



PMI JAMAICA CHAPTER BYLAWS

Adopted 1999 from the PMI Chapter Bylaws Template

Revised as at October 10, 2022

Version Control

In keeping with good corporate governance practices, the PMI Jamaica Chapter Bylaws are recommended by PMI to be reviewed every 3 years, as needed. The historical revisions since the establishment of the Jamaica Chapter since 1999 are as per the version control table below:

Date of Revision	Description	Status
October 4, 1999	First adoption of the PMI Bylaws Template	Approved by PMI
October 31, 2005	Second PMIJA Bylaws revision completed & adopted	Approved by PMI
October 7, 2014	Third PMIJA Bylaws revision completed & adopted	Approved by PMI
June 14, 2018	Fourth PMIJA Bylaws revision completed & adopted	Approved by PMI
March 3, 2022 & October 10, 2022	<p>Fifth PMIJA Bylaws revision completed.</p> <p>For ease of reference to the Board and PMI, amendments are highlighted in red on pages 1, 2, 5, 6, 7, 8, 9, 10, & 11</p>	<ul style="list-style-type: none"> • After PMI review and advisory to proceed, the amended PMIJA Bylaws will be placed on the PMIJA website and communicated to all members, soliciting members only feedback within 30 days of posting • PMI will coordinate electronic voting on the Bylaws and submit the results to the current President after 30 days • Bylaws emailed to Jason Harbonic (Chapter Operations Administrator) for final approval Oct. 10, 2022 • PMI USA approval received Tuesday Oct. 11, 2022

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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, Jamaica Chapter (hereinafter “the Jamaica Chapter”) - formerly known as the “PMI Doctor Bird Chapter”. This organization is a 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 Jamaica.

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

Section 3. Principal Office

The principal office of the Jamaica Chapter shall be located in Jamaica. The Jamaica Chapter may have other offices such as Branch offices as designated by the Jamaica Chapter Board of Directors.

Article II – Relationship to PMI

Section 1. The Jamaica 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 Jamaica 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 Jamaica Chapter’s Charter with PMI.

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

Article III – Purpose and Limitations of the Jamaica Chapter

Section 1. Purpose of the Jamaica Chapter

- A. General Purpose. The Jamaica Chapter has been founded as a non-profit, 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 Jamaica Chapter and PMI and these Bylaws, the purposes of the Jamaica Chapter shall include the following:

- a) To foster professionalism in the management of projects.
- b) To promote ethical conduct among project management practitioners.
- c) To stimulate appropriate application of project management for national development.
- d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and others 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.

Section 2. Limitations of the Jamaica Chapter

- A. General Limitations. The purposes and activities of the Jamaica Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with the Jamaica Chapter's Articles of Incorporation.
- B. The membership database and listings provided by PMI to the Jamaica Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the Jamaica 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 Jamaica 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 law.

Article IV – Jamaica Chapter Membership

Section 1. General Membership Provisions.

- A. Membership in the Jamaica Chapter requires membership in PMI®. The Jamaica 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 Jamaica 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 Jamaica 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 Jamaica Chapter.
- D. Membership in the Jamaica 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 Jamaica Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the Jamaica Chapter to PMI, within such one-month delinquent period.
- F. Upon termination of membership in the Jamaica Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. All current members have voting rights, and are eligible to hold office.

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

Article V – PMI Jamaica Chapter Board of Directors

Section 1. The Jamaica 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 the officers of the Jamaica Chapter elected by the membership and shall be members in good standing of PMI and of the Jamaica Chapter. Terms of office for the Officers shall be two years, limited to two consecutive terms in the same position, and no more than three consecutive terms on the Board in general. Terms of office for the Directors at Large shall be two years, limited to three consecutive terms in the same position, and no more than three consecutive terms on the Board in general. Four board member positions are elected each year to include President, President Elect, Treasurer, Secretary.

Section 3. The President shall be the chief executive officer for the Jamaica 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.

Section 4. The Secretary shall keep the records of all business meetings of the Jamaica Chapter and meetings of the Board.

Section 5. The Treasurer shall oversee the management of funds for duly authorized purposes of the Jamaica Chapter.

Section 6. Up to eight Directors at Large or other officer positions shall be appointed to function in the manner customary of board members. The duties and role of the President Elect is to 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 7. The President, with the approval of the Board, may appoint other officers as needed to fill an unexpired term due to a resignation or other vacancy. All appointed officers shall serve the same term as the Board of Directors.

Section 8. The Board shall exercise all powers of the Jamaica 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 Jamaica Chapter business and funds.

Section 9. The Board shall meet at the call of the President, or at the written request of two (2) 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 or with a unique identifier virtually, using the PMI USA administered electronic voting system for transparency. At its discretion, the Board may conduct its business face-to-face, by teleconference, facsimile, videoconference, via virtual business communication platforms 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 a board member position to be vacant where a board member ceases to be a member in good standing with PMI or the Jamaica Chapter by reason of non-payment of dues, or where the board member fails to attend two (2) consecutive Board meetings. A board member 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 11. A board member 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 in person or virtually at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 12. In the event the President is unable or unwilling to complete the current term of office, the President Elect shall assume the duties and office of the presiding officer until the next scheduled election. The Board may call for a special election by the chapter's membership to fill the vacant position.

Article VI – Jamaica Chapter Nominations and Elections

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 Jamaica 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 term 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, by tellers designated by the Board, or electronically counted via PMI's e-vote system.

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(s) of all election materials for Chapter elected positions.

Article VII – Jamaica 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 Jamaica

Chapter officers and/or Directors can serve on the Jamaica 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 – Jamaica Chapter Finance

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

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

Section 3. The Jamaica 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 (physically or virtually). 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 within a reasonable amount of time 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 (physically or virtually) 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 Jamaica Chapter shall be ten percent (10%) of the voting membership in good standing.

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

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

Article XIII – Dissolution

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

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

Section 3. In the event the Jamaica Chapter is considering dissolving, the Jamaica Chapter’s members of the Board of Directors must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI’s policy.

Section 4. Should the Jamaica 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.