



PMI®

NORTH INDIA CHAPTER

PROJECT MANAGEMENT INSTITUTE NORTH INDIA CHAPTER BYLAWS

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REVISION HISTORY

<i>Date of Incorporation</i>	<i>May 25, 2002</i>
<i>Revision 1</i>	<i>2009</i>
<i>Revision 2</i>	<i>2012</i>
<i>Approved by PMI GOC</i>	<i>August 22, 2012</i>
<i>Approved by PMI NIC Membership</i>	<i>October 13, 2012</i>
<i>Effective Date</i>	<i>November 1, 2012</i>
<i>Revision 3</i>	<i>2014</i>
<i>Approved by PMI GOC</i>	<i>October 03, 2014</i>
<i>Approved by PMI NIC Membership</i>	<i>December 04, 2014</i>
<i>Effective Date</i>	<i>December 06, 2014</i>

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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, North India Chapter (hereinafter “PMINIC”). This organization is a not-for-profit organization chartered by the Project Management Institute, Inc. (hereinafter “PMI[®]”) and separately incorporated as a non-profit, corporation (or equivalent) organized under the laws of India, Delhi jurisdiction, and registered under the Societies Registration Act, 1860 as applicable to the N.C.T. Delhi.

Section 2: Legal Requirements

The PMINIC shall meet all legal requirements in the jurisdiction(s) in which the PMINIC conducts business or is registered.

Section 3: Principal Office

The principal office of PMINIC shall be located in N.C.T. Delhi.

Section 4: Other Offices

PMINIC may have such other offices at such suitable places, within or outside the N.C.T. Delhi, as may be designated by the PMINIC Board of Directors.

Article II – Relationship to PMI.

Section 1: Responsibility to PMI

The PMINIC 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: Bylaws

The bylaws of the PMINIC 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 PMINIC’s Charter with PMI.

Section 3: Charter Authority

The terms of the Charter executed between the PMINIC 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 PMINIC shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMINIC

Section 1: Purpose of the PMINIC

- A. **GENERAL PURPOSE.** PMINIC has been founded as an autonomous, non-profit, society chartered by PMI[®], and is dedicated to advancing the state-of-the-art in effective and appropriate application of the practice and science of project management.
- B. **SPECIFIC PURPOSES.** Consistent with the terms of the Charter executed between the PMINIC and PMI and these Bylaws, the purposes of the PMINIC shall include the following:
- To foster professionalism in the management of projects
 - To contribute to the quality and scope of project management
 - To stimulate appropriate global application of project management for the benefit of general public
 - 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
 - To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully
 - To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
 - To provide a guiding influence in academic and industrial research in the field of project management
 - To seek and foster international cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit
 - To improve the competitiveness of Indian corporate strategies of innovation through projects
 - To help India link into internationally produced knowledge and master it at the local level

Section 2: Limitations of the PMINIC

- A. **GENERAL LIMITATIONS.** The purposes and activities of the PMINIC shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMINIC Articles of Incorporation.
- B. **MEMBER INFORMATION LIMITATIONS** 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 laws and regulations pertaining to privacy and use of personal information.

- C. **CHAPTER OFFICER LIMITATIONS** The officers of the 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 Bylaws, Charter Agreement; PMI[®]'s Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV –PMINIC Membership

Section 1: General Membership Provisions

- A. Membership in the PMINIC requires membership in PMI[®], and PMINIC shall not accept as members any individuals who have not been accepted as PMI[®] members upon the submission, receipt, and acceptance, of required dues, fees, and assessments by PMI. Membership in this organization is voluntary and shall be open to any PMI Member interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, colour, 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 PMINIC and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct
- C. **DUES:** All members shall pay the required PMI and PMINIC 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 PMINIC
- D. Membership in the PMINIC shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. **NON-PAYMENT OF DUES.** Any member who has not paid all applicable dues, fees, and other assessments shall be in default and shall not be entitled to exercise any rights and privileges of membership until such time as all such current yearly dues, fees, and assessments are paid in full. Members who pay all dues, fees and assessments in arrears within one hundred (100) days of notice of the default shall not lose any membership seniority or similar status. Non-payment of all dues, fees and assessments in arrears will be deemed as resignation of PMINIC membership status.
- F. **MEMBER RIGHTS** are defined as the opportunity to vote on Chapter matters and to hold elected or appointed office, as defined in these Bylaws. Privileges are defined as those tangible and intangible benefits, products and services offered with membership in the

Chapter. The PMINIC Board of Directors shall establish the privileges associated with membership.

- G. **MEMBER IN GOOD STANDING:** Any member who has no pending dues, and his/her membership has not been terminated either by resignation or otherwise.
- H. **VOTING RIGHTS:** Excluding student members, all chapter members in good standing are eligible to vote and hold office.

Section 2: Classes and Categories of Members.

The PMINIC shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Section 3: Termination of PMINIC Membership

Membership in the PMINIC shall terminate upon the member's resignation, failure to pay dues, or expulsion from membership for "just cause". "Just cause" shall be one or more of the following acts by a member or Officer:

1. Continued wilful neglect of his/her material duties or obligations defined herein, meaning the substantial and continued wilful refusal of the member or Officer to perform the duties required of him/her herein, evidencing bad faith toward the PMINIC, which neglect or refusal continues after ten (10) days written notice from the PMINIC;
2. Theft or misappropriation of PMINIC assets;
3. Conviction of a criminal act involving fraud, dishonesty, or moral turpitude or any felony;
4. Breach of any provision of these Bylaws or any subsequent amendment or promulgation of rules by the PMINIC Board;
5. Failure to fulfil the duties herein stated, causing injury to himself / herself, another or to PMINIC employees, agents, invitees, or its customers;
6. Making of any false, disparaging, fraudulent or malicious statements, whether publicly or privately, to any party regarding the PMINIC;
7. Falsifying any of PMINIC records or making any omission of information requested on any of PMINIC's documents;
8. Acting without authorization, participating in the use of, removal of, theft of or intentional damage of another's property, the property of the PMINIC, another member Officer, any independent contractor, agent, invitee or customer of the PMINIC; and/or
9. Use or threatened use of physical violence, profane, abusive language or language of a sexual nature during the execution of his/her membership or duties herein stated.

Article V – Chapter Governance and Operations

Section 1: General

1. The Chapter shall be governed by Governance Board and supported by an Operations Team which shall together be responsible for carrying out the purposes and objectives of the non-profit corporation. The Chapter Governance Board members shall be the PMINIC Board Of Directors
2. General duties and responsibilities:
 - Adhere to PMI code of ethics
 - Attend all possible board meetings
 - Ensure chapter bylaws, policies and procedures are upheld
 - Attend all possible chapter events and meetings as a visible member of the board
 - Attend and contribute to all annual planning and strategy sessions
 - Collaborate with other board members with initiatives that cross over board portfolios
 - Attending leadership conferences as applicable
 - Keeping up on duties and responsibilities of own portfolio
 - Promoting PMINIC and its initiatives and values at business and PM community events
 - Build good relationships with members and volunteers
 - Contribute information to the PMINIC website and newsletter on time
 - Support a clean and timely handover of Chapter records to the position's successor
3. **QUORUM.** A majority of the Governance Board Directors shall constitute a quorum of any meeting of the PMINIC Board of Directors. Such a majority shall be capable of transacting any business authorized by, or as may be provided in, these Bylaws and the Articles of Incorporation. Except as otherwise provided in these Bylaws or by law, the act of a majority of Directors present at a meeting at which a quorum is present at the time shall be the act of the PMINIC Board of Directors.
4. **MEETINGS:** The Board shall meet at the call of the President, or at the written request of three (3) members of the Board, or a petition signed by 10% of chapter membership. 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. Each meeting shall be preceded by at least seven days' notice and Board shall conduct minimum of ten (10) meetings per year.
5. **GEOGRAPHY:** All PMINIC Officers must be residing in the PMINIC geography.

Section 2: Governance Board (membership elected members).

1. **GENERAL.** The Governance Board shall consist of minimum six (6), and maximum ten (10) members. The Chapter Governance Board members shall be the PMINIC Board of Directors (“Board”).
2. **AUTHORITY.** The Governance Board shall be vested with the powers possessed by the non-profit corporation itself, including the powers, accountability and authority to: uphold and execute the organization’s purposes; appoint and remunerate agents and employees; disburse funds of the Institute; purchase, lease, sell, transfer and otherwise convey property; and establish and adopt such policies, rules, and regulations for the conduct of its business, responsibility, and authority as will be deemed advisable, insofar as any exercise or delegation of authority is consistent with, and does not conflict with, the Articles of Incorporation or Bylaws of the Chapter/PMI (in their present form or as amended), or applicable law.
3. **FUNCTIONS:** The Governance Board shall be responsible for executive leadership and fulfilling the mission and vision of the Chapter’s business plan. The Governance Board shall provide for Chapter governance through strategic planning, policy development, annual budgeting approval, operational planning approval, maintenance of Bylaws, management of financial reserves, and oversight of Chapter operations.
4. **GOVERNANCE BOARD COMPOSITION:** The Governance Board shall be comprised of ten (10) PMINIC Board Directors. Nine (9) of these PMINIC Board Directors shall be elected by chapter membership in good standing, and one position will be occupied by Immediate Past President.
 - a. **PRESIDENT** shall be the Chief Executive Officer for the Chapter, shall preside over the Governance Board, and shall be responsible for overall oversight of the chapter and the board, assuring that the Chapter Board works together as a team, dedicated to achieving the Chapter vision, mission and objectives as detailed in the Chapter Charter. The president shall direct the activities of the other board members in accordance with the chapter bylaws.
 - b. **PAST PRESIDENT** will be the immediate former President. Past President shall be non-elected non-voting board member who shall help in smooth board transitions, and shall help in providing advisory services to chapter board, in accordance with chapter policies and bylaws; and any other functions deemed necessary by the board.
 - c. **SECRETARY** shall be responsible for preparing, maintaining, recording, circulating all records, correspondence, minutes of meetings, and related affairs of the chapter, in accordance with the chapter policies and bylaws; and any other functions deemed necessary by the board.

- d. **VICE PRESIDENT OF FINANCE** shall be responsible for maintaining and presenting all financial records required for chapter operations in accordance with chapter and bylaws; and any other functions deemed necessary by the board.
 - e. **VICE PRESIDENT OF GOVERNANCE AND POLICY** shall be responsible for addressing governance and policy issues, including ensuring the maintenance and enforcement of chapter policies and bylaws; and any other functions deemed necessary by the board.
 - f. **VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT** shall be responsible for professional development, education and chapter events in accordance with chapter policies and bylaws; and any other functions deemed necessary by the board.
 - g. **VICE PRESIDENT OF COMMUNICATION** shall be responsible for maintenance of external and internal communications established by the Chapter, which can include, but not be limited to the Newsletter, Advertising, e-mail blast distribution lists, and Chapter Web site content, press; and any other functions deemed necessary by the Board
 - h. **VICE PRESIDENT OF MEMBERSHIP** shall be responsible for addressing the needs of chapter membership, including service delivery, recruiting and retaining members in accordance with chapter policies and bylaws; and any other functions deemed necessary by the board.
 - i. **VICE PRESIDENT OF VOLUNTEERS** shall be responsible for addressing the needs of the volunteers, including recruitment, retention, recognition and leadership development training and support in accordance with chapter policies and bylaws; and any other functions deemed necessary by the board.
 - j. **VICE PRESIDENT OF MARKETING AND OUTREACH** shall be responsible for developing marketing, corporate relations and communication programs in accordance with chapter bylaws and policies; and any other functions deemed necessary by the board.
5. **LENGTH OF TERMS:** Each Director except Immediate Past President shall be elected by voting membership of the Chapter in **good standing** and shall serve a term of three (3) years. Unless otherwise and specifically authorized by these Bylaws, no Governance Board Director shall
- a. Serve more than two (2) terms on the same position and
 - b. Serve more than three (3) consecutive terms in the chapter governance board

For calculation under clause 5(a) and 5(b), any time spent as a non-elected/nominated board member, will not be counted.

6. **NOMINATION / ELECTION:** Candidates for election will be nominated by the Nominating Committee, as set forth in Chapter Handbook and, Chapter Elections Policy and/or Chapter Elections Guidelines document. The terms of the Governance Board Directors shall be staggered to ensure that approximately one-third of the Director terms of office

expire each year. All Governance Board Directors shall be elected by secret ballot by the voting membership of PMINIC.

7. **RESIGNATIONS:** A Director may resign at any time by submitting a written resignation to the President. Any resignation will be effective as of the time specified in the written resignation, or, if no date is specified, as of the acceptance date of the written resignation as determined by the President.
8. **REMOVAL:** A Director who is no longer a member in good standing of PMINIC, shall be removed and replaced by the Governance Board.

A Director may also be removed

- i. by operation of applicable law;
 - ii. or where the officer or Director fails to attend two (2) consecutive Board meetings;
 - iii. or on his / her absence / movement outside PMINIC chapter geography for more than 180 days in a single calendar year;
 - iv. or by a two-thirds (2/3rds) affirmative vote of the Governance Board of Directors for just cause at any regular or special meeting at which a quorum of the Governance Board is present; and in accordance with Governance Board adopted policies and procedures.
9. **VACANCIES:**
 - a. **PRESIDENT'S OFFICE:** In the event the President is unable or unwilling to complete the current term of office, the Board shall nominate and elect a President from within the board for the remainder of the term.
 - b. **OTHER OFFICES:** In the case of a vacancy, resignation, or removal of a Governance Board Director, the remaining Directors shall nominate and elect another qualified individual to fill the vacancy for the unexpired portion of the term.

Section 3: Operations Team (governance board elected members)

The Operations Team shall consist of multiple Associate Vice Presidents, Managers, and other officers. Operations Team member must be a PMINIC Member in good standing

Operations team structure and related regulations will be as defined in the Chapter Handbook.

Article VI –PMINIC Nominations and Elections:

Section 1

The nomination and election of officers and directors shall be conducted annually as per election policy and guidelines set forth in Chapter Handbook, Chapter Elections Policy, and Chapter Elections Guidelines document, in accordance with the terms of office specified in [Article IV](#), and [Article V](#). All voting members in [good standing](#) on the date of election announcement and on the date of voting, of the PMINIC shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, 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

No current member of the Nominations Committee shall be included in the slate of nominees prepared by the Committee.

No current board member except Past President should serve on the nominations committee.

Section 4

Volunteers who resign from their voluntary position or are removed from the position by chapter board will not be entitled to stand for any elected / nominated position as defined in chapter bylaws for a period of 2 years from his date of resignation / removal.

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 Nominating Committee will be the sole distributor of all election materials for Chapter elected positions.

Article VII – PMINIC Committees

Section 1

The Governance 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, legislative powers, and its outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization. PMINIC chapter board may also create special committees such as Advisory Committee, which may have non-PMI members also. Any non-PMI Members serving on the committees will not have any voting rights outside the scope of serving committee. The PMINIC officers and/or Directors can serve on / be on PMINIC Committees, unless it is specifically 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 Governance Board

Article VIII – PMINIC Finance:

Section 1: Fiscal Year

The fiscal year of the PMINIC shall be from 1 April to 31 March of next year

Section 2: Membership Dues

PMINIC annual membership dues shall be set by the PMINIC's Board and communicated to PMI in accordance with policies and procedures established by PMI

All membership dues billings, dues collections and dues disbursements shall be performed by PMI

Section 3: Legal Compliance

The PMINIC Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities

Article X – Meetings of the Membership:

Section 1: Annual Meeting

An annual meeting of the membership shall be held at a date and location to be determined by the Governance Board.

Notice of all annual meetings shall be sent by the Board to all members at least 30 days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2: Special Meetings

Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of 10% of chapter membership sent to the President

Notice of all special meetings shall be sent by the Board in advance of at least 7 days to those who will participate. 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

Quorum at all annual and special meetings of the PMINIC shall be five per cent (5%) of the voting membership in good standing, present and in person.

Section 4: Meeting Records

All the proceedings of the meetings shall be recorded by Secretary or Nominated member, which shall be subsequently circulated within a week with the member community. These meetings shall be conducted according to parliamentary procedures determined by the Board.

Article XI - Inurement and Conflict of Interest:

Section 1

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

Section 2

No officer, director, appointed committee member or authorized representative of the PMINIC shall receive any compensation, or other tangible or financial benefit for service on the Board.

However, the Board may authorize payment by the PMINIC 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

PMINIC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMINIC and any corporation, partnership, association or other organization in which one or more of PMINIC'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 PMINIC and complies with the laws and regulations of the applicable jurisdiction in which PMINIC 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 PMINIC shall act in an independent manner consistent with their obligations to the PMINIC 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 PMINIC 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 XII – Disputes and Mediation

The entire mediation process shall be carried out under the framework of Chapter's Bylaws and Chapter handbook, Dispute and Mediation Process, and other any other chapter governance documents.

If need be or situation warrant then the Grievance Committee and Ethics Committee shall work in closed coordination, to ensure that resolution of grievance/dispute resolved without violation of PMI and Chapter Board code of ethics.

All disputes that are not resolved at the local chapter level will be escalated and addressed within the PMI Chapter Conflict Resolution Program.

Article XIII - Indemnification

Section 1

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

Section 1

Upon approval these Bylaws shall be deemed effective upon communication from chapter board to chapter membership. These bylaws may be amended by

- Majority vote of the voting membership in [good standing](#) voting by electronic ballot, present at an annual or special meeting of the PMINIC duly called and regularly held OR
- By majority vote of the voting membership in [good standing](#) voting by electronic ballot within seven (7) days from the date of communication
- Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting or vote.
- In case of e-voting, if the minimum number of votes polled is less than 10% of chapter membership, the Board will have authority to extend the voting timelines.

Section 2

Amendments may be proposed by the Board on its own initiative, or upon petition by ten per cent (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 PMINIC's Charter with PMI and local laws

Article XV – Dissolution:

Section 1

In the event that the PMINIC or its governing officers failed to act according to these bylaws and the PMINIC's or all PMI[®] policies, procedures, and rules outlined in the charter agreement, PMI[®] has a right to dissolve the Chapter.

Section 2

In the event the PMINIC failed to deliver value to its members as outlined in the business plan and without mitigated circumstance, the Chapter acknowledges that PMI[®] has a right to dissolve the PMINIC as per the terms of the Charter.



NORTH INDIA CHAPTER

PROJECT MANAGEMENT INSTITUTE NORTH INDIA CHAPTER BYLAWS

Section 3

In the event the PMINIC is considering dissolving the PMINIC, the PMINIC'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 PMINIC 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.

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.