

PMI Luxembourg Chapter Bylaws (Edition 2015)

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation. This organization shall be called the Project Management Institute Luxembourg Chapter (hereinafter “the Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (herein after “PMI®”) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Luxembourg as an “ASBL”.

Section 2. The Chapter shall meet all legal requirements in the jurisdiction of Luxembourg in which it is incorporated/registered.

Section 3. In the event of a conflict between local laws and these Bylaws, the local laws shall take precedence.

Section 4. Principal Office; Other Offices.

The office of the Chapter shall be located in the Grand Duchy of Luxembourg.

Article II – Relationship to PMI.

Section 1. The 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 Chapter may not conflict with the current PMI® Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the Chapter’s Charter with PMI® (hereinafter “the Charter”).

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

Article III – Purpose and Limitations of the Chapter.

Section 1. Purpose of the Chapter.

- A. General Purpose. The Chapter has been founded as a non-profit, tax exempt corporation 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 Chapter and PMI® and these Bylaws, the purposes of the 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 the 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) To identify the specifics of the regional context and promote the specific learning opportunities arising from this context for project managers.

Section 2. Limitations of the Chapter.

- A. General Limitations. The purposes and activities of the Chapter shall be subject to limitations set forth in the Charter agreement, these Bylaws, and conducted consistently with the Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the 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 of the Chapter, as defined in Article V, 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® Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in the Chapter requires membership in PMI®. The Chapter shall not accept as members any individuals who have not been accepted as PMI® members. 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.
- B. Members shall be governed by and abide by the PMI® Bylaws and by the bylaws of the Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI® Code of Conduct.
- C. All members shall pay the required PMI® and 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 Chapter.
- D. Membership in the Chapter shall terminate upon the member's resignation, failure to pay dues, subject to the provision of Section E of this Article, or expulsion from membership for just cause.
- E. Members who fail to pay the required dues when due shall be delinquent for a period of one (1) month and their names removed from the official membership list of the Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Chapter to PMI® within such one (1) month delinquent period.
- F. Upon termination of membership in the Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. Any regular member of the Chapter in good standing, meaning a member whose dues are fully paid as required and whose membership has not been, or is in the process of being, revoked for just cause, shall be eligible to vote in the elections for Officers of the Chapter, and to serve as an Officer of the Chapter.

Section 2. Classes and Categories of Members. The Chapter shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

Article V – Chapter Board of Directors.

Section 1. The Chapter shall be governed by a Board of Directors (hereinafter the "Board"). The Board shall be responsible for carrying out the purposes and objectives of the Chapter.

Section 2. The Board shall consist of the six officers of the Chapter elected by the membership which shall be members in good standing of PMI® and of the PMI Luxembourg Chapter.

Terms of office for the officers shall be two (2) years, limited to two (2) consecutive terms in the same position, and no more than three (3) consecutive terms on the Board in general. An officer can run again for election after a break of two (2) years.

The board position terms are staggered so that at least three (3) positions are elected each year during annual elections. The President and the Vice President/Secretary positions should be staggered in a way that not both are up for election at the same time in order to ensure the chapter leadership continuity.

An officer may hold more than one (1) of the positions described below, upon approval by a two-thirds (2/3) majority of the Board. An officer may not hold two (2) of the following positions: President, Vice President/Secretary and Director of Finance unless an elected officer is unable to perform duties and the backup rules as per these bylaws apply.

Any of the positions below may remain vacant – except those of President, Vice President /Secretary and Director of Finance. The Vice President / Secretary shall assume the role of the Chapter President if the President is unable to perform duties for any reason. In the event one (1) of the two (2) remaining positions mentioned here above become vacant, the remaining two (2) officers should split the responsibilities until the next official elections.

Section 3. The President shall be the Chief Executive Officer (CEO) for the 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 must have served at least one (1) complete term in another position on the Board, but in circumstances where no candidate for election meets this criterion, this criterion will be waived.

Section 4. The Vice President /Secretary is the chief operations officer (COO), and shall ensure the effective functioning of the Chapter, and assist the President with his or her duties of managing the Chapter. The Vice President / Secretary shall keep the records of all business meetings of the Chapter and meetings of the Board. He or she is responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the Chapter.

Section 5. The Director of Finance shall oversee the management of funds for duly authorized purposes of the Chapter. He or she is responsible for maintaining and presenting all financial records required for the Chapter's operations in accordance with the Chapter bylaws and legal regulations of Luxembourg.

Section 6. The Director of Membership and Volunteers shall be responsible for maintaining the membership records of the Chapter, and shall undertake activities to identify, attract, and retain members. He or she is responsible for addressing the needs of the volunteers, including recruitment, retention, recognition and support in accordance with Chapter policies and bylaws.

Section 7. The Director of Events and Professional Development shall be responsible for planning, managing, and coordinating Chapter events, designed to enhance and expand the skills and knowledge of project managers; maintain relationship with key influencers from industry to participate and support in Chapter events; incorporate feedback, suggestions, and recommendations as necessary to enhance effectiveness and value delivered to the audience and the Chapter. He or she shall be responsible to develop and implement a Chapter professional development plan, including a program roadmap for professional development activities such as study groups, seminars, workshops, courses, and other educational activities, both live and online; including maintaining of relationships with Registered Education Providers (R.E.P.s).

Section 8. The Director of Marketing and Communication is responsible for developing and implementing marketing and communication programs in accordance with the Chapter policies. He or she shall be responsible for the effective communication to members, external stakeholders and other organizations interested in the activities of PMI® and the Chapter. He or she is responsible for facilitating the Chapter's communication to internal and external stakeholders; publicizing the Chapter through internal and external publications (local media, newsletter, website, online media, etc); coordinate and publicize Chapter social networks; oversee the relationship with the media and press, and share information with PMI® and other communities.

Section 10. The Past President is the immediate former elected President for the duration of one (1) year only immediately following the term of service as President. The Past President shall hold the role as mentor for the

President assuring a transition period to the new elected President. The past president serve as an advisor and will have no official authority as an officer of the Board as defined in the bylaws.

Section 11. 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.

Section 12. 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 (1/2) 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 procedures determined by the Board.

Section 13. The Board of Directors may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the Chapter by reason of non-payment of dues for maximum one (1) month as per Article 4, Section 1 point E. or where the officer fails to attend three (3) consecutive Board meetings. An officer 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 14. 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 15. 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. Article 2 Section 2 applied for the role of the President, Vice President/Secretary and Director Finance. The Board may call for a special election by the Chapter's membership to fill the vacant position prior to the holding of regular elections.

Article VI – Chapter Nominations and Elections:

Section 1. The nomination and election of officers 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 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 any other unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of the calendar month following their election, and shall hold office for the duration of their terms, up to the date of resignation or until their successors have been qualified and elected.

Section 3. A Nominating Committee shall prepare a list containing nominees for the vacated positions and shall determine the eligibility and willingness of each nominee to stand for election (see Appendix A). Candidates for director 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. Ballots shall be counted by the Nominating Committee, who shall communicate the election results to the incumbent Board.

Section 4. Candidates may apply for multiple board positions though only one (1) can be taken in case of being elected. Candidates' results shall be tabulated, rank-ordered by the number of respective votes received. If the candidate is elected for two (2) roles he / she did candidate for, the position with the highest number of votes collected should be offered.

Section 5. Upon communication of the election results, a Board meeting shall be convened within a reasonable timeframe, comprising the remaining Board members and the duly elected new board members. Appointments of new members to the board shall proceed according to the candidates' application and the number of votes received for each role he/she applied for.

Where a newly elected candidate chooses to not accept the offered role, the Nominating Committee will be asked to provide an alternate candidate from the elected candidates list if available; alternatively the Board will either appoint elected board members to multiple positions or leave the position vacant until the next scheduled elections as per Article 5 section 2.

Section 6. Once the new Board is constituted, it shall be presented to the Membership.

Section 7. No current member of the Nominating Committee shall be included in the list of nominees prepared by the Committee. The role and function of the Nominating Committee is defined in Appendix A of this document.

Section 8. 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.

Article VII – 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 by the Board. The Chapter officers can serve on the Chapter Committees, unless it specifically is restricted by these 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 - Chapter Finance:

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

Section 2. The Chapter annual membership dues shall be set by the Chapter's Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

Section 3. The 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 45 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 the membership within 45 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 Chapter shall be those members in good standing, present and in person. If elections or decisions by voting are to be done during the annual/special meeting, a Chapter member in good standing may elect to vote or express his/her decision by proxy if unavailable to attend the meeting in person. No chapter member may represent more than one (1) other chapter member.

Section 4. 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 Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the Chapter, except as otherwise provided in these bylaws.

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

Section 3. The Chapter may engage in contracts or transactions with members, elected officers of the Board or directors, appointed committee members or authorized representatives of the Chapter and any corporation, partnership, association or other organization in which one or more of the 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 officers who do not have an interest in the transaction or contract;
- C. the contract or transaction is fair to the Chapter and complies with the laws and regulations of the applicable jurisdiction in which the Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the board .

Section 4. All officers, directors, appointed committee members and authorized representatives of the Chapter shall act in an independent manner consistent with their obligations to the 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 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 XI - Indemnification:

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the 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 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 Chapter, or is or was serving at the request of the 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.

Article XII- Amendments:

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the 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® Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the Chapter's Charter with PMI®.

Article XIII – Dissolution:

Section 1. In the event that the 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 Chapter Charter and require the chapter to seek dissolution.

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

Section 3. In the event the Chapter is considering dissolving, the Chapter'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 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.

Luxembourg, September 2015

Appendix A

Article I – Role of the Nominating Committee.

1. The Nominating Committee is the sole distributor of all election material for Chapter elected positions, with support of Board members who are not on the candidates list.
2. The Nominating Committee should be composed of at least two (2) persons who are members in good standing of both PMI® and the Chapter at the time the Nominating Committee is constituted.
3. The Nominating Committee outlines and communicates the conditions under which a member may run for office; eligibility criteria for election positions (see Article II); and procedures for nomination and election, in accordance with the Chapter's governing documents.
4. The Nominating Committee discusses the position with candidates who require information. Specific requirements of the position in terms of time, expense, meeting schedules, and administrative assistance can be explored.
5. The Nominating Committee organizes the set-up of the elections with support of Board members who are not on the candidates list, and collects the results of the election.
6. The Nominating Committee reports and submits the election results at a special meeting with the incumbent Board of Directors.

Article II – Eligibility Criteria for Election Candidates.

The Nominating Committee will take into account below criteria when validating the candidates' applications:

1. The candidate must be a member in good standing of both PMI® and the Chapter on and before the end date of the application period ("Call for Candidates"). Under exceptional circumstances the Nominating Committee, on approval from PMI, can make exceptions to this rule.
2. The candidate may not be made a party to any civil, criminal, administrative, or investigative action or proceeding that can harm PMI®, the Chapter or the Project Management profession in general.
3. The candidate must be acting in good faith.
4. The candidate for the President position must have served at least one (1) complete term in another position on the Board, but in circumstances where no candidate for election meets this criterion, this criterion will be waived.
5. The candidate is willing to participate in Board meetings and is honest in expressing the time commitment he or she is able to make.