



**By-laws of  
Project Management Institute  
Karachi Pakistan Chapter**

# PMI Karachi Pakistan Chapter

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## Preamble

1. Unless otherwise separately provided in these By-laws, the following words and terms shall have the meaning assigned to them herein:
  - 1.1. 'Bylaws' means the registered Bylaws of the Chapter;
  - 1.2. 'PMI KPC' means "Project Management Institute, Karachi Pakistan Chapter"; words importing the "masculine" gender and "singular" number shall respectively include the "feminine" gender and "plural" number and vice-versa;
  - 1.3. 'Committee' means the standing or temporary committees established to advance the purposes of organization;
  - 1.4. 'PMI' means "Project Management Institute, U.S.A.";
  - 1.5. 'Persons' shall mean and include Individuals Firms, Societies, Clubs, Associations, Corporations and Incorporated Bodies;
  - 1.6. 'Office Bearers' shall mean and include the President, Executive Vice President and Vice Presidents for the Chapter;

# **PMI Karachi Pakistan Chapter**

## **Article 1-Name, Principal Office and Relationship to PMI**

### **Section 1- Name**

This organization shall be called the **Project Management Institute Karachi Pakistan Chapter** (hereinafter “PMI KPC”). This organization, **PMI KPC** is chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of ISLAMIC REPUBLIC OF PAKISTAN.

### **Section 2- Principal Office**

The principal office of PMI KPC shall be located in KARACHI in the PROVINCE OF SINDH of ISLAMIC REPUBLIC OF PAKISTAN.

### **Section 3-Relationship to PMI®**

PMI KPC is responsible to the duly elected PMI Board of Directors and is subject to all PMI® policies, procedures, rules and directives lawfully adopted.

### **Section 4- Legal requirement**

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

### **Section 5**

The Bylaws of PMI KPC may not conflict with the current PMI’s Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with PMI KPC’s Charter with PMI®.

### **Section 6**

The terms of the Charter executed between PMI KPC and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

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## Article II- Purpose

### Section 1- Objectives

The objectives of PMI KPC are to:

- A. Foster awareness for project management in career development & application of body of knowledge to project activities.
- B. Promote the practice and professionalism of Project Management in business and industry for success on projects.
- C. Support the training and professional development of PM-professionals in Educational Institutions & Training centers.
- D. Encourage the adoption of project management practices by corporations, government, NGO and others.
- E. Provide a forum for networking, contacts and access to research work in the development of the project management profession and its application to business and industry.
- F. General Limitations: The purposes and activities of the PMI KPC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI KPC Articles of Incorporation.
- G. The membership database and listings provided by PMI® to the PMI KPC may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI KPC, 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.
- H. The officers and directors of the PMI KPC shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

## Article III-Membership

### Section 1

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.

### Section 2

Membership in PMI KPC requires membership in PMI®. PMI KPC shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

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### **Section 3**

Members in good standing of PMI® and PMI KPC will be eligible to vote and hold an office. Student Members will not have voting right. However, student members may elect their representative to sit in the Board without voting right, for dealing and coordination of students' affairs.

### **Section 4**

Members shall be governed by and abide by PMI® Bylaws and by the Bylaws of PMI KPC and all policies, procedures, rules and directives lawfully made there under.

### **Section 5**

All members shall pay the required PMI® and Component membership dues to PMI® and in the event that a member resigns, membership dues shall not be refunded by PMI® or PMI KPC.

### **Section 6**

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

### **Section 7**

Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of PMI KPC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and PMI KPC to PMI®.

### **Section 8**

Upon termination of membership in PMI KPC, the member shall forfeit any and all rights and privileges of membership.

## **Article IV- Officers**

### **Section 1**

PMI KPC shall have Nine to Eleven NUMBER OF ELECTED OFFICERS to serve in the following positions:

1. President
2. Executive Vice President
3. Vice President – Finance
4. Vice President – Governance & Policy
5. Vice President – Professional Development/Education
6. Vice President – Communications
7. Vice President – Membership Services
8. Vice President - Volunteer Coordination
9. Vice President - Marketing (collaborations & outreach included)



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All officers shall be members in good standing of PMI® and of PMI KPC.

Terms of office for all Officers except President and Executive Vice President shall be 2 (TWO) YEARS, limited to 2 [TWO] consecutive terms in the same position, and no more than 4 [FOUR] consecutive terms on the Board in general. These positions are staggered so that at least 4 [FOUR] positions are elected each year. The President will be limited to one two-year term; after which he will be replaced by the Executive Vice President. The tenure of Executive Vice President will also be limited to one Two-year term. The Executive Vice President will take over the charge of President when President's term of two years expires and a new Executive Vice President will be elected.

The positions are staggered so that the open positions are elected each year.

Roles and Responsibilities for Officers are defined briefly in following Sections. Detail Roles and Responsibilities will be defined in Chapter's Handbook. The roles and responsibilities may change based on required requirements. Any change to Roles and Responsibilities will require a Board vote.

### Section 2-President

The President shall be the Chief Executive Officer for PMI KPC and of the Board, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee.

### Section 3-Executive Vice President

The Executive Vice President shall assume the office of the President of the PMI Karachi Pakistan CHAPTER at the end of the current President's term of office. Duties will include, but are not limited to, assisting the President in liaison with PMI® if and when required, assisting with special projects, seminars or meetings, and becoming cognizant of the duties of the President.

### Section 4-Vice President Governance & Policy

The role is accountable for overseeing the governance of the chapter in accordance with the Bylaws. It also ensures strategic and business planning activities take place, with periodic reviews of performance.

The VP Governance & Policy will:

- Will liaison with Nominating Committee during Election
- Oversee compliance of chapter activities with Charter, Bylaws, Policies, and Procedures.
- Facilitate strategic and business planning

The Vice President Governance & Policy shall also be responsible for keeping official records and will keep the records of all business meetings of PMI KPC and meetings of the Board. He will also be responsible for handling of administrative duties for PMI KPC.

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### **Section 5- Vice President Finance**

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

### **Section 6- Vice President Professional Development/Education**

The Vice President Professional Development/Education shall plan, organize and carry out the activities approved by the Board in alignment with the vision and the strategy of the Chapter. He or she shall also be responsible for PMI KPC programs.

### **Section 7- Vice President Communications**

The Vice President Communications shall develop the communication plan for handling of internal & external stakeholders to foster togetherness and involvement for all activities of the Chapter. He or she will also oversee the activities of the PMI KPC Website, PMI KPC social media platforms and PMI KPC Newsletter/Magazine.

### **Section 8- Vice President Membership Services**

The Vice President Membership Services shall be responsible for all internal and external chapter initiatives associated with membership management. He shall be responsible for the Karachi Chapter's membership growth and retention. The VP Membership will be responsible to meet recruitment and retention targets. He will assess membership needs and plan actions to add value to membership.

### **Section 9- VP Volunteer Coordination**

The Vice President Volunteerism Coordination is responsible for all matters related to recruitment, coordination, and recognition of volunteers supporting Chapter activities.

### **Section 10- Vice President Marketing**

The Vice President Marketing shall be responsible for establishing the strategy for marketing activities, setting the direction of marketing activities, and overseeing, all of the marketing activities of PMI KPC. These marketing activities include, but are not limited to, developing partnerships, sponsorships, and relationships with other PMI chapters, other associations, local businesses, and educational institutions.

## **Article V- Board of Directors**

### **Section 1**

PMI KPC shall be governed by a Board. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

### **Section 2**

The Board shall consist of the President, Executive Vice President and Vice Presidents (Total Nine)

In addition, there shall be ELEVEN or more Directors in respective functional areas. Directors will be appointed by the Board on recommendation of respective VPs. All Directors shall be

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members in good standing of PMI and of the Karachi Pakistan Chapter. Terms of office for the Directors shall be TWO YEARS, staggered so that at least 3 (three) Director(s) are replaced/renewed each year. The Directors will attend Board meetings but will not have voting rights in the Board.

Roles and responsibilities of Directors will be defined in detail in the Chapter's Handbook. The Roles and Responsibilities may change based on required requirements. Any change to Chapter's Handbook will require a Board vote.

### **Section 3**

The Board shall exercise all powers of PMI KPC, except as specifically prohibited by these Bylaws, the PMI Bylaws and policies, 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 KPC business and funds.

### **Section 4**

The Board shall meet at the call of the PRESIDENT, or at the written request of three (3) members of the Board directed to the Vice President Governance & Policy. A quorum shall consist of no less than one-half of the voting membership of the Board at any given time. Each member shall be entitled to one (1) vote. 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 5**

The Board shall declare an Officer or Director Position to be vacant where an Officer or Director ceases to be a member in good standing of PMI® or of PMI KPC by reason of non-payment of dues, or where the Officer or Director fails to attend three (3) consecutive Board meetings without justifiable cause(s). An Officer or Director may resign by submitting written notice to the PRESIDENT or Vice President Governance & Policy. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt of the written notice by the Board.

### **Section 6**

An Officer or Director 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 Board.

### **Section 7**

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

### **Section 8-Filling of vacancies**

If the positions of any of the retiring Board Members are not filled after the election, or if for any reason the Election has been delayed, the retiring Board Members, shall, if willing to act, continue in office as a caretaker till the time the election is completed or the Board fills up the

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vacancy by appointing a successor.

In case EVP resigns/unable to continue in first year of the term, then position will be opened in the upcoming elections and an interim /acting EVP will be selected till successful completion of elections

In Case EVP resigns/unable to continue in second year of the term, then current President will be requested for 1-year extension and EVP will be selected for the following year. After completion of one year EVP will take on the responsibilities as Chapter President.

In both cases mentioned above selected / elected EVP tenure will be 1 year.

### Article VI - Nominations and Elections

#### Section 1

The nomination and election of Officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1. All voting members in good standing of PMI KPC 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 July following their election, or within a week after the announcement of Election results 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 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 meeting of the membership, or (b) by electronic vote. The candidate who receives a majority of votes cast for an office shall be elected. Ballots shall be counted by the Nominating Committee. All PMI KPC members in good standing will have voting right.

In case of tie for a position, the Nomination Committee will:

- NC informs the candidates they are tied and check whether any of them wants to withdraw.
- If not, the new board can proceed to do an internal voting to make the final decision.

#### Section 4

No current member of the Nominating Committee shall be included in the slate of nominees.

#### Section 5

No current Board members are eligible to become members of the Nominating Committee.

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## **Section 6**

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 7**

For EVP Position candidate must be active participant of board for at least two years in which he / she must serve at least one year as a Vice President of any portfolio.

## **Article VII - Committees**

### **Section 1**

The Board may authorize the establishment of standing or temporary committees (including the Nominating Committee) 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.

### **Section 2**

All committee members and a chairperson for each committee shall be appointed by the PRESIDENT with the approval of the Board. Committee members may be appointed from the membership of the organization or from outside the organization.

## **Article VIII-- Finance**

### **Section 1**

The fiscal year of the Karachi Pakistan Chapter shall be from 1 January to 31 December.

### **Section 2**

Annual chapter membership dues shall be set by the Board and communicated to PMI® in accordance with policies and procedures established by the PMI Board of Directors.

### **Section 3**

The Board shall establish policies and procedures to govern the management of its finances.

### **Section 4**

All membership dues billings, dues collections and dues disbursements shall be performed by PMI®.

### **Section 5**

All dues billings, dues collections and dues disbursements related to the PMI Karachi Chapter operations and services shall be performed by PMI KPC.

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### **Section 6-Operation of bank accounts & other financial matters (who is empowered to operate the bank account)**

All PMI KPC financial transactions requiring a check from the Chapter account must be signed jointly by any two of the following members of the Board:

1. President
2. EVP
3. Vice President – Finance
4. Vice President – Governance & Policy

### **Section 7**

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

### **Section 8**

Vice President Finance will maintain a record of all movable and immovable assets purchased from time to time and will make this record available to the Board members.

### **Section 9**

The Board will ensure an independent external financial audit of the Chapter accounts at least once every fiscal year. The audited financial statements shall be made available to the Chapter membership and should also be shared at the Annual General Meeting of the Membership.

### **Section 10**

PMI KPC will not incur any debt through loans.

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

### **Section 1**

An annual general meeting of the membership shall be held at a date and location to be determined by the Board.

### **Section 2**

Special general meetings of the membership may be called by the PRESIDENT, by a majority of the Board, or by petition of twenty percent (20%) of the chapter membership directed to the PRESIDENT.

### **Section 3**

Notice of all annual general 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.

Notice of all special general meetings shall be sent by the Board at least 7 days in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda.

The accidental omission to give any such notice to or the non-receipt of any such notice by any

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member shall not invalidate any resolution passed at any such meeting.

### **Section 4**

A quorum at all annual and special general meeting of PMI KPC shall be Five percent (5%) of the voting membership in good standing, present in person.

### **Section 5**

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

## **Article X -Inurnment and Conflict of Interest**

### **Section 1**

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

### **Section 2**

No Officer, Director, appointed committee member or authorized representative of PMI KPC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI KPC 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**

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

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### **Section 5**

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 PMI KPC has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

## **Article XI-Indemnification**

### **Section 1**

In the event that any person who is or was an Officer, Director, committee member, or authorized representative of PMI KPC, acting in good faith and in a manner reasonably believed to be in the best interests of PMI KPC, 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, PMI KPC 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 PMI KPC, or is or was serving at the request of PMI KPC 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 chapter membership in good standing present at an annual general meeting of PMI KPC or at a special general meeting duly called and held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

### **Section 2**

Amendments may be proposed by the Board on its own initiative, or upon petition by twenty



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percent (20%) 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 KPC's Charter with PMI®.

## **Article XII-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 PMI KPC.

### **Section 2**

For disputes between Chapters and/or Chapter members which do not involve PMI, Chapters agree to submit such disputes for resolution through the PMI Conflict Resolution and Mediation Program, so as to effectuate a fair and efficient method to resolve internal disputes. The parties agree that this Program shall be the sole method for resolution of such disputes unless PMI consents to resolution outside the Program or enforcement of such requirements is prohibited by law.

## **Article XIV -Dissolution**

### **Section 1**

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

### **Section 2**

In the event the PMI KPC is considering dissolving, the members of the Board of Director must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

### **Section 3**

Should the PMI KPC 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 4**

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

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