

**These PMI Finland Chapter bylaws have been approved in Annual General Meeting March 17<sup>th</sup> 2015.**

**PMI Finland Chapter  
Component Bylaws**

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

Section 1. This organization shall be called the Project Management Institute, Finland Chapter ("PMI Finland Chapter", hereinafter PMI Finland Chapter). This organization is a Chapter chartered by the Project Management Institute, Incorporated (hereinafter "PMI®") and separately incorporated as a non-profit, tax-exempt corporation (or equivalent) organized under the laws of Finland.

Section 2. The PMI Finland Chapter shall meet all legal requirements in the jurisdiction(s) in which the PMI Finland Chapter conducts business or is incorporated/registered. In its operations PMI Finland Chapter adheres to the current Law of Associations in force in Finland.

Section 3. The principal office of the PMI Finland Chapter shall be located in City of Helsinki, in the County of South Finland of Republic of Finland.

**Article II – Relationship to PMI.**

Section 1. The PMI Finland 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 Finland Chapter may not conflict with the current PMI's Bylaws and all policies, procedures, rules or directives established or authorized by the PMI Board of Directors as well as with the Chapter's Charter with PMI.

Section 3. The terms of the Charter executed between the PMI Finland Chapter and PMI, including all restrictions and prohibitions, shall take precedence over these bylaws and other authority granted hereunder.

**Article III – Purpose and Limitations of the PMI Finland Chapter.**

Section 1. Purpose of the PMI Finland Chapter.

A. General Purpose. The PMI Finland 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 Finland Chapter and PMI and these bylaws, the purposes of the PMI Finland Chapter shall include the following:

- Promotes the interest for the project management and its recognition as profession.
- Offers its members a forum for expansion of the knowledge of Project Management and to exchange of experiences.
- Promotes its members' cooperation in the education and study of project management.
- Develops its members' professional competences in the project management.



- Encourages companies and public administrations in project management education support and standardization as well as in research and development aiming for applying of project management.
- Publishes scientific and intelligible publications of Project Management and by assisting such publishing activity.
- Supports the project managers working in Finland and assisting them in networking with international occupational communities.
- Keeps contacts to the other institutions and communities in the country representing and taking an interest in promotion of Project Management.

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

- General Limitations. The purposes and activities of the PMI Finland Chapter shall be subject to limitations set forth in the charter agreement, these bylaws, and conducted consistently with PMI Finland Chapter Articles of Incorporation.
- The membership database and listings provided by PMI to the PMI Finland 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 Finland 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.
- The officers and directors of the PMI Finland 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 – PMI Finland Chapter Membership.**

### Section 1. General Membership Provisions.

- Membership in the PMI Finland Chapter requires membership in PMI. The PMI Finland Chapter shall not accept as members any individuals who have not been accepted as PMI members.

Membership in this organization is voluntary and shall be open to any eligible person interested in furthering the purposes of the organization. Membership shall be open to all eligible persons without regard to race, creed, color, age, sex, marital status, national origin, religion, or physical or mental disability.

- Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Finland Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- All members shall pay the required PMI and Component membership dues to PMI and in the event that a member resigns, membership dues shall not be refunded by PMI or the PMI Finland Chapter.
- Membership in the PMI Finland Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- Members who fail to pay the required dues for one (1) month shall be delinquent and their names removed from the official membership list of the PMI Finland



Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the Finland Chapter to PMI.

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

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

#### **Article V - PMI Finland Chapter Board of Directors.**

Section 1. The PMI Finland Chapter shall be governed by a Board of Directors (Board). The Board shall be responsible for carrying out the purposes and objectives of the non-profit corporation (or equivalent).

Section 2. The Board shall consist of the officers of the PMI Finland Chapter elected by the membership and shall be members in good standing of PMI and of the PMI Finland Chapter.

The Board shall consist of the President, Secretary and Treasurer of the PMI Finland Chapter and at least one (1) but not more than six (6) Directors at Large elected by the membership. All Directors at Large shall be members in good standing of PMI and of the Chapter

Terms of office for the Officers shall be 2 years, limited to 3 consecutive terms in the same position, and no more than 5 consecutive terms on the Board in general. These positions are staggered so that 50% of the officers are elected each year.

Section 3. The Chairman of the Board (hereinafter President) shall be the chief executive officer for the PMI Finland 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 alone will sign for the Chapter, or the Chapter Secretary or Chapter Treasurer with one other Board Member. The President shall also serve as a member ex-officio with the right to vote on all committees except the Nominating Committee.

Section 4. The Secretary shall keep the records of all business meetings of the PMI Finland Chapter and meetings of the Board, except in the annual meeting. Secretary is also responsible of the membership registry.

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

Section 6. The Board shall exercise all powers of the PMI Finland Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, and the laws of the jurisdiction in which the organization is 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 Finland Chapter business and funds.

Section 7. The Board shall meet at the call of the President, or at the written request of three (3) members of the Board directed to the President. A quorum shall consist of no less than one-half of the membership of the Board at any given time. Each member shall be entitled to one (1) vote and may take part and vote in person



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.

Section 8. The Board of Directors may declare an officer or Director at Large position to be vacant where an officer or Director at Large ceases to be a member in good standing of PMI or of the PMI Finland Chapter by reason of non-payment of dues, or where the officer or Director at Large fails to attend two (2) consecutive Board meetings. An officer or Director at Large may resign by submitting written notice to the 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 9. An officer or Director at Large may be removed from office for just cause in connection with the affairs of the organization by a two-thirds (2/3) vote of the members present and in person at an official meeting of the membership, or by a two-thirds (2/3) vote of the Board.

Section 10. If any officer or Director at Large position becomes vacant, the Board may appoint a successor to fill the office for the unexpired portion of the term for the vacant position. In the event the President is unable or unwilling to complete the current term of office, the Secretary shall assume the duties and office of the presiding officer for the remainder of the term. The Board may call for a special election by the chapter's membership to fill the vacant position.

#### **Article VI – PMI Finland Chapter Nominations and Elections.**

Section 1. The nomination and election of directors shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2 and this Article VI. All voting members in good standing of the PMI Finland Chapter shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of the month following the AGM 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 (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.

Candidates' results shall be tabulated, rank-ordered by the number of respective votes received. Where the number of candidates exceeds the number of vacant vote positions, the candidates in the top range of the rank ordered list corresponding to the number of open positions shall be elected to the Board. Where the number of candidates is less than or equal to the number of open positions, those candidates receiving at least two votes shall be elected.



Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 5. In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Chapter may be used to support the election of any candidate or group of candidates for PMI, Chapter or public office. No other type of organized electioneering, communications, fund-raising or other organized activity on behalf of a candidate shall be permitted. The Chapter Nominating Committee, or other applicable body designated by the Chapter, will be the sole distributor(s) of all election materials for Chapter elected positions.

#### **Article VII – PMI Finland 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.

Section 2. The President with the approval of the Board shall appoint all committee members and a chairperson for each committee. Committee members may be appointed from the membership of the organization.

#### **Article VIII – PMI Finland Chapter Finance.**

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

Section 2. Annual membership dues shall be set by the Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The Board shall establish policies and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities.

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

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

Section 1. An annual meeting of the membership shall be held in February or March 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 (30) days in advance of the meeting. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 2. Special meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting Membership directed to the President. Notice of all special meetings shall be sent by the Board to membership 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 Finland Chapter shall be those members in good standing, present and in person. A member may use his voice by giving a proxy to a person participating the meeting in person. Instead of being present in person, the participation in the meeting can be done via post, telecommunication or other technical arrangement during the meeting or before the meeting, if the annual or special meeting or the Board approves this arrangement.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board.

#### **Article X – Inurement and Conflict of Interest.**

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

Section 2. No officer, director, appointed committee member or authorized representative of the PMI Finland 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 Finland Chapter of actual and reasonable expenses incurred by an officer, director, committee member or authorized representative regarding attendance at Board meetings and other approved activities.

Section 3. PMI Finland Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Finland Chapter and any corporation, partnership, association or other organization in which one or more of Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

A. The facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the board of directors prior to commencement of any such contract or transaction;

B. The board in good faith authorizes the contract or transaction by a majority vote of the directors who do not have an interest in the transaction or contract;

C. The contract or transaction is fair to PMI Finland Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Finland Chapter is registered at the time the contract or transaction is authorized, approved or ratified by the board of directors.

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI Finland Chapter shall act in an independent manner consistent with their obligations to the PMI Finland Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5. All officers, directors, appointed committee members and authorized representatives shall disclose any interest or affiliation they may have with any entity or individual with which the PMI Finland Chapter has entered, or may



enter, into contracts, agreements or any other business transaction, and shall refrain from voting on, or influencing the consideration of, such matters.

#### **Article XI – Indemnification.**

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the PMI Finland Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Finland 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 Finland 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 Chapter, or is or was serving at the request of the PMI Finland Chapter as a director, officer, employee, trustee, agent or representative of another corporation, domestic or foreign, non-profit or for-profit, partnership, joint venture, trust or other enterprise.

#### **Article XII – Amendments.**

Section 1. These bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an annual meeting of the PMI Finland Chapter duly called and regularly held; or by a two-thirds (2/3) vote of the voting membership in good standing voting by mail ballot returned within forty-five (45) days of the date by which members can reasonably be presumed to have received the ballot. Notice of proposed changes shall be sent in writing to the membership at least forty-five (45) days before such meeting or vote.

Section 2. Amendments may be proposed by the Board on its own initiative, or upon petition by ten percent (10%) of the voting members in good standing addressed to the Board. All such proposed amendments shall be presented by the Board with or without recommendation.

Section 3. All amendments must be consistent with PMI's Bylaws and the policies, procedures, rules and directives established by the PMI Board of Directors, as well as with the Chapter's Charter with PMI.

#### **Article XIII – Dissolution.**

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

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

Section 3. In the event the PMI Finland Chapter is considering dissolving, the PMI Finland 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 PMI Finland 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.