

BY-LAWS OF THE
REGINA SOUTH SASKATCHEWAN CHAPTER
OF THE
PROJECT MANAGEMENT INSTITUTE

PROPOSED CHANGES IN YELLOW
MARCH 19, 2017

Version 3.0

Approved by the membership June 18, 2009
Reaffirmed in its entirety by the membership March 19, 2015

Revision History

| Revision Number | Issue Date | Reason for Issue |
|-----------------|---------------|--|
| 2.1 | June 18, 2009 | Charter required review, updates required |
| 3.0 | June 3, 2016 | Charter required review, updates to align with new PMI template and best practices |
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Key Terms

Insert terms and definitions used in this document.

| Term | Definition |
|---------------------------|--|
| Chapter | The Regina South Saskatchewan Chapter of the Project Management Institute. |
| Board Director or Officer | Chapter elected or appointed positions to the Board of Directors. |
| Executive | Those officers holding the positions of President, Past President, VP-Finance and VP-Administration serving as a Standing Committee of the Board of Directors. |



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Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, Regina South Saskatchewan Chapter (hereinafter “the RSSC”). 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 Saskatchewan, Canada.

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

Section 3. Principal Office; Other Offices.

The principal office of the RSSC shall be located in Regina in the Province of Saskatchewan. The RSSC may have other offices such as Branch offices as designated by the RSSC Board of Directors.

Article II – Relationship to PMI®.

Section 1. The RSSC 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 RSSC 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 RSSC’s Charter with PMI®.

Section 3. The terms of the Charter executed between the RSSC and PMI®, including all restrictions and prohibitions, shall take precedence over these Bylaws and other authority granted hereunder. In the event of a conflict between the terms of the Charter and the terms of these Bylaws, the RSSC shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the Regina South Saskatchewan Chapter.

Section 1. Purpose of the Regina South Saskatchewan Chapter.

- A. General Purpose. The Chapter has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI®; and is dedicated to advancing the practice, science, and profession of project management in all areas of operation, industry, interest and knowledge in a conscious and proactive manner.
- B. Specific Purposes. Consistent with the terms of the Charter executed between the RSSC and PMI® and these Bylaws, the purposes of the RSSC shall include the following (note – in this context ‘project’ will include project, program, portfolio & organizational project management):
 - a) To foster professionalism in the management of projects.
 - b) To contribute to the quality and scope of project management.

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- c) To stimulate appropriate global application of project management for the benefit of the general public.
- 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.
- f) To lead and support the continual improvement of project management in our communities.
- g) To recognize project management excellence and success.
- h) To facilitate and promote community among those who practice project management.
- i) To provide quality project management education and development opportunities.
- j) To be the premier source of and resource for project management-oriented knowledge and expertise.
- k) To collaborate with universities, other educational institutions, and corporate entities to encourage appropriate education and career development at all levels of project management activities.
- l) To provide a guiding influence in academic and industrial research in the field of project management.
- m) To seek and foster international cooperation and contacts with other organizations, both public and private, which relate to project management and to collaborate in matters of common interest and benefit.
- n) To contribute to the identification and development, fostering and maintenance of standards and principles for the professional practice, ethics, credentialing and accreditation of project management

Section 2. Limitations of the Regina South Saskatchewan Chapter.

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

Section 1. General Membership Provisions.

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

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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 RSSC 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 RSSC 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 RSSC.
- E. Membership in the RSSC 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 (1) month and their names removed from the official membership list of the RSSC. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI® and the RSSC to PMI® within the one month delinquent period.
- G. Upon termination of membership in the RSSC, the member shall forfeit any and all rights and privileges of membership.
- H. All “Members in Good Standing” can vote in Chapter elections and hold Chapter elected or appointed positions. Members in good standing shall be defined as Chapter Members who have paid both PMI® and RSSC dues, as verified by a Director of the Board, and have not had their membership revoked.
- I. Membership in the RSSC is not transferable to any other person.
- J. Pursuant to a fair process and under procedures duly adopted by the Board of Directors, any Member may be expelled from membership by a three-fourths (3/4ths) affirmative vote of the Board of Directors of the Chapter.

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

Article V – Chapter Board of Directors.

Section 1. The RSSC 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 RSSC shall have elected Officers. The offices to be filled shall be documented in the Chapter Officer Guidelines and are subject to change from time to time. The following offices shall always be documented in said Guidelines: President, Vice President Administration, and Vice President Finance. **These three positions along with the Past President shall form the Executive.**

Section 3. The RSSC Board of Directors shall review and update the Chapter Officer Guidelines **as part of the regular process of policy review.**

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Section 4. The Board shall consist of the officers of the RSSC (Article V, Section 2) as elected by the membership. The Board shall have a minimum of six (6) and a maximum of fifteen (15) members and the Chapter Officer Guidelines shall never provide for less than six (6) or more than fifteen (15) offices without the approval of an Amendment to this bylaw as provided for in Article XIII.

Section 5. The officers of the RSSC elected by the membership shall be members in good standing of PMI® and of the Regina South Saskatchewan Chapter. All elected officers must reside in the geographic area of the RSSC. Terms of office for the Officers shall be two years, limited to two consecutive terms in the same position. These positions shall be staggered so that half are elected each year.

Section 6. The President shall be the Chief Executive Officer for the RSSC and for 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 vote on all committees except the Nominating Committee.

Section 7. The Vice President of Administration duties and authorities shall include, but not be limited to: accountability for the accuracy of Board documents, such as true minutes of all business meetings of the Chapter and meetings of the Board, and custodian of RSSC documents including, but not limited to, the by-laws and Board Policies and Procedures. The Vice President of Administration may assume additional duties as determined by the Board of Directors.

Section 8. The Vice President of Finance duties and authorities shall include, but not be limited to: accountability for the accuracy of the RSSC's finances, preparation of the annual budget, adherence to Generally Accepted Accounting Principles and ensuring an independent audit of the RSSC's finances and financial statements. The Vice President of Finance may assume additional duties as determined by the Board of Directors.

Section 9. The duties of other Officers of the Chapter shall be such as the terms of their engagement call for, or the Board of Directors requires of them.

Section 10. The Board shall exercise all powers of the Regina South Saskatchewan 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 responsible for strategic planning and are authorized to adopt and publish such policies, procedures and rules as may be necessary and consistent with these bylaws and with the PMI® Bylaws and policies, and to exercise authority over all RSSC business and funds.

Section 11. 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 must be present to vote. At its discretion, the Board may conduct its business by teleconference, internet or other legally acceptable means whereby board members are considered present to vote. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 12. The Board of Directors shall declare an officer position to be vacant where an officer ceases to be a member in good standing of PMI® or of the RSSC by reason of non-payment of dues, or where the officer's chapter membership has been revoked, or where the officer fails to attend three (3) consecutive Board meetings, or where the officer moves out of the geographic area. 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.

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Section 13: An officer 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 14: If any officer 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, an interim President will be appointed by the remaining Board members by simple majority vote of the remaining Board members. If the Board is unable to appoint an interim President, then the members of the chapter will hold an emergency vote (see Article VI) to elect an interim President. This appointment shall be in effect for the remainder of that term.

Article VI – Chapter Nominations and Elections.

Section 1. The nomination and election of officers and directors shall be conducted annually in accordance with the terms of office specified in Article V Section 4. All voting members of the RSSC in good standing shall have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, color, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2. Candidates who are elected shall take office on the first day of January following their elections, 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 a 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 voting procedures will be established by the Nominating Committee or the Board and clearly stated to the membership prior to the election. The candidate who receives a majority of votes cast for each office shall be elected. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Section 4. Upon close of nominations, should the number of available board positions exceed the number of qualified candidates nominated, the Board may choose to acclaim the qualified candidates without a members vote being conducted.

Section 5. No current member of the Nominating Committee shall be included in the slate of nominees prepared by the Committee.

Section 6: 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’s Nominating Committee, or other applicable body designated by the chapter, will be the sole distributor(s) of all election materials for chapter elected positions.

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Article VII – 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 RSSC officers and/or Directors can serve on the Chapter Committees, unless specifically restricted by the Bylaws.

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

Article VIII – Chapter Finance.

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

Section 2. RSSC annual membership dues shall be set by RSSC’s Board and communicated to PMI® in accordance with policies and procedures established by PMI®.

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

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

Article IX – Meetings of the Membership.

Section 1. An annual meeting of the membership shall be held at a date and location to be determined by the Board. Notice of all annual meetings shall be sent by the Board to all members at least 15 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 15 days in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.

Section 3. Quorum at all annual and special meetings of the RSSC shall be those of voting membership in good standing, present and in person.

Section 4. All meetings shall be conducted according to parliamentary procedures determined by the Board. Each member in good standing shall have one vote per question or resolution only. Unless otherwise required by these by-laws, all actions of the membership quorum shall be carried by majority vote. Except with respect to mail ballots, voting by proxy shall not be permitted.

Section 5. All actions placed before the membership for vote shall require a simple majority of the members present to be passed (i.e. 50% plus one of the members present).

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Article X – Branches of the RSSC.

Section 1. Establishing a Branch.

Upon written permission granted by PMI® via the charter agreement, the RSSC shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally. A Branch of RSSC shall be governed by these Bylaws and shall conduct its business in compliance with RSSC’s policies and procedures and its charter with PMI®.

Section 2. Geographic Area.

Each Branch formed to service a defined geographic area will not extend its services beyond the geographic boundaries of the Chapter.

Section 3. Distribution of Dues.

All RSSC’s dues will be collected by PMI® on behalf of the RSSC and will be forwarded to RSSC. The RSSC will allocate funds to the Branch in accordance with RSSC’s policies & procedures. A Branch shall not create its own membership or dues.

Section 4. The Branch governance shall be documented in the Chapter Officer Guidelines and is subject to change from time to time (see Article V, Section 2).

Section 5. Limitations.

Branches shall abide by the limitations imposed by (or set out in) the chapter’s charter agreement with PMI®.

Article XI - Inurement and Conflict of Interest.

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

Section 2. No officer, director, appointed committee member or authorized representative of the RSSC shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the RSSC 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. RSSC may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of RSSC and any corporation, partnership, association or other organization in which one or more of Regina South Saskatchewan 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;

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

Section 4. All officers, directors, appointed committee members and authorized representatives of the RSSC shall act in an independent manner consistent with their obligations to the RSSC 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 RSSC has entered, or may enter, into contracts, agreements or any other business transaction, and shall refrain from voting on or influencing the consideration of such matters.

Article XII - Indemnification.

Section 1. In the event that any person who is or was an officer, director, committee member, or authorized representative of the Regina South Saskatchewan Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the Regina South Saskatchewan Chapter, has been made party, or is threatened to be made a party, to any civil, criminal, administrative, or investigative action or proceeding as a result of those actions on behalf of the RSSC (other than an action or proceeding by or in the right of the RSSC 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 by these bylaws.

Section 3. To the extent permitted by applicable law, the RSSC 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 Regina South Saskatchewan Chapter; or is or was serving at the request of the RSSC 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 By-laws may be amended by a simple majority of the members present (i.e. 50% plus one of the members present) at a meeting of the Chapter duly called. Notice of proposed changes shall be sent in writing to the membership at least fifteen (15) days before such meeting or vote.

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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 to the membership 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 RSSC’s Charter with PMI®.

Article XIV – Dissolution.

Section 1. In the event that the RSSC or its governing officers fail to act according to these bylaws and RSSC’s or PMI®’s policies, procedures, and rules outlined in the charter agreement, PMI® has the right to revoke the RSSC’s Charter **and require the chapter to seek dissolution.**

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

Section 3. In the event the RSSC is considering dissolution of the Chapter, The Regina South Saskatchewan Chapter’s members of the Board of Directors must notify PMI® in writing and follow the chapter dissolution procedure as defined in PMI®’s policy. The dissolution of RSSC must also comply with all local regulations.

Section 4. Unless superseded by law, the dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

Section 5. Should the RSSC dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

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