

## **Bylaws of the PMI Chapter Switzerland**

### **Article I – Name, Principal Office and Relationship to PMI:**

Section 1. This organization shall be called the Project Management Institute, Chapter Switzerland (hereinafter “the PMI Chapter Switzerland”). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter “PMI®”) and exists as a non-profit, tax exempt organization according to the laws of Switzerland, Art. 60ff. ZGB. The Swiss Civil Law Code (Schweizerisches Zivilgesetzbuch, ZGB) does not require non-profit organizations to be registered with the Swiss Chamber of Commerce.

Section 2. The principal office of the Chapter shall be located in Binningen, in the Canton Basel City, Switzerland.

Section 3. The PMI Chapter Switzerland 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. The PMI Chapter Switzerland shall meet all legal requirements in the jurisdiction(s) in which the PMI Chapter Switzerland conducts business or is incorporated/registered.

Section 5. The bylaws of the PMI Chapter Switzerland 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 the Chapter’s Charter with PMI.

Section 6. The terms of the Charter executed between the PMI Chapter Switzerland and PMI, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder.

### **Article II - Purpose:**

Section 1. The PMI Chapter Switzerland serves the business community of Switzerland through advancing the Project Management profession. The objectives of the PMI Chapter Switzerland are to:

- A. build up a community of interests for Project Management in Switzerland to provide a network to take care for and to build contacts, to exchange information and know-how, and to develop ideas.
- B. to promote Project Management as a discipline to foster the position of Project Managers in their profession.
- C. to set up an independent Competence Center for Project Management in Switzerland to provide both a single point of contact and a knowledge repository in this area.

### **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 the PMI Chapter Switzerland requires membership in PMI. The PMI Chapter Switzerland shall not accept as members any individuals who have not been accepted as PMI members, and shall not create its own membership categories.

Section 3. All members in good standing of the PMI Chapter Switzerland shall have voting rights and may be nominated for any elected or appointed office in the Chapter.

Section 4. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Chapter Switzerland and all policies, procedures, rules and directives lawfully made thereunder.

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 the PMI Chapter Switzerland.

Section 6. Membership in the PMI Chapter Switzerland 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 the PMI Chapter Switzerland. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Chapter Switzerland to PMI.

Section 8. Upon termination of membership in the PMI Chapter Switzerland, the member shall forfeit any and all rights and privileges of membership.

Section 9. The membership database and listings provided by PMI to the PMI Chapter Switzerland may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI Chapter Switzerland, consistent with PMI policies.

Section 10. A member may be expelled from the PMI Chapter Switzerland for behavior harming the Chapter, following a formal hearing by the Board. A three-fourths (3/4) majority of the Board is required to expel a member from the Chapter. The formal procedures for such a hearing will be defined as part of the parliamentary procedures for the Board.

## **Article IV – Officers:**

Section 1. The PMI Chapter Switzerland shall have 6 elected officers to serve in the following positions:

- President and Chairman of the Board,
- Vice President (VP) Members,
- Vice President Finance,
- Vice President Communications,
- Vice President Programs,
- Vice President Special Projects.

All officers shall be members in good standing of PMI and of the PMI Chapter Switzerland. The officers will serve one-year terms of office.

Section 2. The President shall be the chief executive officer for the PMI Chapter Switzerland 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 vote on all committees except the Nominating Committee.

Section 3. The VP Communications shall keep the records of all business meetings of the PMI Chapter Switzerland and meetings of the Board.

Section 4. The VP Finance shall oversee the management of funds for duly authorized purposes of the PMI Chapter Switzerland.

Section 5. The VP Members shall keep the records of all members in good standing of the PMI Chapter Switzerland, and shall serve as the acting chief executive officer in case the office of President is vacant.

Section 6. The VP Programs shall oversee and manage the regular and recurring events of the PMI Chapter Switzerland, including the Annual Meeting.

Section 7. The VP Special Projects shall oversee and coordinate the various task forces who may be chartered to for special events or activities.

## **Article V – Board of Directors:**

Section 1. The PMI Chapter Switzerland 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).

Section 2. The Board shall consist of the officers of the PMI Chapter Switzerland

Section 3. The Board shall exercise all powers of the PMI Chapter Switzerland, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, and the laws of the Switzerland and Canton Basel City. 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 Chapter Switzerland 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 Members. 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 5. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI or of the PMI Chapter Switzerland by reason of non-payment of dues, or where the officer fails to attend three (3) consecutive Board meetings. An officer may resign by submitting written notice to the President or Vice President Members. 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 6. An officer may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 7. If any officer position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Vice President Members shall assume the duties and office of the presiding officer for the remainder of the term.

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

Section 1. The nomination and election of officers and directors 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 Chapter Switzerland 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 February following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3. A Nominating Committee shall prepare a slate containing nominees for each Board position and shall determine the eligibility and willingness of each nominee to stand for election. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board. Elections shall be conducted during the annual meeting of the membership. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. Members who are unable to attend the annual meeting may cast an absentee ballot prior to the annual meeting. The Nominating Committee will define the absentee balloting procedures (e.g. mail, e-mail or Internet voting).

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

## **Article VII – Committees:**

Section 1. The Board may authorize the establishment of standing or temporary committees or task forces to advance the purposes of the organization. The Board shall establish a charter for each committee or task force, which defines its purpose, authority and outcomes. Committees and task forces are responsible to the Board.

Section 2. All committee or task force members and a chairperson for each committee or task force shall be appointed by the President or VP Special Projects with the approval of the Board. Committee or task force members may be appointed from the membership of the organization.

## **Article VIII - Finance:**

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

Section 2. Annual 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 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. The VP Finance shall present the annual report and financial summary at the annual meeting. A simple majority (50.1%) of the members present at the annual meeting is required to accept the annual report.

## **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.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of one third (1/3) of the voting membership directed to the President.

Section 3. Notice of all annual and special meetings shall be sent by the Board to all members at least 4 weeks in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 4. A quorum at all annual and special meetings of the PMI Chapter Switzerland shall be ten percent (10%) 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 – Inurement and Conflict of Interest:**

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Chapter Switzerland shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Chapter Switzerland 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 Chapter Switzerland may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Chapter Switzerland and any corporation, partnership, association or other organization in which one or more of PMI Chapter Switzerland'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 the PMI Chapter Switzerland and complies with the laws and regulations of Switzerland 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 PMI Chapter Switzerland shall act in an independent manner consistent with their obligations to the PMI Chapter Switzerland 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 PMI Chapter Switzerland 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 Chapter Switzerland, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Chapter Switzerland, 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 Chapter Switzerland 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 PMI Chapter Switzerland, or is or was serving at the request of the PMI Chapter Switzerland 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 present at an annual meeting of the PMI Chapter Switzerland 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 four (4) weeks 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 four (4) weeks 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 PMI Chapter Switzerland's Charter with PMI.

### **Article XIII – Dissolution:**

Section 1. Should the PMI Chapter Switzerland dissolve for any reason, its assets, after the payment of just, reasonable and supported debts, consistent with applicable legal requirements, shall be dispersed to a charitable organization which shall directly and exclusively use these assets for non-profit purposes. This charitable organization is to be designated by the voting membership.

Section 2. The PMI Chapter Switzerland may be dissolved by a vote of two-thirds (2/3) majority of all members in good standing. This vote must take place in person at the annual meeting or at a special meeting.