

## **Component Bylaws Template**

### **Article I . Name, Principal Office; Other Offices.**

#### Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Rome Italy Chapter (hereinafter the “PMI Rome Chapter”). This organization is a local chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®.”) and separately incorporated as a non-profit organization, organized in accordance with the Italian Law.

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

#### Section 3. Principal Office; Other Offices.

The principal office of the PMI Rome Chapter shall be located in Via Cina 451, 00144 Roma, Italy. The PMI Rome Chapter may have other offices such as branch offices as designated by the PMI Rome Chapter 's Board of Directors.

### **Article II . Relationship to PMI® .**

Section 1. The PMI Rome 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's Bylaws and all policies, procedures, rules or directives established or authorized by PMI® as well as with the Chapter's Charter with PMI®.

Section 3. The terms of the Charter executed between the PMI Rome 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 Rome 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 PMI Rome Chapter.

A. General Purpose. The PMI Rome chapter has been founded as non-profit organization chartered by PMI®, and is dedicated to advancing the practice, science, and profession of project management in Italy in a conscious and proactive manner.

B. Specific Purposes shall include the following:

1. Promote the mission and objectives of PMI® in the Italian territory.

2. Increasing the number and participation of members through an effective recruiting process.
3. Support and improve professional development in project management by developing and providing programs and initiatives based on local needs.
4. Define and deliver educational programs and training services to strengthen the professional skills of Project Manager and support the programs of the PMI® certification.
5. Promote and support a forum for the free exchange of ideas, applications and solutions to support the needs of members and other interested in being involved in Project Management.

#### Section 2. Limitations of the PMI Rome Chapter.

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

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

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

### **Article IV . Membership.**

#### Section 1. General Membership Provisions.

A. Membership in the PMI Rome Chapter requires membership in PMI®. The PMI Rome 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 PMI Rome Chapter and all policies, procedures, rules and directives lawfully made hereunder, including but not limited to the PMI Code of Conduct.

C. All members shall pay the required PMI and PMI Rome Chapter membership dues to PMI and in the event that a member resigns or their membership is

revoked for just cause, membership dues shall not be refunded by PMI or the PMI Rome Chapter.

D. Membership in the PMI Rome Chapter shall terminate upon the member's resignation, failure to pay dues 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 PMI Rome Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Rome Chapter to PMI within such one month delinquent period.

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

G. All members of the Chapter, in good standing with their membership, are entitled to vote for the election of the Chapter leaders and be elected chapter leaders.

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

#### **Article V. Board of Directors**

In the Board resides the exclusive responsibility of the management of the Chapter. The President is in charge of the signature and the representation of the Chapter. The assembly is composed of all members in good standing with their membership, and meets at least once a year to elect the Executive Committee in the Annual General Meeting.

Section 1. The PMI Rome Chapter 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 five Chapter Directors elected from among the members in good standing with the payment of the membership of PMI® and of the Chapter. They shall be members of the Chapter for not less than three (3) years without interruption. The Directors will be in charge for two (2) years. The term of two years shall run in a way that the mandate of two (2) and the one of three (3) Directors will expire alternatively every other year. This process aims at ensuring the management continuity allowing the know-how and experience transfer through the Board members.

Presidency, Treasury and Membership officers will expire together (continuity is ensured by the internal Organization) while internal Organization and Programs will expire together (continuity is ensured by the President).

Only for 2012-2013 the mandate for the President, Treasury and Membership will last two (2) years and the internal Organization and Programs will last one (1) year. The

following will be valid only from when the present constitution will come into force, all previous by-laws will be cleared.

Nobody of the Board may be elected for more than two (2) consecutive times in the same role and in any case cannot be on the Board for a period exceeding six (6) years in row. The members who had reached this limit will be able to reapply after a period of two (2) years in which they have taken no directive role even though on a temporary basis. A Director whose term is not expiring cannot run as a candidate for another Board role.

The five Directors are the President, the Director of the Internal Organization, the Treasurer, the Director of Planning and Professional Development, the Director of Membership and Public. Relations. The Board of Directors shall include the most recent ex-President who shall act as a consultant. The Director of the Organization shall be in charge to keep the record of all Chapter meeting documents as well as the Board of Directors minute of meetings; the Treasurer shall supervise at the Chapter funds management.

Section 3. The President: shall be the chief executive officer for the PMI Rome Chapter and of the Board of Directors, and shall perform such duties as are customary for presiding officers, including making all required appointments with the approval of the Board; shall perform all the actions required and authorized by this Constitution; shall be the custodian of this Constitution. The Planning and Professional Development Director will be in charge of the Chapter Presidency in case of President absence or impediment; shall also serve as a member ex-officio with the right to participate and vote on all committees except the Nominating Committee; shall submit to the PMI<sup>®</sup> Executive Office the annual Chapter report within the required terms; shall represent the Chapter or shall delegate a member of the Board of Directors in his place in the Council of the Chapter Presidents, CCP; shall act as a link between PMI<sup>®</sup>; shall file all chapter's documents and shall take care to pass them to his successor.

Section 4. The Director of the Internal Organization: shall keep the records of all business meetings of the PMI Rome Chapter and meetings of the Board of Directors; shall draw up meetings and Board of Directors minute of meetings; shall be the keeper of this Constitution as well as of all amendments; shall be the custodian of the Chapter's operating manual which includes Chapter Directors job descriptions; shall be responsible for certifying all Chapter ballots as well as Board of Directors election results; shall be responsible to verify that the internal procedures are being followed; shall be responsible to maintain a permanent archive and the related IT tools and to manage their hand over to his successor.

Section 5. The Treasurer: shall oversee the management of funds for duly authorized purposes of the Chapter. All funds of the Chapter will held on behalf of the Chapter; shall prepare the annual budget and the financial plan and shall be responsible for all necessary tax information on national basis; shall be responsible to maintain all bank

accounts and their signatures, and to maintain a permanent archive which will pass to his successor.

Section 6. The Director of Planning and Professional Development: shall be responsible for all that is necessary to support Chapter's programs; shall ensure that all Chapter's members will be informed by mail or other appropriate means about all Chapter's programs; shall be responsible for promoting the Project Management Professionals, PMPs, development through publications, organization of training seminars and anything deemed necessary.

Section 7. The Director of Membership and Public Relations: shall prepare the official list of members and shall work actively to retain existing members and get new ones; shall be responsible for maintaining an accurate address book of Chapter's members, current or prospective, and the production and distribution of materials to members on the book; shall be responsible for the dissemination of the Chapter's activities and to maintain a permanent archive of them which shall pass to his successor.

Section 8. The Board shall exercise all powers of the PMI Rome Chapter, except as specifically prohibited by these Bylaws, the PMI Bylaws and policies, its charter with PMI, and the Italian laws. 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 Rome Chapter business and funds.

Section 9. 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 1 (one) vote and may take part and vote in person or via e-mail. 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 10. 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 the PMI Rome 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 Director of the Internal Organization. Unless a different 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 11: 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 12: 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 Officer of Planning and Professional Development shall assume the duties and office of the presiding officer for the remainder of the term.

## **Article VI . PMI Rome Chapter 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 Rome 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 by electronic ballot to all voting members in good standing 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 Component may be used to support the election of any candidate or group of candidates for PMI, Component or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

## **Article VII . PMI Rome 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 Chapter officers and/or Directors can serve on the PMI Rome 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 - Finance:**

Section 1. The fiscal year of the PMI Rome Chapter shall be from 1 January to 31 December. An annual economic and financial report will be prepared and approved by June 30 of each year.

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 PMI Rome 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.

Section 5. It is forbidden to distribute, even indirectly, profits or surplus as well as funds, reserves or capital during the life of the chapter.

### **Article IX . Meetings of the Membership:**

Section 1. The annual meeting of members will be convened at a date and place to be determined by the Board.

Section 2. The extraordinary general meetings of members will be convened, with the same arrangements and voting procedures of the annual meeting, by the President, by the majority of the members of the Board, or upon request of 10% of members entitled to vote by making a request to the Chapter president.

Section 3. The convening of all an annual and extraordinary meetings will be sent by postal mail or e-mail from the President by the board to all members of which their

address is known at least 30 days before the meeting. In this meetings the agenda is limited only to the items and subjects specifically reported in the meeting notice..

Section 4. The quorum for the validity of all annual and extraordinary chapter meetings shall be 10% of members entitled to vote that have no outstanding fees. The vote shall be casted by electronic ballot.

Section 5. All meetings will be conducted in accordance with the procedures determined by the Board.

#### **Article X - Inurement and Conflict of Interest:**

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Rome Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI Rome 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. The Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Rome chapter and any corporation, partnership, association or other organization in which one or more of PMI Rome 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 the PMI Rome Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMI Rome 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 PMI Rome 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 PMI Rome 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 PMI Rome Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Rome Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated.

Where the representative has been successful in defending the action, indemnification is mandatory.

Section 2. Unless ordered by a court, discretionary indemnification of any representative shall be approved and granted only when consistent with the requirements of applicable law, and upon a determination that indemnification of the representative is proper in the circumstances because the representative has met the applicable standard of conduct required by law and in these bylaws.

Section 3. To the extent permitted by applicable law, the PMI Rome 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 PMI Rome 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, present 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 forty-five (45) 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 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 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 Rome Chapter's Charter with PMI.

### **Article XIII . Dissolution:**

Section 1. In the event that the PMI Rome 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 dissolve the PMI Rome Chapter.

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

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

Section 4. Should the PMI Rome Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.