



**Project
Management
Institute®**
Gujarat, India

Bylaws

**Project Management Institute
Gujarat Chapter**

October 2025

Document Control

Version	Authors	Reviewer	Date	Change Description
R1	Dr Sanjay Buch	All SC Members	12/11/2019	Initial Draft document
R2	Dr Sanjay Buch	All SC Members	11/12/2019	Inputs from SC Members
R3	Dr Sanjay Buch	Girish Kadam, RM and PMI AP	27/12/2019	Inputs from Regional Mentor and PMI AP.
R3	Dr Sanjay Buch	PMI AP	03/01/2020	Inputs from PMIAP
R4	Dr Sanjay Buch, Mr. Rajit Shah	All Board Members	20/03/2020	Inclusion of scheduled bank
R5	Dr. Sanjay Buch, Mr. Prerak Shah	All Board Members	26/09/2023	Amendments as per the new chapter agreement in line with Project Unity
R6	Mr. Rajesh Panchal, Mr. Darshil Mistry, Mr. Prerak Shah	All Board Members, <u>PMI SA:</u> Mr. Abhishek Sharma Mrs. Suvarna Naikdesai	07/10/2024	Amendments as per the new chapter agreement in line with new PMI requirements
R7	Mr. Rajesh Panchal, Mr. Darshil Mistry, Mr. Prerak Shah	All Board Members, <u>PMI SA:</u> Mr. Abhishek Sharma Mr. Prasanna Sampathkumar	07/10/2025	Amendment to election clauses in line with PMI requirements

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1. Preamble

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

- 1.1. 'PMI' means "Project Management Institute, United States of America";
- 1.2. 'PM' means 'Project Management'
- 1.3. 'PMIGJC' means "Project Management Institute, Gujarat Chapter";
- 1.4. 'Component' means any PMI related or aligned entity that can operate in autonomous manner in line with PMI Charter Agreement
- 1.5. 'Chapter' means component of PMI System that is aligned with PMI but operating as individual entity; in this case, to be referred as PMI Gujarat Chapter [PMIGJC]
- 1.6. 'Act' means the Societies Registration Act 1860 (21st act of 1860) and Mumbai Charitable Trust Act 1950 (29th of Mumbai 1950).
- 1.7. 'Board' or 'Board of Directors' in relation to PMIGJC means the board of directors of PMIGJC.
- 1.8. Founding Trustee means members of the chapter formation steering committee, who were also the signatories of Memorandum of Association (PMI's first Registration Document)
- 1.9. 'Bylaws' means the registered Bylaws of PMIGJC.
- 1.10. 'Charter Agreement' or 'Charter' means the Charter Agreement dated November 6, 2019 between PMI and PMIGJC, as renewed and amended from time to time.
- 1.11. 'Persons' shall mean and include Individuals, Firms, Societies, Clubs, Associations, Corporations and Incorporated Bodies.
- 1.12. 'Officers' or 'Office Bearers' shall mean and include the President and Vice Presidents of PMIGJC. In other terms they can be known as Board of Directors.
- 1.13. 'Rules' means the Rules as per the Societies Registration Act 1860 (21st act of 1860) and Mumbai Charitable Trust Act 1950 (29th of Mumbai 1950) India and all the Provisions of the Societies Registration Act, 1860 as amended by the Gujarat State as Societies Registration (Gujarat Amendment) Act, 1965.
- 1.14. Words importing the "masculine" gender and "singular" number shall respectively include the "feminine" gender and "plural" number and vice-versa;

2. Area of Operation

PMIGJC serves its members primarily from the state of Gujarat, including union territories Diu, Daman, Dadra Nagar Haveli and Silvassa as specified in the Charter Agreement, as well as also serves the members that could be residing outside above-mentioned area, but have become the member of PMIGJC.

Article I – Name, Principal Office Other Offices.

Section 1. Name/Non-Profit Incorporation

This organization shall be called the Project Management Institute, PMI Gujarat Chapter (hereinafter “PMIGJC”). 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 and Gujarat Societies Registration (Gujarat Amendment) Act, 1965, State of Gujarat, India.

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

Section 3. Principal Office; other offices

The principal (registered) office of PMIGJC shall be located in Ahmedabad in the State of Gujarat, India. PMIGJC may have other offices such as Branch offices as designated by the PMI Gujarat Chapter Board of Directors.

Article II - Relationship to PMI

Section 1: PMI Gujarat 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 PMI Gujarat Chapter 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 PMIGJC’s Charter with PMI.

Section 3: The terms of the Charter executed between the PMIGJC 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 Gujarat Chapter shall be governed by and adhere to the terms of the Charter.

Article III - Purpose and Limitations of the PMI Gujarat Chapter

Section 1: Purpose of the PMI Gujarat Chapter

- A. General Purpose. PMI Gujarat Chapter has been founded as non-profit; Trust non-profit corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the PMI Gujarat Chapter and PMI and these Bylaws, the purposes of PMIGJC shall be as per the Memorandum of Association of PMIGJC. However, the core specific purposes are listed below:
 - a) To foster professionalism in the management of projects.
 - b) To contribute to the quality and scope of project management.
 - c) To stimulate appropriate global application of project management for the benefit of general public.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and other interested and involved in project management.
 - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) Develop a growing and committed membership of local PM Professionals
 - g) Promote PM principles and techniques among local businesses, universities and professional associations.
 - h) Support and enhance PM professionalism by developing and providing quality programs as per the regional project needs.
 - i) Create and deliver educational programs that strengthen local PM Professionals' knowledge, skills and support the PMI professional certification program.
 - j) [Repetition] Bring forth Chapter publications to provide a source of constant information in PM and forum for members to share their experiences and case studies on PM.
 - k) Collaborate with other chapters in region and across the world to to share & learn best practices and develop & implement programs that are of interest of PM communities
 - l) To explore the opportunities of various fund-raising options like subscriptions, entrance fees, training & development fees, event registration fees, special fees including donation, etc. to make the PMI Gujarat Chapter self-sustainable and achieve the Chapter Objectives.

The terms and condition of such option will be determined on case-to-case basis.

Section 2. Limitations of the PMIGJC

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

Article IV - PMI Gujarat Chapter Membership

Section 1. General Membership Provisions

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

Membership in this organization 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 PMIGJC 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 PMIGJC 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 PMIGJC.
- D. Membership in the PMIGJC 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 PMIGJC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMIGJC to PMI within such one month delinquent period.
- F. Upon termination of membership in the PMIGJC, the member shall forfeit any and all rights and privileges of membership.
- G. All PMIGJC members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMIGJC members meeting the qualifications are eligible to run for and hold a PMIGJC elected position.
- H. Admission to membership: Each PMI member shall be eligible to be a PMI Gujarat Chapter member and attend meetings and events of PMIGJC only so long as he complies with the 'Rules & Regulations', 'Bylaws of PMIGJC & PMI including all policies, 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 individual's membership as may be prescribed.
- I. Membership Subscription: All members shall pay the required Membership dues to PMI and in the event that a member resigns or they ceased to be a member or expelled from the membership as per the below mentioned sub-clause, membership dues shall not be refunded by PMI or PMIGJC.

PMI may change the membership subscription fees at any time and in that case, it will be rolled out as per the PMI's guidelines.

J. Membership Resignation, Expulsion or Termination:

PMIGJC may suspend or revoke the membership of a person or prevent a person from attending its meetings and/ or event without having to provide any reason or explanation to the person, if the Board considers, in its sole discretion, that such a person is unfit, ineligible or otherwise undesirable or that such person should be removed from membership for just cause. PMIGJC shall expel a member on happening of any of the following events:

- i) if member is found to be of unsound mind; or
- ii) if member has applied to be adjudicated insolvent or is an undischarged insolvent; or
- iii) if member has been convicted by a Court or Tribunal of competent jurisdiction of any offence involving moral turpitude or other serious irregularities; or

- iv) if member is found to conduct himself in a manner unbecoming of a member of PMIGJC by PMIGJC or PMI or a disciplinary committee, if any, constituted by under the Bylaws or otherwise

Section 2. Classes and Categories of Members

The PMIGJC shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V - PMI Gujarat Chapter Board of Directors

Section 1: The PMIGJC 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).

- a) The Chapter Board shall have **not less than seven** and **maximum fifteen elected officers**.
- b) All elected board members of PMI Gujarat Chapter shall have voting rights as a part of the board meeting.
- c) All PMIGJC Officers and Board members holding the portfolio/positions must be residing within the geographical operational boundaries of the Chapter and must be a member of PMI Gujarat Chapter and maintain it throughout their tenure
- d) All Board Members, elected, nominated or otherwise must maintain appropriate PMI credentials, as outlined in the PMIGJC Operations Handbook, in good standing throughout their term
- e) The role assignments for the elected/nominated board members may change from time to time through a board resolution initiated by the President. All Board Members, elected, nominated or otherwise will have their roles & responsibilities delineated from time to time and they will be enlisted in the PMIGJC Operations Handbook
- f) The First Board shall consist of signatories to the Memorandum of Association and thereafter shall consist of members elected as provided in Article VI.

To recognize the efforts and contribution of Founding Trustees, including the seed fund provided to establish the chapter, they shall be:

- i. Honored by having them listed explicitly on the chapter website

- ii. Invited to chapter's annual conference as special invite on complimentary basis [no charges] [This invite will stand no commercial value and non-transferrable]

These privileges stand valid only and as long as Founding Trustee has not withdrawn their seed fund AND does not utilize PMIGJC platform or events in any ways that can or has harmed chapter's interest in any ways

Section 2: The Board shall consist of the officers of the PMIGJC elected by the membership and shall be members in good standing of PMI and of the PMIGJC.

The Terms of the first Board shall be of 2 (two) Years from the establishment of the Chapter.

The terms of office for the officers i.e. board members shall be 2 **(TWO) YEARS**, limited to 2 [two] consecutive terms in the same office i.e. position, and **no more than 5 [FIVE] consecutive terms on the Board**. These positions are staggered so that approximately [1/3rd] of the board positions are elected each year.

- a) Elections shall be held each year annually.
- b) In order to ensure better continuity and stability of chapter operation [to avoid massive changes] at the board level, the elections shall be held such that minimum one third [1/3rd] and maximum 60% (i.e. approximately up to half of the officer strength) of board positions undergo election annually.
To support this:
 - i. Extension or reduction, as may necessary, to be granted to some officers (as per PMIGJC's board's discretion) to ensure that number of board positions undergoing election remains within allowed limits), and that will be valid for one year or up to the next election, whichever is sooner.
 - ii. Such extension can be granted only once and extended term is considered as part of the same term and not a different term (with respect to calculation of maximum terms in same portfolio or in total)
 - iii. In case any exceptional scenario arises that requires election of board positions below or above allowable limits, then it has to be resolved by passing appropriate board resolution and with alignment & approval of PMI representative.

- c) Appointment of Statutory Board Positions / PMIGJC Officers

President: Member to be nominated to the position of President must have a minimum of 1 (one) full term (of 2 years) of functioning as a board member, having immediate previous functioning as PMIGJC Board member, except for the first board. The President will be elected by the PMIGJC Board members elected by the membership.

Upon completion of the election process, the board members will elect the new president either unanimously or through simple majority of the votes of the board members.

The current president and proposed presidential candidates shall not take part in this [President's] voting process.

If there is a tie then current president shall cast deciding vote as long as current president is not one of the proposed presidential candidates; in such situation, deciding vote casting shall be done in following order – by current VP / by VP-Administration / by VP-Finance, till a person that is also not a proposed candidate is reached.

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

Member to be nominated to the Vice-President, Vice President Administration and VP-Finance must have a minimum of 1 (one) full term (of 2 years), of immediate previous functioning as a board member with PMIGJC except for the first board members.

However, PMIGJC board may review the eligibility criteria based on the available volunteer base during the initial period of 3 to 4 years. Out of these three, Vice President-Finance is mandatory position and President may decide to omit either of the other two from the board structure at particular term. In that situation, same person will act as Vice President and Vice President – Administration/Secretary.

President holding Office along with Board will propose one of the elected board members, that meets the mentioned criteria, each for each of the positions from these three positions he/she has decided to keep as part of board structure based on the experience, skills and past assignment attached with PMI Chapters & components. The proposal will be passed through simple majority of the rest of the board.

Section 3: The **President** shall be the chief executive officer for the PMIGJC 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 member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

Section 4: The **Vice President – Administration / Secretary** shall keep the records of all business meetings of the PMI Gujarat Chapter and meetings of the Board.

Vice President – Administration/Secretary shall be nominated or elected volunteer responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, governance & policies of the chapter and related affairs of the Chapter in accordance with PMIGJC Bylaws. Further Vice President – Administration/Secretary will assume the role of Vice President, if in case President and board has decided to not appoint anyone as Vice President.

Section 5: The **Vice President – Finance** shall oversee the management of funds for duly authorized purposes of the PMI Gujarat Chapter.

The Vice President- Finance shall be nominated or Elected volunteer responsible for finance and shall oversee the management of funds for duly authorized purposes of the PMIGJC. Vice President – Finance will be responsible for maintaining and presenting all financial records required for the Chapter operations in accordance with PMIGJC bylaws including statutory compliances related to the financial matters of the Chapter.

Section 6: Vice President:

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

Section 7: Other Portfolio Vice Presidents

The Board shall consist of other elected Vice Presidents for board portfolios as proposed by President and agreed by PMIGJC board and nominated Advisors (advisory function without Board voting rights) as per handbook of operations.

The board may also include officers appointed by the Board to fill in for the unexpired portion of the balance term of a vacant board position.

Section 8: Structure of the Board

- a) **The membership will explicitly elect board members to fill the vacancies of the board and/or board positions that are going to be vacant at the end of current term [as per chapter's bylaws].** The already elected and nominated board members will cease from their current positions but will continue their role as a board member for the remaining elected tenure. In case of board member position remain vacant, the board can and shall fill-up the vacant position via appropriate nomination.

- b) The PMIGJC Board of Directors shall be comprised of **minimum 07 (seven) to maximum 15 (fifteen)**, at large, voting PMIGJC Board Directors. Three (3) of these voting PMIGJC Board Directors shall be elected and serve as Officers of the PMIGJC consistent with the requirements of Article VII, below.
- c) The PMIGJC board may restructure its portfolio assignments by keeping the membership services and maintaining geographic balances. Few portfolios related to core membership services and chapter's growth may be replicated within the board across the different cities if required by the board.
- d) PMIGJC will attempt to establish the balance representation of the important cities of its geographic region in its board by having board members from those cities but that is not mandatory. If needed then chapter's board can nominate the Board Members from specific city OR Vice President of particular portfolio can appoint and operate in specific city / region through AVPs [Associate Vice President] to ensure membership of particular city/subregion is aptly supported AND PMIGJC Objectives are aptly promoted.
- e) The Board shall consist of elected or nominated board members. The elected or nominated board members shall have role of President, Vice President, Vice President-Administration/Secretary and other Vice Presidents for governing the various portfolios.
- f) The assignment of role of the Vice President is not mandatory. The board will effectively use the available position of Vice President by assigning other portfolio to the board member which will helps in chapter's growth and membership services in the specific city.
- g) The PMIGJC board may restructure its portfolio assignments by keeping the membership services and maintaining geographic balances.
- h) The roles and responsibilities of each board members shall be governed by Chapter's Operational Handbook.
- i) As per Article V Section I, president will nominate and allocate appropriate portfolio positions to the elected board members, in consultation with rest of the board.

Section 9: The Board shall exercise all powers of the PMIGJC, 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 PMIGJC business and funds.

Resolutions of the Board shall be passed by majority of their number present in the board meeting, provided that in lieu of their resolution passed at a meeting of the Board any matter may be decided by circular resolution or written resolution signed by all Board members. A cable, electronic, email, facsimile message or other valid electronic medium sent by a Board member shall be deemed to be a document signed by him individual for the purpose of this Rule.

Section 10: The Board shall meet at the call of the President, 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 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, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board

Section 11: The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMIGJC by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the President or Vice President or Vice President – Administration/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: An officer or Director at Large 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 13: If any officer or position becomes vacant, the Board may appoint a successor to fill the office for the balance left out portion of the current financial year for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the board members shall nominate/elect the President from existing board members and shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

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

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

Section 14: Compliance with Registrar Office:

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

Article VI - PMIGJC Nominations and Elections

Section 1: The nomination and election of officers and directors shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the PMI Gujarat 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 as board members shall take office on the first day of April following their election and shall hold office for the duration of their terms or until their successors have been elected and qualified.

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

Section 3: 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 (a) during the annual meeting of the membership; or (b) by mail ballot to all voting members in good standing; or (c) by electronic vote in compliance with the legal jurisdiction. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4: No current member of the Nominating Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.

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

Section 5: In accordance with PMI policies, practices, procedures, rules and directives, no

funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of 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 Chapter elected positions.

Section 6: After elections are completed and results of elected board members are declared, selection of president (if applicable) and allocation of portfolio among the board members is to be carried out internally by elected board members, as prescribed in Article V.

Further, after completion of election, PMIGJC shall initiate the process to have Trustees updated where in, exiting/retiring board members shall be released from Trusteeship and in their place, newly elected board members shall be inducted as Trustee, and records with Registrar's Office shall be updated accordingly.

Article VII - PMIGJC - 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. Committee members shall be appointed from the membership of the organization. The PMI Gujarat Chapter officers and/or Directors can serve on the PMIGJC Committees, unless it specifically is restricted by the Bylaws.

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

Article VIII – PMI Gujarat Chapter Finance

Section 1 : The fiscal year of PMIGJC shall start from the first day of April and end on the thirty-first day of March of the following year.

Section 2: PMIGJC annual membership dues will be agreed upon between PMI and the PMIGJC's Board of Directors and communicated in accordance with policies and procedures established by PMI.

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

Section 4: All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5: Funds and Income or its utilization

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

All the incomes, earnings, moveable and/ or immoveable properties of the PMIGJC shall be solely utilized and applied towards the promotion of its aims and objectives only as set forth in this bylaws 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 PMIGJC or to any person or persons claiming through any one or more of the present or the past members. No member of the PMIGJC shall have any personal claim on any moveable and/ or immoveable properties of the PMIGJC or make any profit, whatsoever, by virtue of his membership. All funds shall be deposited or invested strictly in the name of the PMIGJC.

Subject to provisions of Section 11(5) of the Income Tax Act, 1961, all surplus funds of the PMIGJC shall be deposited in Nationalized or private scheduled bank or may be invested in such manner by the Board as it may deem expedient from time to time in the interest of the PMIGJC.

Section 6: Operation of bank accounts and the other financial matters:

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

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

President

Vice President – Finance

Vice President Administration

Any other Board Member or trustees as authorized by the Board.

Section 7: Financial Transaction Log

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

Section 8: Powers to deal with Immoveable properties

The Board is empowered to acquire, sell, lease, transfer or assign the immoveable properties for the furtherance of objectives of PMIGJC 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 PMIGJC shall be deemed to be vested, for time being, in the Board. The Board shall be responsible for acquiring, holding and managing such properties.

Section 9: Legal Compliance

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

Section 10: Account and Audit

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

Section 11: Chapter Taxes

Chapters shall be responsible for registering themselves for and paying direct and indirect taxes in the jurisdiction of their incorporation as applicable.

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 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 President; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the President. Notice of all special meetings shall be sent by the Board to membership a reasonable amount of time in advance of the meeting so as to allow membership the opportunity to participate in such special meetings. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings

shall be limited to those agenda items contained in the notice of the meeting.

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

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

Section 5: Resolutions in general body meeting shall be passed by a simple majority vote of the total members present in the meeting and voting at the meeting provided that:

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;

A resolution in writing signed by not less than three-quarters of the total members present in the meeting calculated to the nearest higher whole number shall be as valid and effectual as a resolution passed at a meeting duly convened. Any such resolution may be contained in one document or separate documents signed by one or more of the members. A fax, cable, e-mail or valid electronic medium message sent by a member shall be deemed to be a document signed by him for the purposes of this Rule. 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 6: 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. 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 PMIGJC shall be conclusive evidence thereof, without proof of the number or proportion of the votes recorded in favor of or against such resolution.

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

Article X - Inurement and Conflict of Interest

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

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

Section 3: All officers, directors, appointed committee members and authorized representatives of the PMI Gujarat Chapter shall act in an independent manner consistent with their obligations to the PMIGJC and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMIGJC 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 the PMI Gujarat Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMIGJC, 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: 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 PMIGJC may purchase and maintain liability insurance on behalf of any person who is or was a director, officer, employee, trustee, agent or authorized representative of the PMIGJC, or is or was serving at the request of the PMIGJC as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

Article XII - Amendments

Section 1: These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMIGJC duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within thirty (30) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2: Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

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

Article XIII - Dissolution:

Section 1: In the event that the PMI Gujarat Chapter 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 PMIGJC Charter and require the chapter to seek dissolution.

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

Section 3: In the event the PMI Gujarat Chapter is considering dissolving, the PMIGJC'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 Gujarat Chapter dissolve for any reason, its assets shall be dispersed to an organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

Section 6: If the PMIGJC needs to be dissolved, it shall be dissolved as per provisions laid down under Rules 13 and 14 of the Gujarat Societies Registration (Gujarat Amendment) Act, 1965 or such other law as may be for the time being in force.

Article XIV - Branches of the PMIGJC

Section 1: Upon written permission granted by PMI via the charter agreement, PMIGJC 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 PMIGJC shall be governed by these Bylaws and shall conduct its business in compliance with PMIGJC's policies and procedures and its charter with PMI.

Section 2: Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries defined by PMIGJC and as per the Charter Agreement.

Section 3: All PMIGJC's dues and fees will be collected by PMI® on behalf of the PMIGJC and will be forwarded to PMIGJC. The PMIGJC will allocate funds to the Branch in accordance to PMIGJC's policies and procedures. Branches shall not create its own membership or dues.

Section 4: The Branch Chair will be appointed by PMIGJC's Board of Directors, or by a committee that oversees the PMIGJC's Branch (es). No separate election will be conducted for Branch(es). Branch chair will be responsible to manage operations of particular branch, and will report to authority / person that is responsible to oversee operations of branch(es) at PMIGJC – either particular PMIGJC Board of Director or PMIGJC Board of Directors OR committee formed to create and manage branch(es).

Section 5. Branches shall abide by the limitations consistent with the PMIGJC's Charter Agreement with PMI.

Article XV - Chapter Cooperative Agreements with Non-PMI Entities

Consistent with the terms of this Charter Agreement and PMI policy, the Chapter may form authorized relationships with other organizations, corporations, associations, and similar entities to establish a basis for mutual activities and exchanges of information related to the field and practice of project management. Such relationships shall be consistent with guidelines established by PMI and with all terms and provisions of this Charter Agreement. Further, agreements shall not result in a controlling interest by the non-PMI organization, corporation, association or similar entities.

Prior to its acceptance and execution of a cooperative agreement or other formal relationship with a non-PMI entity, the Chapter is required to employ a fair process for full and open exchange and communication with PMI related to agreements they are negotiating with non-PMI entities. During such a process, the Chapter should inform PMI of the terms and conditions of such agreement or relationship to ensure that the proposed relationship is consistent with PMI policies and upon execution of an agreement shall provide PMI with a complete copy of all documents which state the terms and conditions of the relationship.

Article XVI - Amendment of Memorandum

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

1. Whenever it shall appear to the Board of PMIGJC 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 PMIGJC in a written or printed report, and may convene a special meeting for the consideration thereof according to these Bylaws;
2. No such proposition shall be carried into effect unless such report shall have been delivered or sent by post to every member of PMIGJC 15 days previous to the special meeting convened by the governing body for the consideration thereof, nor unless such proposition shall have been agreed to by the votes of three-fifths of the members delivered in person or by proxy, and confirmed by the votes of three-fifths of the members present at a second special meeting convened by the governing body at an interval of one months after the former meeting.
3. Prior approval of the PMI shall be obtained before making any change in the Memorandum of PMIGJC.

Article XVII - Dispute and Mediation

Section 1: The grievance refers to disputes under these rules between: (a) a member and another member; or (b) a member and PMIGJC.

Section 2: Disputes between members of PMIGJC (in their capacity as members), and disputes between members and PMIGJC, are to be referred to the Grievance Committee in the first instance in accordance with PMIGJC dispute resolution process set out separately.

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

Article XVIII - Miscellaneous

Section 1: The Chapter may sue or be sued in the name of the President as per the provisions laid down under Rule 6 of the Societies Registration Act 1860 and Gujarat Societies Registration (Gujarat Amendment) Act, 1965, State of Gujarat, India. (as follows)

Rule 6. Suits by and against societies

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

Section 2: Books and Records

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

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

Section 3: Irregularities

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

any vacancy or defect in the election, nomination or appointment of a person acting as a member thereof; or

any irregularity in its procedure not affecting the merits of the case.

===== E N D of PMIGJC ByLaws =====



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