information technology systems in accordance with the PMI BB Chapter Articles of Association, Bylaws and policies.

Section 4: In the case that there are not enough qualified candidates to fill all Board positions, the Board may decide with a two-thirds (2/3) majority to combine several Board of Director positions to one position. In accordance with the PMI BB Chapter Articles of Association at least 5 Board positions (President, Vice President Strategy & Execution, Vice President Finance, Vice President Members and Vice President Marketing & Communications) need to be filled.

Section 5: The Board shall exercise all powers of the PMI BB Chapter, 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 BB Chapter business and funds.

Section 6: The Board shall meet at the call of the President or the Vice President Strategy & Execution or at the written request of three (3) members of the Board. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member of the Board shall be entitled to one (1) vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, e-mail, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 7: The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member of PMI or of the PMI BB Chapter by reason of non-payment of dues. An officer may resign by submitting written notice to the Vice President Strategy & Execution (or the case of the Vice President Strategy & Execution 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 8: 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 and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 9: If any officer 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 Strategy & Execution shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

#### **Article VI – PMI BB Chapter Nominations and Elections**

Section 1: The nomination and election of officers shall be conducted in accordance with the requirements contained in these Bylaws. All members of the PMI BB Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2: Candidates who are elected shall take office on the first day of the month following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3: A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted during the annual meeting of the membership. The candidate who receives a majority of votes cast for each office shall be elected.

Section 4: No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5: In the event that it becomes impossible to comply with any of these election provisions due to the lack of availability of qualified candidates or other similar reasons, such provisions may be waived by two-thirds (2/3) majority of the Board.

Section 6: In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI® or the PMI BB Chapter may be used to support the election of any candidate or group of candidates for PMI®, PMI BB Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for PMI BB Chapter elected positions.

#### **Article VII – PMI BB Chapter Committees**

Section 1: The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. The PMI BB Chapter officers can serve on the PMI BB Chapter Committees unless it is specifically restricted by these Bylaws.

Section 2: All committee members and a chairperson for each committee shall be appointed by the Vice President Volunteers with the approval of the Board.

#### **Article VIII – PMI BB Chapter Finance**

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

Section 2: PMI BB Chapter annual membership dues shall be set at the Annual Membership Meeting at the suggestion of the Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3: The PMI BB Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

Section 5: The Annual Membership Meeting elects two financial auditors whose task is to audit the cash journals as of the annual financial statement provided by the Vice President Finance to the Board by December 1. The financial auditors report their results to the following Board meeting and, if appropriate, release the Vice President Finance.

Section 5: All dues billings, dues collections and dues disbursements shall be performed by PMI®.

#### **Article IX – Meetings of the Membership**

Section 1: An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least four (4) weeks 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 a majority of the Board, or by petition of ten percent (10%) of the membership directed to the Vice President Members. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3: Quorum at all annual and special meetings of the PMI BB Chapter shall be those members present and in person.

Section 4: All meetings shall be conducted according to parliamentary procedures determined by the Board.

#### **Article X – Branches of the PMI BB Chapter**

Section 1: Establishing a Branch.

Upon written permission granted by PMI via the Charter Agreement, the PMI BB 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 the PMI BB Chapter shall be governed by these Bylaws and shall conduct its business in compliance with PMI BB Chapter Articles of Association, Bylaws and policies 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 PMI BB Chapter and its charter with PMI®.

Section 3: Distribution of Dues.

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

Section 4: Management.

Each Branch of the PMI BB Chapter is managed by a Director. The Directors of the PMI BB Chapter Branches report to the Vice President Branches.

Section 5: Limitations.

Branches shall abide by the limitations consistent with the PMI BB Chapter’s Charter Agreement with PMI®.

**Article XI - Inurement and Conflict of Interest**

Section 1: No member of the PMI BB Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI BB Chapter except as otherwise provided in these Bylaws.

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

Section 3: PMI BB Chapter may engage in contracts or transactions with members, elected officers or Directors of the Board, appointed committee members or authorized representatives of PMI BB Chapter and any corporation, partnership, association or other organization in which one or more of PMI BB Chapter officers, appointed committee members or authorized representatives are: 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 officers who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to PMI BB Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI BB Chapter 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, appointed committee members and authorized representatives of the PMI BB Chapter shall act in an independent manner consistent with their obligations to the PMI BB Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5: All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI BB Chapter has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

**Article XII – Indemnification**

Section 1: In the event that any person who is or was an officer, committee member, or authorized representative of the PMI BB Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI BB Chapter, 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 association), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2: Unless ordered by a court, discretionary indemnification of any representative shall be

approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these Bylaws.

Section 3: To the extent permitted by applicable law, the PMI BB Chapter may purchase and maintain liability insurance on behalf of any person who is or was an officer, employee, trustee, agent or authorized representative of the PMI BB Chapter, or is or was serving at the request of the PMI BB Chapter as an officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

#### **Article XIII- Amendments**

Section 1: These Bylaws may be amended by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI BB Chapter duly called and regularly held. Notice of proposed changes shall be sent in writing to the membership at least four (4) weeks 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 addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3: All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the PMI BB Chapter's Charter with PMI®.

#### **Article XIV – Dissolution**

Section 1: In the event that the PMI BB Chapter or its governing officers failed to act according to these PMI BB Chapter Articles of Association, Bylaws and policies or all PMI® policies, procedures, and rules outlined in the charter agreement, PMI® has a right to dissolve the PMI BB Chapter.

Section 2: In the event the PMI BB Chapter considering dissolving, the President of the PMI BB Chapter must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI®'s policy.

Section 3: The general meeting decides on the dissolution of the association with a majority of three-thirds (3/4) of the valid votes cast.

Section 4: If the association is dissolved, the net assets of the association shall fall, after payment of the liabilities, to a selfless corporation to be determined by the members. In the event that the association is merged with another legal entity and absorbed by the latter, the assets of the association shall pass to the acquiring legal entity.