



**Project
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Institute®
Puerto Rico**

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Chapter Bylaws

NON-FOR-PROFIT CORPORATION

Version date: February 17, 2024



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GLOSSARY

- A. **Annual Meeting** - means a meeting of Members held for the purpose of presenting financial statements of the Corporation and such other matters properly brought before the meeting. Attendance could be in person or by any form of remote conferencing where the member can be positively identified.
- B. **Board** - means the Board of Directors (BOD) of the Project Management Institute Puerto Rico Chapter.
- C. **Board Member** - means a person elected by the chapter members to the position of president elect and the applicable vice presidencies, to a seat in the Board. The president's position is also a Board Member designated by the succession of the President Elect.
- D. **Chairperson** - means a person appointed by a Board member to preserve order during a meeting of the Members.
- E. **Director (Non-Board Member)** - It refers to volunteers appointed by the Board of Directors to occupy positions defined by the Board as "Directors" and report to a Board member.
- F. **Fiscal Year** - means the period commencing on the 1st day of January and ending on 31st day of December of each year or on such other dates as determined from time to time by Special Resolution.
- G. **Member** - means a person who is a member of PMI and is a chapter member of PMIPR, as evidenced by registration and fees payment (as applicable) through PMI.
- H. **Nomination/ Election Committee** - an independent group of members lead by the past president that is responsible for the election process.
- I. **Officer** - means the President, President-Elect or Past-President or positions designated as an Officer of the Corporation by the bylaws of PMIPR as defined. An Officer may have different privileges to a Board Member.
- J. **PMI** - means the Project Management Institute, Inc.
- K. **PMIPR** - is the Project Management Institute Puerto Rico Chapter.
- L. **PMIPR Membership Fee** - is the amount determined by the Board for annual membership in PMIPR and such fee may be collected by PMI on behalf of PMIPR.
- M. **Quorum (BOD)** - for Board meetings is a majority (50%+1) of the Board of Directors. Attendance is defined as attending in person, or by any form of remote conferencing (phone, video, internet, etc.) where the officer can be positively identified.
- N. **Quorum (Members)** - for a Meeting of Members where the Members are requested to attend and/or vote on PMIPR business, is ten per cent (10%) of the number of Members. Attendance could be in person, any form of remote conferencing or, by any other method where the member can be positively identified by a Board member.
- O. **Special Resolution or Resolution** - means a decision passed by the Board of Directors and confirmed, with or without variation, by the majority (50%+1) of the votes cast at a general meeting of the members duly called for that purpose, or in lieu of such confirmation, by the consent in writing of the members entitled to vote at such meeting. Attendance to the meeting

could be in person, by any form of remote conferencing or, by any other method where the member can be identified.

ARTICLE I – NAME, PRINCIPAL OFFICE; OTHER OFFICES.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Puerto Rico Chapter (hereinafter “the PMIPR 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 Commonwealth of Puerto Rico.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMIPR Chapter shall be located in Puerto Rico. The PMIPR has no physical office. As such as this remains, the previous will apply. The PMIPR Chapter may have other offices such as branch offices as designated by the PMIPR Chapter Board of Directors.

ARTICLE II – RELATIONSHIP TO PMI.

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

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

ARTICLE III – PURPOSE AND LIMITATIONS OF THE PMIPR CHAPTER.

Section 1. Purpose of the PMIPR Chapter.

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- A. General Purpose. THE PMIPR Chapter has been founded as 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 PMIPR Chapter and PMI and these Bylaws, the purposes of the PMIPR Chapter shall include the following:
- i. Promote and advance the mission and objectives established by the Chapter.
 - ii. To foster professionalism in project management.
 - iii. To contribute to the quality and scope of project management.
 - iv. To stimulate appropriate global application of project management for the benefit of the public.
 - v. 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.
 - vi. To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - vii. Organizing meetings, symposiums, presentations and conferences on project management related topics and issues to provide continuing educational development for members.
 - viii. Support and encourage members who wish to have a PMI professional certification.
 - ix. Providing educational programs to individuals to aid them in gaining and/or maintaining accreditation in any PMI professional certification.
 - x. Any other initiative implemented by PMI.
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Section 2. Limitations of the PMIPR Chapter.

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

Section 1. General Membership Provisions.

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- A. Membership in the PMIPR Chapter requires membership in PMI®. The PMIPR Chapter shall not accept as members any individuals who have not been accepted as PMI® members. The eligibility criteria to be a member of PMIPR will be according to those established in the PMI by laws.
- B. 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.
- C. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMIPR Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- D. All members shall pay the required PMI and PMIPR 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 PMIPR Chapter.
- E. Membership in the PMIPR Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. All members in good standing may vote and hold office in accordance to the PMIPR Chapter policies and procedures.

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

Article V – PMIPR Chapter Board of Directors.

Section 1. The PMIPR Chapter shall be governed by a Board of Directors (Board).

- A. The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

The Board shall consist of a minimum of five (5) individuals elected by the membership or appointed and shall be members in good standing of PMI and of the PMIPR Chapter.

- B. A new member (Branch President) will be added to the PMIPR Chapter Board of Directors for each approved branch in operations.

- C. The Board of Directors shall be solely accountable for the planning and operations of PMIPR and shall perform their duties in accordance with PMIPR governing documents, the Charter Agreement with PMI, and the applicable law.

- D. Board of Directors so elected shall hold office, subject to the provisions of this section and the provisions of the Corporations Act, and a Board Member shall cease to be a Board Member if:

- i. At any time, the Board Member shall become unsound of mind or be found by any court of competent jurisdiction to be mentally incompetent.
- ii. The Board Member becomes bankrupt, makes authorized assignment for the general benefit of his or her creditors or is declared insolvent.
- iii. The Board Member ceases to be a Member.
- iv. The Board Member submits a written resignation to the PMIPR Officers. 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.
- v. The Board Member fails to attend three consecutive Board Meetings or four Board Meetings within a twelve-month period, at the discretion of the Board. Attendance to meetings must comply with the agreed meeting venue. In person meetings must be attended in person, on-line meetings are to be attended using virtual conference software in real-time with individual connections for each member. Variations from this requirement must be solicited to the President in advance and authorized as such or as stated in the BOD Branch Presidents Section.
- vi. The Board Member is removed from office by the Board.

- E. The Members may by resolution, passed by the majority (50%+1) of the votes cast at a Members Meeting duly called and constituted, remove any Board Member before the expiration of his or her term of office.









- F. In the event of a vacancy in the Board occurring by reason of death, resignation, or inability to fulfill his or her obligations as a Board Member, or by reason of any increase in the number of the Board pursuant to a Special Resolution or by reason of any other cause (except removal by the Members), the Board of Directors shall have the power to fill the resultant vacancy by

resolution. Otherwise, any vacancy in the Board shall be filled by a vote of the Members at a meeting duly called for such purpose. If the vacancy arises because the Past President is unable to perform their duties for the designated term, the Board of Directors may convene the past presidents and identify if any of them is interested in covering the duties of the current Past President during their absence. In case none of them is interested, the Board will offer to the past presidents that, at a minimum, one of them leads the Nomination / Election Committee. If none of the past presidents is interested in directing the Nomination / Election Committee, the Board will nominate an active volunteer to preside over said Committee. The Board of Directors may elect to leave a Board position vacant if the vacancy is created with less than 6 months left in the term of the Board Member.

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- G. The Board of Directors may expel a member from the Board if the Board Member is found to:
- Be involved in an illegal activity; or
 - Be in violation of the PMI Code of Ethics; or
 - Fail to accomplish his or her responsibilities in detriment of the best interest of the organization and the benefits of the membership.
- H. No Board Member shall be expelled from the Board without the due process involving appropriate notifications, at least three (3) and the offer to present its case with the Board. Expulsion shall be upon the majority (50%+1) vote of all Board Members.
- I. Every Board Member, who has, directly or indirectly, any interest in any contract or transaction to which PMI or PMIPR is or is to be a party, shall declare their interest in such contract or transaction at a meeting of the Board and shall, at that time, disclose the nature and extent of such interest and shall not vote in respect of such contract or transaction.
- J. Board members should not receive financial benefit personally or for their business for PMIPR chapter activities, such as soliciting membership for ideas/contents for their personal gain, asking their children to do work for chapter activities and paying them for it, soliciting or accepting presentation fees. If there is a unique situation for a Board member, the Board will discuss and vote on the matter. The Board member in question shall excuse themselves from both the discussion and the vote.
- K. The Board shall exercise all powers of PMIPR, 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 PMIPR business and funds.
- L. 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 one (1) vote and may take part and vote by teleconference, facsimile, or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

- M. The Board of Directors voting rights privileges are reserved only for the elected or appointed Board Members, the Branch Presidents, the President, and the President Elect.

Section 2. The President

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- A. The President shall be the chief executive officer for the PMIPR 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.
- B. The President shall be responsible and accountable for the supervision, control, and management of the Chapter in its administrative, business, financial, and other affairs.
- C. The President shall:
- Act as chair of the Board of Directors.
 - Ensure that the proper policies, procedures, and people are in place to ensure that the chapter appropriately discharges its responsibility to legal and statutory governing bodies.
 - Also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee. Is the primary contact with PMI Global, represents the chapter at the Regional and Global levels, and will be completely open and share information to the Board on all Regional and Global activities.
 - Communicate information from PMI to PMIPR Board and PMIPR members.
 - Ensure PMI policies and procedures are upheld as outlined in PMI Chapter Guidelines and Policies Manual.
 - Maintain and deliver all permanent records to the position successor and maintain a file (or ensure a file is maintained) of all appropriate Chapter correspondence (meeting minutes, mailings, letters to the Chapter membership.)
 - Assist the Board in developing an overall Chapter Strategy; direct, lead, and assist the Board in realizing that strategy.
 - In addition to what is stated above this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#)
- D. The President position shall be filled thru a succession process with the current President-Elect at the end of the President term.
- E. A Member may only serve as President for two (2) years. If the President-elect waives the right to occupy the position of president at any given time and the membership ratifies a resolution of the board of directors to extend the president's position for one period, the member may serve for an additional two (2) years as president. Under no circumstances may a Member serve for more than four (4) consecutive years as President.

- F. 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 for the remainder of the term.

Section 3. BOD Executive Officers – President-Elect

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- A. The President-Elect will be the PMIPR Chapter President at the end of the current President's term. In addition, during the absence or inability of the President to perform his or her duties and responsibilities, the President-Elect shall perform such duties and responsibilities.
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- B. The President-Elect shall perform its functions focusing on the governance aspects of the Chapter, and in alignment with duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).
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- C. The Nominations / Elections Committee should ensure that the member who is considering nominating as President-Elect is an individual with prior experience on the PMIPR Board of Directors.
- D. In the absence of candidates for president-elect from the current board of directors or past boards of directors, the position of president-elect shall be filled according to the nomination and election procedures described in Article VIII.

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Section 4. BOD Executive Officers – Past President

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- A. The Past President shall act as an advisor to all members of the board, and other duties as assigned. The Past President will endeavor to assure continuity is maintained in all areas of the organization. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#). The Past President does not have voting privileges on the Board.
- B. The Past-President will be president of the Nomination / Election Committee.
- C. In the event of an equality of votes, the past-president may exercise a casting vote (tie-breaking vote) to resolve the deadlock.

Section 5. BOD Vice-Presidents

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- A. VP Finance: The Vice President of Finance shall oversee the management of funds for duly authorized purposes of the PMIPR Chapter. The Vice President of Finance shall perform the activities customary to a Treasurer such as banking and financial duties as required by financial institutions. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).
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- B. VP Membership (Vice-President of Membership). The VP Membership maintains the PMIPR membership database using information supplied by PMI and applies this information to meet member's needs within the chapter. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).
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- C. VP Outreach (Vice-President of Outreach). This role is responsible for raising awareness and spreading the word on the value of project, program, and portfolio management as a core capability to support organizational success. This role seeks to influence businesses, corporations, and government organizations to embrace, value, and utilize project management and attribute their success to it. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#). Non-profit organizations are influenced through the social impact volunteer.
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- D. VP Education (Vice-President of Education). The VP Education leads the strategic development and management of a program to provide project management education to the community and chapter members with a focus in the promotion of PMI certifications. Also, seeks to increase number of certifications within the country through different types of certifications orientations and manages the professional development units (PDU's) processing. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).
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- E. VP Operations (Vice-President of Operations and Professional Development). The VP of Operations leads the development, scheduling, and coordination of programs for PMIPR meetings and seminars. This includes defining relevant items on the chapter meeting agenda, coordinating program schedules, and locating speakers. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).
- F. VP Marketing (Vice-President of Marketing). The Vice President of Marketing shall oversee the PMIPR Chapter marketing activities and defining the PMIPR Chapter brand and promoting that brand within the community, including the establishment of organizational partnerships, vendor relations and the PMIPR Chapter social media channels. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).
- G. VP Technology: The VP Technology directs all PMIPR activities relating to the use of

technology, including but not limited to websites, , computers, teleconferencing, and presentation equipment. The VP Technology shall also ensure appropriate security provisions exist. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).

H. VP Volunteers: The Vice President of Volunteers is 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. In addition, this role performs its duties as stated in PMI's latest version of the Role Delineation Study found here: [Role Delineation Study](#).

I. Terms of office for the BOD Vice-Presidents shall be two (2) years, regardless of whether they were elected or nominated, limited to two (2) consecutive terms in the same position, and no more than six (6) consecutive years on the board in general. If there is no individual willing or able to fulfill an open position on the Board resulting from this limit, that expiring Board Member may be re-elected for one additional term.

J. The BOD Vice-Presidents positions are staggered so that one half of the Board is elected each year.

Section 6. BOD Branch Presidents

A. Branch Presidents execute the Chapter strategy in a particular geographic region within PMIPR and have voting privileges on the PMIPR Board. Branch Presidents are subject to the same election and appointment criteria as any other Board member; in other words, they shall be elected; and if an opening is available, they shall be appointed according to Article VI of the Bylaws. Membership on the Board by the Branch President validates the Branch status, provides recognition of support by PMIPR to the Branch, and shows that the Branch is an integral part of PMIPR value to its members. Accountability of the Branch to PMIPR is reinforced by the presence of the Branch President or their delegate on the Board.

B. Branch operations can be hindered by the geographic distances imposed. Therefore, the chain of responsibility must be clearly understood and communicated to all parties so that PMIPR Board and Branch President maintain control and accountability for all operations. Branch Chapters will select their own VPs for their branch. They are regular Chapter members appointed to a Branch VP role to assist in Branch activities. They do not have voting rights on the PMIPR Board. The VP of a Branch has direct reporting to the Branch Chapter President and may have dotted-line responsibility to PMIPR VP of that portfolio. To require the physical presence of the Branch President at every Board meeting may impose an unreasonable burden because of the physical distances involved. Alternatives may be used to facilitate attendance, such as conference calls, webinars, the use of a delegate, or movement of the Board meeting outside of the regular locale for meetings.

Section 7. Volunteers

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- A. Committee volunteers must be PMIPR members and must follow closely PMI ethical standards. Non-members can serve in special projects and/or events with Board of Directors approval. Also, the Board of Directors will work to ensure that committee volunteers become members as specified in the Chapter Operational Guide.

Section 8. PMIPR Directors

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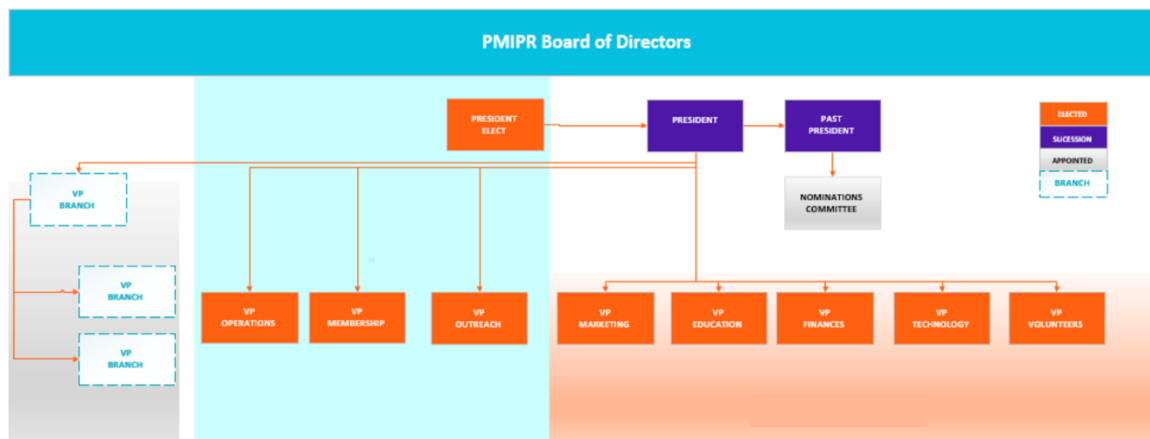
- A. Directors. The term "Director" may be applied to volunteers who execute their roles under the direction of a Chapter Vice-President. Such volunteer Director is not a member of the Board of Directors and does not have voting privileges on the Board.
- B. The description, type and number of directors will be based on their need at any given time; the PMIPR Board of Directors shall appoint these positions as necessary by resolution.

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ARTICLE VI – PMIPR CHAPTER ORGANIZATION STRUCTURE.

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ARTICLE VII – PMIPR 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 Article VI. All voting members in good standing of the PMIPR 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 second 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 vote in compliance with the legal jurisdiction. The candidates who receive the majority of votes cast for the board shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board. Electronic and other online voting means are acceptable alternates to paper-based cast ballots. For Branch President, candidates shall be elected at the branch level and become a member of the PMIPR 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 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. Nominees will abstain from any reference, direct or indirect, within the personal or the chapter communications media, social media or any other form of communication, regarding the nomination and election process. All communication regarding such processes will be done exclusively by the nominations and elections committee. In compliance with this may be justification for eliminating the nominee from the process at the discretion of the nominations and elections committee members.

Section 6. The Nominating committee must evaluate potential candidates and assure that they meet the eligibility criteria to participate in the election process and that they are in compliance with the requirements for a position within the Board of Directors. This committee may also check whether the candidate up for BOD has had any complaint that is a cause for concern.

Section 7. Appointment and Removals

- A. At the first meeting of the Board after each election, or from time to time the Board may appoint Board Members, Officers, Directors, agents, lawyers, or accountants as may be necessary. The appointing faculty is exclusively held by the members of the board of directors. Any Director or Officer appointed under this paragraph must, except for the accountant and lawyer, be a Member of PMIPR. The position of the President shall be filled only by succession of the President-Elect.

- B. The Board may from time to time remove any or all the Officers, Directors, assistants, agents, lawyers, or accountants and fix the remuneration (if any), to be paid to any Officer, assistant, agent or accountant elected or appointed in accordance with the preceding paragraph.

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ARTICLE VIII – COMMITTEES.

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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 PMIPR Chapter officers and/or Directors can serve on the PMIPR Chapter Committees, unless it specifically is restricted by the Bylaws.

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Section 2. All committee members and a chairperson for each committee shall be appointed by the Board member accountable for that committee.

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ARTICLE IX - PMIPR CHAPTER FINANCE.

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

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Section 2. PMIPR Chapter annual membership dues shall be set by the PMIPR Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI. In the event of an increase, VP Membership or the VP Finance shall send a notice to existing membership sixty (60) calendar days prior to effective date.

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Section 3. The PMIPR Chapter Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities, i.e., Departamento de Hacienda de PR, Departamento de Estado de PR, Internal Revenue Service, others as may apply.

Section 4. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. Signing authorities: PMIPR will have three Board members with appropriate signing authorities, the President, the President-Elect, and the VP Finance.

ARTICLE X – MEETINGS OF THE MEMBERSHIP.

Section 1. Special Meetings

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- A. An annual meeting of the membership shall be held at a date and location to be determined by the Board.
 - B. 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.
 - C. Notice of all annual meetings shall be sent by the Board to all members at least 21 calendar days in advance of the meeting.
 - D. Notice of all special meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda.
 - E. Quorum at all annual and special meetings of PMIPR shall be ten percent (10%) of the membership in good standing.
 - F. All meetings shall be conducted according to Non-Profit Best Practices, in all cases where they are not inconsistent with this bylaw and any special rules of order that the PMIPR may adopt.
 - G. Chapter Members are entitled to one vote on each matter to be decided by Members.

ARTICLE XI - INUREMENT AND CONFLICT OF INTEREST.



Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the board shall ensure that:

- A. The interest of such officer or director is fully disclosed to the board of directors.
- B. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the board of directors at which such matter is voted upon.
- C. Any transaction in which a director or officer has a financial or personal interest shall be duly approved by members of the board of directors not so interested or connected as being in the best interests of the organization.



- D. Payments to the interested officer or director shall be reasonable and shall not exceed fair market value.
- E. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.





ARTICLE XII – INDEMNIFICATION.



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

Section 1. These bylaws may be amended with a minimum of 50%+1 vote of the voting membership in good standing voting by electronic ballot; or with a minimum of 50%+1 vote of membership present and voting at an annual meeting of the PMIPR Chapter duly called and regularly held; or with a minimum of 50%+1) 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 electronic vote end date.

Clerical changes do not require membership vote. Upon approval of the Board and of PMI, clerical amendments shall be posted for thirty (30) days prior to amendment effective date.

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 PMIPR Chapter's Charter with PMI.

ARTICLE XIV – DISSOLUTION.

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

In event that a PMIPR Branch or its governing officers failed to act according to these bylaws, PMIPR Chapter policies, or all PMI policies, procedures, and rules outlined in the Chapter's charter agreement with PMI, PMIPR has a right to close the branch.

- A. In the event of closing a Branch, Branch funds are to be returned to PMIPR.
- B. In the event of closing a Branch, the Chapter will close the Sub-ledger account of the Branch.

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

Section 3. In the event the PMIPR Chapter is considering dissolving, the PMIPR 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 PMIPR Chapter dissolve for any reason, its assets shall be dispersed to an organization properly classified as exempt under the Internal Revenue Code of Puerto Rico and selected by a majority of the voting members, after payment of the fair, reasonable and consistent debts, in accordance with applicable legal requirements.

Section 5. In the absence of the election of an organization properly classified as exempt under the Internal Revenue Code of Puerto Rico and selected by a majority of the voting members, the assets will be distributed to the Government of Puerto Rico, its municipalities, the Government of the United States or one of its states or local governments, or shall be distributed by a court to another organization to be used in such a way that according to the best judgment of the court satisfies the general purposes for which the PMI Puerto Rico Chapter was created.

Section 6. Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

ARTICLE XV – BOARD MEETINGS.

Section 1. The matters considered by the Board Members in a meeting of the Board shall be decided by a majority of the votes cast on the matter and in the case of an equality of votes, the vote of the President shall be required to validate the decision.

Section 2. Meetings of the Board may be called by the President or by a majority (50%+1) of the Board Members at such time and place as the persons calling the meeting may determine or as may be fixed by a resolution of the Board.

Section 3. Except as set out hereinafter, the holding of a meeting of the Board shall be notified with at least seven (7) calendar days prior to the meeting day. A meeting of the Board may be held without notice provided that all the Board Members are present or those absent provided their consent to the meeting being held in their absence.

Section 4. At any meeting at which Board Members have been elected to fill vacancies on the Board, no notice of such meeting shall be necessary to the proposed Board Member.

Section 5. The Quorum required to validate the called meeting is a majority (50%+1) of the Board of Directors. No called meeting will be validated without the majority (50%+1) of the Board Members.

ARTICLE XVI – APPLICATION OF BYLAWS AMENDED IN 2024.

This Bylaw as amended and approved by Members via voting by electronic ballot by no later than March 24, 2024 shall take effect immediately.

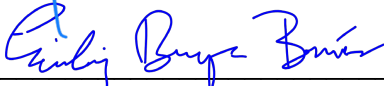
WITNESS the Corporate Seal of the Project Management Institute of Puerto Rico, Inc. and the hands of its President and the PMIPR Board of Directors duly authorized in that behalf this 26 day of March 2024.



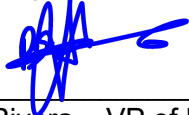
Jessica González Solís – President



Indhira Caraballo Rodríguez – Past President



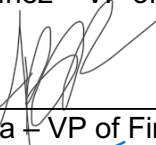
Eidaliz Burgos – VP of Membership



Belmar Rivera – VP of Marketing

Lizjancira Martínez

Lizjancira Martínez – VP of Volunteers



Aliznette Bonilla – VP of Finance



Natalie Knight - VP of Outreach



Katia Acosta - VP of Technology

END OF BYLAWS