

**PMI TRIVANDRUM KERALA CHAPTER BYLAWS**  
**Version 3.0**

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## By-Laws of PMI KERALA CHAPTER

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

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

This organization shall be called the Project Management Institute, Trivandrum Kerala Chapter (hereinafter “the PMI KERALA 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 KERALA, INDIA. PMI® is a not-for-profit body of project management professionals across the globe and has its headquarters at Pennsylvania in the USA.

#### **Section 2.**

The jurisdiction of PMI KERALA CHAPTER shall be within the boundaries of the State of Kerala, India. The PMI KERALA CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the PMI KERALA CHAPTER conducts business or is incorporated/registered.

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

The principal office of the PMI KERALA CHAPTER shall be located in THIRUVANANTHAPURAM in the STATE OF KERALA in INDIA. The PMI KERALA CHAPTER may have other offices such as Branch offices as designated by the PMI KERALA CHAPTER Board of Directors (Board).

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

#### **Section 1.**

The PMI KERALA 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 PMI KERALA 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 PMI KERALA CHAPTER’s Charter with PMI®.

#### **Section 3.**

The terms of the Charter executed between the PMI KERALA 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 KERALA CHAPTER shall be governed by and adhere to the terms of the Charter.

### **Article III – Purpose and Limitations of the PMI KERALA CHAPTER.**

#### **Section 1. Purpose of the PMI KERALA CHAPTER.**

- A. General Purpose. THE PMI KERALA 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 PMI KERALA CHAPTER and PMI® and these Bylaws, the purposes of the PMI KERALA CHAPTER shall include the following:
  - a) To foster professionalism in the management of projects.
  - b) To contribute to the quality and scope of project management by promoting standardized practices, as per PMI® guidelines.
  - c) To stimulate appropriate global application of project management for the benefit of the general public, through outreach activities.
  - 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 through Certifications by PMI® in project management and involve more professionals in contributing towards the continued growth of the profession.
  - f) To create a common platform for the Project Management professionals in and around the state of Kerala to meet on a periodical basis and share knowledge and experience.

## **Section 2. Limitations of the PMI KERALA CHAPTER.**

- A. General Limitations. The purposes and activities of the PMI KERALA CHAPTER shall be subject to limitations set forth in the Charter Agreement, these Bylaws, and conducted consistently with PMI KERALA CHAPTER Articles of Incorporation.
- B. The membership database and listings provided by PMI® to the PMI KERALA CHAPTER may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the PMI KERALA CHAPTER, consistent with PMI® policies and all applicable laws and regulations, including but not limited to those law and regulations pertaining to privacy and use of personal information.
- C. The officers of the PMI KERALA CHAPTER Board 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 – PMI KERALA CHAPTER Membership.**

### **Section 1. General Membership Provisions.**

- A. Membership in the PMI KERALA CHAPTER requires membership in PMI®. The PMI KERALA CHAPTER shall not accept as members any individuals who have not been accepted as PMI® members.
- B. Membership in this organization 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 PMI KERALA 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 PMI KERALA CHAPTER membership dues to PMI® and in the event that a member resigns, or their membership is revoked for just cause, membership dues shall not be refunded by PMI® or the PMI KERALA CHAPTER.
- E. Membership in the PMI KERALA CHAPTER shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- F. Members who fail to pay the required dues when due shall be delinquent for a period of ONE month and their names removed from the official membership list of the PMI KERALA CHAPTER. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the PMI KERALA CHAPTER to PMI® within such ONE month delinquent period.
- G. Upon termination of membership in the PMI KERALA CHAPTER, the member shall forfeit any and all rights and privileges of membership.
- H. All PMI KERALA CHAPTER members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMI KERALA CHAPTER members meeting the qualifications are eligible to run for and hold a PMI KERALA CHAPTER elected position.

**Section 2. Classes and Categories of Members.**

The PMI KERALA CHAPTER shall not create its own membership categories. PMI® Chapter membership categories shall be consistent with PMI® membership categories.

**Article V – PMI KERALA CHAPTER Board of Directors:**

**Section 1.**

The PMI KERALA 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.**

- A. The Board shall consist of the officers of the PMI KERALA CHAPTER elected by the membership and shall be members in good standing of PMI® and of the PMI KERALA CHAPTER, living and working within the jurisdiction of the Chapter.
  
- B. The PMI, KERALA CHAPTER shall have the following officers to serve in the Board positions as given below:
  - 1. President
  - 2. Vice President Operations
  - 3. Vice President Finance
  - 4. Vice President Membership
  - 5. Vice President Volunteers
  - 6. Vice President Professional Development
  - 7. Vice President Marketing
  - 8. Vice President Governance and Branches
  - 9. Vice President Outreach
  - 10. Past President
  
- C. Term of office for the Officers shall be TWO YEARS, limited to TWO consecutive terms in the same position, and no more than FIVE consecutive terms on the Board in general. The elections to all Vice President positions are staggered so that at least THREE positions are elected each year.
  
- D. All Vice Presidents shall be appointed through an electoral process as per the Bylaw.
  
- E. One of the Vice Presidents shall be nominated as “President Elect” by the Board one year before the expiry of the term of the President. He / she shall continue to serve in his / her role as Vice President, in addition to being nominated as President Elect. This nomination shall be based on at least TWO-THIRDS (2/3) majority of the board members, excluding the proposed President Elect. This decision shall be included in the meeting records of the board and shall be informed to the members of the chapter through the normal / established communication mechanism like emails / news at website, etc.
  
- F. Positions of the President and Past President are not elected positions; they are automatic transitions from the roles of President Elect and President respectively. The position of the Past President shall not have any voting rights in the decisions made by the Board.

**Section 3.**

- A. The President shall be the Chief Executive Officer for the PMI KERALA 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.

- B. The President shall also serve as member ex-officio with the right to participate and vote on all committees except the Nominations Committee.
- C. The President Elect shall shadow the President for one year and shall automatically move to the role of President at the end of term of the President. The President Elect shall assume the responsibilities of the President in their absence.

**Section 5.**

The Vice President Finance shall oversee the management of funds for duly authorized purposes of the PMI KERALA CHAPTER.

**Section 6.**

Vice President Membership shall own all the activities related to member growth, engagement, and retention, working with the rest of the Board.

**Section 7.**

Vice President Volunteers shall own all the activities related to volunteer development and engagement, working with the rest of the Board.

**Section 8.**

Vice President Professional Development shall own all the activities related to professional development of member community and potential member community and their education and training, working with the rest of the Board.

**Section 9.**

Vice President Marketing shall own all the activities related to publicity and marketing of the Chapter and its programs, working with the rest of the Board.

**Section 10.**

Vice President Governance and Branches shall own all the activities related to the formulation of policies and processes for the Chapter and adherence of Chapter activities aligned with those and to PMI® global policies and have the accountability of running the branches within the framework of the Chapter and associated governance.

**Section 11.**

Vice President Outreach shall own all the activities related to the various outreach activities of PMI Kerala chapter such as Academic, Corporate, Social etc.

**Section 12.**

Past President shall provide needed guidance and support for the Board to ensure the Chapter activities are in alignment with the strategic objectives and strives to be a global

best Chapter.

**Section 13.**

The Board shall exercise all powers of the PMI KERALA 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 PMI KERALA CHAPTER business and funds.

**Section 14.**

The Board shall meet at the call of the President, or at the written request of THREE members of the Board, directed to the VP Operations. 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 vote and may take part and vote in person only. At its discretion, the Board may conduct its business by teleconference, online meeting or other legally acceptable means. At least one of the meetings in a quarter shall be conducted with all the board members attending in person. All meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

**Section 15.**

- A. The Board may declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the PMI KERALA CHAPTER by reason of non-payment of dues, or where the officer has un-notified absences in TWO consecutive Board meetings (“un-notified” means the member did not inform the Board about their absence in advance) or an officer has less than TWO-THIRDS (2/3) attendance of the Board meetings in a year.
  
- B. An officer may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

**Section 16:**

An officer may be removed from office for just cause as per PMI® guidelines in connection with the affairs of the organization by a TWO-THIRDS (2/3) vote of the PMI KERALA CHAPTER members present in person at an official meeting of the members, or by a TWO-THIRDS (2/3) vote of the Board.

**Section 17:**

- A. If any officer position becomes vacant, the Board ~~may~~ shall by a TWO-THIRDS (2/3) majority appoint the Associate Vice President (AVP) of the respective portfolio, or any AVP if the AVP of the respective portfolio is not interested, as a successor to fill the office for the unexpired portion of the term, if the unexpired portion is more than 3 months, for the vacant position. If the vacant position is overlapping the next election cycle, then this position may be opened for the next election cycle, which is open for all the members, except

the signatory positions. (Refer Article VI Section 5.C for signatory position's nominations and election process). Else, the Board may call for a special election by the Chapter's membership to fill the vacant position.

- B. 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. In the event of non-availability or lack of willingness by the President Elect, the Board shall by a TWO-THIRDS (2/3) majority appoint any other officer from the Board as the President for the remaining period. The Board may call for a special election by the Chapter's membership to fill the vacant position resulting from the officer taking charge as the President.

## **Article VI – PMI KERALA CHAPTER Nominations and Elections:**

### **Section 1.**

The nomination and election of officers shall be conducted annually in accordance with the requirements contained in these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the PMI KERALA CHAPTER, at the time of declaration of election, 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 THE CALENDAR MONTH following their election, or on a specific date as declared in the election communication approved by the Board and shall hold office for the duration of their terms or until their successors have been elected and qualified.

### **Section 3.**

- A. A Nominations Committee shall be established by the Board as part of the election process. It should consist of at least THREE members, who are not Board members and may or may not be chapter members. Appointment of the Nominations Committee needs to be approved by TWO-THIRDS (2/3) majority of the Board.
- B. Board shall identify one Board member, other than President and President Elect, as the Authorized Board Liaison or the Single Point of Contact, to help the Nominations Committee to conduct the election using the Chapter resources.
- C. The Nominations committee should refer to the PMI Kerala Chapter Election Process Guidelines document for procedures and guidelines to conduct fair election. The Election Process Guidelines document should be revised by the Board every FOUR years and it should adhere to PMI® guidelines. The decision



by the Nominations Committee shall be final in terms of list of approved nominees.

- D. The Nominations 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. If more than one approved and validated nomination exists for a position, election shall be announced for that position, else that candidate shall be declared elected unopposed. 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 Nominations Committee.

**Section 4.**

- A. No current member of the Nominations Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.
- B. Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominations Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

**Section 5.**

- A. For Nomination and Eligibility criteria, any chapter member in good standing for the past TWELVE months prior to the announcement of election can nominate themselves if they can justify their eligibility data. Similarly, any chapter member in good standing as above can nominate any other chapter member who meets the eligibility criteria.
- B. In addition to good standing criteria as above, the nominee should have contributed to at least THIRTY hours of volunteer effort as approved by the Board in the past TWENTY FOUR months.
- C. However, for the position of VP Operations and VP Finance, being authorized signatory positions, additional criteria are that they should be the respective portfolio Associate Vice President (AVP) or a current Board member, in good standing with the chapter, with at least THREE consecutive years in office.

**Section 6:**

- A. 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 Nominations Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

- B. Candidates are prohibited from carrying out any sort of direct or indirect campaigns for the elected positions of the PMI KERALA CHAPTER. If it is established by the Nominations Committee or the PMI KERALA CHAPTER Board, that such a campaign was carried out by the candidate or on their behalf, the candidate shall be disqualified from the election process.

## **Article VII – PMI KERALA 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 PMI KERALA CHAPTER officers can serve on the PMI KERALA 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.

### **Section 3.**

The Board may approve an Extended Board consisting of non-elected positions like Associate Vice President (AVP), Lead volunteer, Branch Council member, etc., to designate leaders of such committees. These committees shall have oversight from a Board member.

### **Section 4.**

PMI KERALA CHAPTER Board may engage with the external agencies for the process of affiliation, if required, subject to formal approval from PMI®. These clubs can be managed by members of the Chapter elected for specific roles within the purview of Chapter code of conduct, overseen by an appointed member of the Chapter Board. Any activities with a financial implication should be communicated to and get approved by the Chapter Board.

### **Section 5.**

PMI KERALA CHAPTER may associate with other organizations / institutions for professional development activities and training from time to time with an approval from PMI®. The Memorandum of Understanding / Service Level Agreement to be signed by the President / Secretary of the Chapter Board along with one of the Chapter Board members signed as witness to endorse the same.

## **Article VIII - PMI KERALA CHAPTER Finance:**

**Section 1.**

The fiscal year of the PMI KERALA CHAPTER shall be from 1 April to 31 March. However, Chapter may extract relevant data and submit to PMI® to align to their financial year end processes from 1 January to 31 December.

**Section 2.**

PMI KERALA CHAPTER annual membership dues will be agreed upon between PMI® and the PMI KERALA CHAPTER's Board and communicated in accordance with policies and procedures established by PMI®.

**Section 3.**

The PMI KERALA 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 billing, collection and disbursement dues related to members shall be performed by PMI®.

**Section 5.**

Books of Accounts and a Register of Members of the PMI KERALA CHAPTER will be maintained by the PMI KERALA CHAPTER in hard copy form or in electronic form.

**Section 6.**

The Chapter Board shall invest or deposit surplus funds available with the Chapter bank account in any manner suitable with the approval of the Board, in the name of the Chapter.

**Section 7.**

The Board shall be entitled to raise loans, advances, overdrafts, etc. from banks or from any other legally reliable sources after evaluating the repaying capacity of the Chapter at that point of time. A credit card facility can be availed by the Chapter against the fixed deposit in the name of the Chapter.

**Article IX – Meetings of the Membership:**

**Section 1.**

An Annual General Body meeting (AGM) of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least THIRTY 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 at 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 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 PMI, KERALA CHAPTER shall be FIVE percent (5%) of the membership in good standing or a minimum of FIFTEEN members in good standing, whichever is less, present in person or by proxy or by attending over communication channels like teleconference.

If there is no quorum even after THIRTY minutes of the time fixed for starting the meeting, the meeting shall be adjourned to such a date and time and place as the President may fix or shall stand adjourned to a date SEVEN days hence to be held at the same time and place. For such adjourned meetings, notice shall not be compulsory and the rule pertaining to quorum shall not be applicable.

**Section 4.**

All meetings shall be conducted according to parliamentary procedures determined by the Board.

**Section 5.**

Draft version of the Income and Expenditure statement and Annual Balance Sheet shall be presented before the AGM of the PMI KERALA CHAPTER and shall be passed by the AGM. The audited report shall be published internally to the chapter members through chapter website before the next such AGM.

**Section 6.**

The first Balance Sheet and Income and Expenditure Statement shall be audited by an auditor duly appointed by the Office Bearers under Article V and the subsequent Balance Sheets and Accounts shall be audited by an auditor appointed at the AGM by the members of the PMI KERALA CHAPTER.

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

**Section 1.**

No member of the PMI KERALA CHAPTER shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI KERALA CHAPTER, except as otherwise provided in these Bylaws or suggested by the PMI Kerala Chapter Board for services rendered by the member.

**Section 2.**

No officer, appointed committee member or authorized representative of the PMI KERALA CHAPTER shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the PMI

KERALA CHAPTER of actual and reasonable expenses incurred by an officer, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

### **Section 3.**

PMI KERALA CHAPTER may engage in contracts or transactions involving members, elected officers of the Board, appointed committee members, or authorized representatives of PMI KERALA CHAPTER, or any corporation, partnership, association, or organization in which these individuals hold positions of influence or financial interest, provided the following conditions are met:

- A. **Full Disclosure:** The nature of the relationship or interest must be disclosed in writing to the Board and documented in the official meeting minutes before the contract or transaction is initiated.
  
- B. **Independent Review:** Contracts or transactions exceeding a defined threshold value (e.g., INR 10,000 [Indian Rupees Ten Thousand only]) must be independently reviewed by a neutral third party to ensure fairness and alignment with PMI KERALA CHAPTER's objectives.
  
- C. **Board Approval:** The contract or transaction must be authorized in good faith by a majority vote of the disinterested Board members, excluding any individual(s) with a direct or indirect interest in the matter.
  
- D. **Fairness and Compliance:** The contract or transaction must be demonstrably fair, reasonable, and advantageous to PMI KERALA CHAPTER and comply with all applicable laws and regulations in the jurisdiction of incorporation.
  
- E. **Annual Reporting:** A summary of such contracts or transactions must be included in the chapter's annual report for transparency and accountability.

### **Section 4.**

All officers, appointed committee members and authorized representatives of the PMI KERALA CHAPTER shall act in an independent manner consistent with their obligations to the PMI KERALA CHAPTER and applicable law, regardless of any other affiliations, memberships, or positions.

### **Section 5.**

All officers, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI KERALA 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, committee member, or authorized representative of the PMI KERALA CHAPTER, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI KERALA CHAPTER, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding (other than an action or proceeding by or in the right of the corporation), such representative may be indemnified against reasonable expenses and liabilities, including attorney fees, actually and reasonably incurred, judgments, fines and amounts paid in settlement in connection with such action or proceeding to the fullest extent permitted by the jurisdiction in which the organization is incorporated. Where the representative has been successful in defending the action, indemnification is mandatory.

**Section 2.**

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

**Section 3.**

To the extent permitted by applicable law, the PMI KERALA CHAPTER may purchase and maintain liability insurance on behalf of any person who is or was officer, employee, trustee, agent or authorized representative of the PMI KERALA CHAPTER, or is or was serving at the request of the PMI KERALA CHAPTER as 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 PMI KERALA 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 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 days before such meeting or vote.

**Section 2.**

Amendments may be proposed by the Board on its own initiative, or upon petition by TEN percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

**Section 3.**

All amendments must be consistent with PMI®'s Bylaws and the policies, procedures, rules and directives established by the PMI® Board of Directors, as well as with the PMI KERALA CHAPTER's Charter with PMI®.

### **Article XIII – Dissolution:**

#### **Section 1.**

In the event that the PMI KERALA 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 PMI KERALA CHAPTER Charter and require the chapter to seek dissolution.

#### **Section 2.**

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

#### **Section 3.**

In the event the PMI KERALA CHAPTER is considering dissolving, the PMI KERALA CHAPTER's members of the Board must notify PMI® in writing and follow the Chapter dissolution procedure as defined in PMI's policy.

#### **Section 4.**

Should the PMI KERALA 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.

### **Version History**

- 1.0 Approved and published in August 2003
- 2.0 Approved and published in January 2018
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