

## **PMI Cyprus Chapter Bylaws**

### **Article I – Name**

#### **Section 1:** Name/Non-Profit Organization

This organization shall be called the Project Management Institute, PMI Cyprus Chapter (hereinafter “the PMI CY”). 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 THE REPUBLIC OF CYPRUS (LAW OF ASSOCIATIONS). The chapter local incorporation is done through a Non-Governmental/Non-Profit Organization incorporation model.

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

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

**Section 1:** The PMI Cyprus 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 Cyprus 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 PMI CY’s Charter with PMI.

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

#### **Section 1:** Purpose of the PMI Cyprus Chapter

**A. General Purpose:** PMI Cyprus Chapter has been founded as non-profit; tax exempt corporation (or equivalent) chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in Cyprus in a conscious and proactive manner.

**B. Specific Purposes:** Consistent with the terms executed between the PMI Cyprus Chapter and PMI and these Bylaws, the purposes of the PMI Cyprus Chapter shall include the following:

- 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. Provide a framework for professional networking and social interaction among its members.

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- g. To organize courses, seminars, conferences and panels to contribute professional development of members and the public

**Section 2:** Limitations of the PMI Cyprus Chapter

**A. General Limitations:** The purposes and activities of the PMI Cyprus Chapter shall be subject to limitations set forth in these Bylaws, and conducted consistently with PMI Cyprus Chapter Articles of Incorporation.

B. The membership database and listings provided by PMI to the PMI Cyprus 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 Cyprus 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 and directors of the PMI Cyprus Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

## **Article IV – Chapter Membership**

**Section 1:** General Membership Provisions

1. Membership in the PMI Cyprus Chapter requires membership in PMI®. The PMI Cyprus Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
2. 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, colour, age, sex, marital status, national origin, religion, or physical or mental disability.
3. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Cyprus Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
4. All members shall pay the required PMI and 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 Cyprus Chapter.
5. Membership in the PMI Cyprus Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
6. 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 Cyprus Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Cyprus Chapter to PMI within such one month delinquent period.
7. Upon termination of membership in the PMI Cyprus Chapter, the member shall forfeit any and all rights and privileges of membership.
8. All members in good standing of the Chapter may vote on Chapter issues presented to the membership. All members may hold office subject to the requirements specified elsewhere in

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these Bylaws. Rules of continuity of membership is also valid for Board Members and one shall be responsible of completing necessary process to be considered a member in good standing. A member in good standing refers to:

- a. Current member of PMI and the chapter (i.e. must pay dues on time (Article IV, Section 1, Bullet E)
- b. Not currently a party to a dispute/grievance being handled locally by the chapter
- c. Not currently a party to a dispute/grievance being handled as part of PMI's Chapter Conflict Resolution program (covers mediation, arbitration and legal)
- d. Not currently a party in a case by the PMI Ethics Review Committee

**Section 2:** Classes and Categories of Members

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

**Article V – PMI CYPRUS CHAPTER Governance and Operations:**

**Section 1:** The Chapter shall be administered 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) The Board consisting of the president and vice presidents, are responsible for executive leadership and fulfilling the mission and vision of the Chapter's business plan.

The Board shall provide for Chapter governance through strategic planning, policy development, annual budgeting approval, operational planning approval, maintenance of Bylaws, management of financial reserves, and maintenance of good relationship with stakeholders in the community. The Board also provides necessary leadership in execution of the Chapter operations.

**Section 2:** The Board shall consist of those Officers of the PMI Cyprus Chapter elected by membership and shall be members in good standing of PMI and of the PMI Cyprus Chapter. Terms shall be for two years, limited to three consecutive terms in the same position, and no more than four consecutive terms on the Board in general. After being not on the chapter board for a term, any board member can run for a board position again; however the same rules of position terms apply as above. Terms shall be staggered such that two of the board members shall be elected each year by the membership.

The roles of Board members:

President and Vice Presidents are defined in the Chapter's Board Structure Policy document. The PMI Cyprus Chapter's Board will have a minimum of four (4) officers who will serve in the following positions:

1. The President shall be the Chief Executive Officer for the Chapter, shall preside over the Board, and shall perform such duties as are customary for executive officers.
2. The Vice President of Administration / Secretary, shall be responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the Chapter.

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3. The Vice President of Finance / Treasurer, shall oversee the management of funds and will be responsible for maintaining and presenting all financial records required for Chapter operations, in accordance with Chapter and bylaws.
4. The Vice President of Membership Services, shall be responsible for addressing the needs of chapter membership, including membership recruitment, retention, and associated value delivery in accordance with chapter policies and bylaws.

Other Board positions will be filled according to the needs of the Chapter and candidate availability for these positions.

All Board members shall exercise independent accountability and responsibility on specific functions in the best interest of the membership ensuring that activities and decisions are in alignment with the Chapter charter, bylaws, vision, and mission statements.

**Section 3:** The Board shall exercise all powers of the 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 Chapter business and funds. The Board has final approval over all Chapter policies.

**Section 4:** 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. At their discretion, the Board may conduct business by teleconference, e-mail or other legally acceptable means.

**Section 5:** A Board position shall be deemed vacant when a member ceases to be a member in good standing of PMI or of the PMI Cyprus Chapter by reason of non-payment of dues. A Full Board member may resign by submitting notice to the Chapter president. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the president of such notice.

**Section 6:** A Full Board member may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

**Section 7:** If any Board position becomes vacant, the president, with the approval of 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 president elect shall assume the duties and office of the president for the remainder of the term.

## **Article VI – CHAPTER Nominations and Elections:**

**Section 1:** The nomination and election of board members shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. All voting members in good standing of the PMI Cyprus Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, 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 January 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 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 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 a full majority of the Board.

**Section 6:** In accordance with PMI® policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

## **Article VII – CHAPTER Finance:**

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

**Section 2:** PMI Cyprus Chapter annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by PMI.

**Section 3:** The PMI Cyprus 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 4:** All dues billings, dues collections and dues disbursements shall be performed by PMI.

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

**Section 1:** An annual meeting of the membership shall be held at a date and location to be determined by the Board.

**Section 2:** Special meetings of the membership may be called either 1) by the president, or 2) by a majority vote of the Board, or 3) by petition to the president or president-elect from five percent (5%) of the voting membership.

**Section 3:** 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 4:** Notice of all special meetings shall be sent by the Board in advance to those who will participate. 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 5:** All meetings shall be conducted according to parliamentary procedures determined by the Board.

## **Article IX – Inurement and Conflict of Interest:**

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

**Section 2:** No officer or appointed committee member or authorized representative of the PMI Cyprus 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 Cyprus Chapter of actual and reasonable expenses incurred by an officer or committee member or authorized representative regarding attendance at Board meetings and other approved activities.

**Section 3:** PMI Cyprus Chapter may engage in contracts or transactions with members, elected officers of the Board, appointed committee members or authorized representatives of PMI Cyprus Chapter and any corporation, partnership, association or other organization in which one or more of PMI Cyprus Chapter's officers, appointed committee members or authorized representatives are: directors 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 directors who do not have an interest in the transaction or contract;
- C. The contract or transaction is fair to PMI Cyprus Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Cyprus Chapter is incorporated or

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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 Cyprus Chapter shall act in an independent manner consistent with their obligations to the PMI Cyprus 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 Cyprus 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 X – Indemnification:**

**Section 1:** In the event that any person who is or was an officer, committee member, or authorized representative of the PMI Cyprus Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Cyprus 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 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 PMI Cyprus 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 Cyprus Chapter, or is or was serving at the request of the PMI Cyprus 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 XI – 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, present at an annual meeting of the PMI Cyprus Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot. Notice of proposed changes shall be sent in an electronic form to the membership at least thirty (30) days before such meeting or vote.

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**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 PMI.

**Article XII – Dissolution:**

**Section 1:** In the event that the PMI Cyprus Chapter or its governing officers failed to act according to these bylaws, its policies or all PMI® policies, procedures, PMI® has a right to dissolve the chapter.

**Section 2:** In the event the PMI Cyprus Chapter failed to deliver value to its members as outlined in PMI CY'S business plan and without mitigated circumstance, the Component acknowledges that PMI® has a right to dissolve the chapter, as per the terms of the Charter.

**Section 3:** In the event the PMI Cyprus Chapter is considering dissolving, the PMI CY'S members of the Board of Director must notify PMI® in writing and follow the component dissolution procedure as defined in PMI's policy.

**Section 4:** Should the PMI Cyprus Chapter dissolve 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.