



PMI®

Chapter Bylaws

October 12, 2018

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Article I - Name, Principal Office; Other Offices.

Section 1.

Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Lebanon Chapter (hereinafter "the PLC"). This organization is a PMI Lebanon 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 Lebanon, registered at the Ministry of Interior with a decree 345/AD on 18 FEB 2006.

Section 2.

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

Section 3.

Principal Office; Other Offices. The principal office of the PMI LEBANON Chapter is located in Beirut, Lebanon, Museum street, Badaro 4916 building, Badaro, 50-110 Beirut. Landline number: +9611411251, Fax number +9611411252. The PLC may have other offices such as Branch offices as designated by the LEBANON Chapter Board of Directors.

Article II - Relationship to PMI.

Section 1.

The Lebanon 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 Lebanon Chapter shall 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 PLC's Charter with PMI.

Section 3.

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

Article III - Purpose and Limitations of the Lebanon Chapter. Section

1. Purpose of the Lebanon Chapter.

- A. General Purpose. The PMI Lebanon Chapter was founded as nonprofit, tax exempt 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 Lebanon Chapter and PMI and these Bylaws, the purposes of the Lebanon Chapter shall include the following:
 - Fostering professionalism in the management of projects.
 - Contributing to the quality and scope of project management.
 - Stimulating appropriate global application of project management for the benefit of general public.
 - Providing 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.
 - Identifying and promoting the fundamentals of project management and advancing the body of knowledge for managing projects successfully.
 - Providing opportunity for credential holder to maintain their certificate by collecting PDUs.
 - Being the central promoter of project management values the development of the Lebanese community and boosting and economic environment.

Section 2.

Limitations of the Lebanon Chapter.

- A. General Limitations. The purposes and activities of the Lebanon Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with Lebanon Chapter Articles of Incorporation.

- B. The membership database and listings provided by PMI to the Lebanon Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Lebanon Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to the laws and regulations pertaining to privacy and use of personal information.

- C. The officers and directors of the Lebanon Chapter shall be solely accountable for the planning and operations of the Chapter, and shall perform their duties in accordance with the Chapter's governing documents; its Charter Agreement; PMI's bylaws, policies, practices, procedures, and rules, and applicable laws.

Article IV - PMI Lebanon Chapter Membership.

Section 1.

General Membership Provisions.

- A. Membership in the Lebanon Chapter requires membership in PMI®. The Lebanon Chapter shall not accept as members any individuals who have not been accepted as PMI® members.
- B. 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.
- C. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the Lebanon Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- D. All members shall pay the required PMI and PMI Lebanon 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 Lebanon Chapter.
- E. Membership in the Lebanon Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. 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 Lebanon Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Lebanon Chapter to PMI within such one month delinquent period.
- G. Upon termination of membership in the Lebanon Chapter, the member shall forfeit any and all rights and privileges of membership.
- H. Any member in good standing with PMI and PMI Lebanon Chapter is eligible to vote and hold office position within the Lebanon Chapter.

Section 2.

Classes and Categories of Members. The Lebanon Chapter shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V - PMI Lebanon Chapter Board of Directors.

Section 1.

The Lebanon Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the nonprofit corporation (or equivalent).

Section 2.

The Board shall consist of the officers of the Lebanon Chapter elected by the membership and shall be members in good standing of PMI and of the Lebanon Chapter. Candidates for the Chapter President role should have served on the Board for at least one term.

Terms of office for the Officers shall be of two years, limited to two consecutive terms in the same position, and no more than three consecutive terms on the Board in general. The president role will be limited to two years and one year as Past President. These positions are staggered so that four are elected every two years. The Board Officers detailed roles and responsibilities shall be in line with latest PMI Volunteer Role Delineation (RDS) Study Results.

Section 3.

The PRESIDENT shall be the chief executive officer for the Lebanon Chapter 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. The president is responsible for overall oversight of the Chapter and the Board. The president shall direct the activities of the other Board members in accordance with the Chapter bylaws.

Section 4.

The VICE PRESIDENT/PRESIDENT ELECT is an 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

Section 5.

The PAST PRESIDENT is an immediate former elected volunteer responsible for overall oversight of the Chapter and the Board in accordance with Chapter policies and bylaws.

Section 6.

The VP/DIRECTOR OF ADMINISTRATION/SECRETARY is responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the Chapter.

Section 7.

The VP/DIRECTOR OF FINANCE/TREASURER is responsible for finance. Responsible for maintaining and presenting all financial records required for Chapter operations in accordance with Chapter and bylaws.

Section 8.

The VP/DIRECTOR OF MEMBERSHIP is responsible for addressing the needs of Chapter membership, including membership recruitment, retention, and associated value delivery in accordance with Chapter policies and bylaws.

Section 9.

The VP/DIRECTOR OF GOVERNANCE AND POLICY is responsible for addressing governance and policy issues, including ensuring the maintenance and enforcement of Chapter policies and bylaws.

Section 10.

The VP/DIRECTOR OF VOLUNTEERS is responsible for addressing the needs of the volunteers, including recruitment, retention, recognition and leadership development training and support in accordance with Chapter policies and bylaws.

Section 11.

The VP/DIRECTOR OF MARKETING is responsible for Chapter-based marketing and public relations to increase awareness of both the Chapter and the PMI brand within the territory. The VP of Marketing will develop and execute an integrated marketing and public relations program to support member acquisition, member retention, event promotion, outreach activities, sponsorships and other related

activities in alignment with the Chapter's strategic objectives. These activities shall be performed in accordance with Chapter bylaws and PMI policies, brand guidelines and global marketing strategy.

Section 12.

The VP/DIRECTOR OF PROFESSIONAL DEVELOPMENT is responsible for professional development, education and Chapter events in accordance with Chapter policies and bylaws.

Responsible for the development of Chapter education activities to include:

- Preparing and Maintaining PMI's certifications
- Developing and maintaining relationships with local colleges and universities
- Responsible for establishing and managing Chapter professional development programs, live and on-line
- Responsible for maintaining relationships with Registered Education Providers (R.E.P.s)

Section 13.

The Board shall exercise all powers of the Lebanon 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 Lebanon Chapter business and funds.

Section 14.

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 or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 15.

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 Lebanon Chapter 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. 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 16.

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 17.

If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the president is unable or unwilling to complete the current term of office, the vice president shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the Chapter's membership to fill the vacant position.

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 Lebanon Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2.

Candidates who are elected shall take office on the first day of 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 (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 shall be included in the slate of nominees prepared by the Committee.

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 of all election materials for Chapter elected positions.

Article VII - PMI Lebanon Chapter Committees.

Section 1.

The Board may authorize the establishment of standing or temporary committees to advance the purposes of the organization. The Board shall establish a charter for each committee, which defines its purpose, authority and outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. The Lebanon Chapter officers and/or Directors can serve on the PMI Lebanon Chapter 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 Lebanon Chapter Finance.

Section 1.

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

Section 2.

Lebanon Chapter annual membership dues shall be set by the PMI LEBANON CHAPTER'S Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3.

The Lebanon 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 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 the 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 30 DAYS 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 Lebanon Chapter shall be those members in good standing, present and in person but not less than ten percent (10%) of the voting membership in good standing, present and in person.

Section 4.

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

Article X - Branches of the Lebanon Chapter.

Section 1.

PMI Lebanon Chapter does not have nor plan to open any branches.



Article XI - Inurement and Conflict of Interest.

Section 1.

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

Section 2.

No officer, director, appointed committee member or authorized representative of the Lebanon Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the Lebanon Chapter 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.

Lebanon Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of Lebanon Chapter and any corporation, partnership, association or other organization in which one or more of Lebanon Chapter's directors, 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 Lebanon Chapter and complies with the laws and regulations of the applicable jurisdiction in which Lebanon Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board of directors.

Section 4.

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

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 the Lebanon 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.

Section 1.

In the event that any person who is or was an officer, director, committee member, or authorized representative of the Lebanon Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Lebanon 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 Lebanon Chapter 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 Lebanon Chapter, or is or was serving at the request of the Lebanon Chapter 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.

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 Lebanon Chapter 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 Lebanon Chapter's Charter with PMI.

Section 1.

In the event that the Lebanon 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 PMI Lebanon Chapter Charter and require the chapter to seek dissolution.

Section 2.

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

Section 3.

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

Section 4.

Should the Lebanon 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.