

Bylaws of the PMI Switzerland Chapter **Valid as of 4th August 2022**

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute Switzerland Chapter (hereinafter “the PMI Switzerland Chapter”, or “the Chapter”). This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter “PMI®”) and separately incorporated as a non-profit, professional association organized under the laws of Switzerland, Art. 60ff. ZGB.

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

Section 3. Principal Office; Other Offices.

The principal office of the PMI Switzerland Chapter shall be located in Koehergasse 6, in 3011 Bern, in the Canton Bern, Switzerland. The Board may decide to relocate the principal office to a different address in Switzerland, and shall inform the membership accordingly. The PMI Switzerland Chapter may have other offices such as Branch offices as designated by the PMI Switzerland Chapter Board of Directors.

Article II – Relationship to PMI.

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

Section 3. The terms of the Charter executed between the PMI Switzerland 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 Switzerland Chapter shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the PMI Switzerland Chapter.

Section 1. Purpose of the PMI Switzerland Chapter.

- A. **General Purpose.** PMI Switzerland Chapter has been founded as non-profit, professional association 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 Switzerland Chapter and PMI and these Bylaws, the purposes of the PMI Switzerland Chapter shall include the following:
 - A) To be recognized and respected throughout Switzerland as the leading association for advancing excellence and professionalism in project management;
 - B) To promote Project Management as a discipline to advance the position of Project Managers in their profession and contribute to organizational success and business results;
 - C) To foster the network of project management practitioners in Switzerland to promote professional contacts, share experience and knowledge;
 - D) To provide a national competence center on project management as a single point of contact and a knowledge repository.

Section 2. Limitations of the PMI Switzerland Chapter.

- A. **General Limitations.** The purposes and activities of the PMI Switzerland Chapter shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with PMI Switzerland Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to the PMI Switzerland 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 Switzerland Chapter, consistent with PMI policies and all applicable laws and regulations, including but not limited to those laws and regulations pertaining to privacy and use of personal information.

- C. The officers and directors of the PMI Switzerland 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 – Chapter Membership.

Section 1. General Membership Provisions.

- A. Membership in the PMI Switzerland Chapter requires membership in PMI®. The PMI Switzerland 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, gender, sexual orientation, marital status, national origin, religion, or physical or mental disability.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the PMI Switzerland Chapter and all policies, procedures, rules and directives lawfully made thereunder, including but not limited to the PMI Code of Conduct.
- C. All members shall pay the required PMI and PMI Switzerland 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 Switzerland Chapter.
- D. Membership in the PMI Switzerland Chapter shall terminate upon the member's resignation, failure to pay dues or expulsion from membership for just cause.
- E. 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 PMI Switzerland Chapter. Such members shall be informed that their names have been removed. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the PMI Switzerland Chapter to PMI within such one month delinquent period.
- F. Upon termination of membership in the PMI Switzerland Chapter, the member shall forfeit any and all rights and privileges of membership.
- G. A member may be expelled from the PMI Switzerland Chapter for behavior harming the Chapter, following a formal hearing by the Board. A three-fourths (3/4) majority of the Board is required to expel a member from the Chapter. The formal procedures for such a hearing will be defined as part of the parliamentary procedures for the Board.
- H. All members in good standing of the PMI Switzerland Chapter shall have equal voting rights and may be nominated for any elected or appointed office in the Chapter, as defined in Article V and VI, below.

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

Article V – Chapter Board of Directors:

Section 1. The PMI Switzerland 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 association.

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

The Board members will serve two-year terms of office. Terms of office for the Officers shall be two (2) years. These positions are staggered so that some Board members are elected each year.

Section 3. The President shall be the chief executive officer for the PMI Switzerland 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.

Section 4. The Secretary shall keep the records of all business meetings of the PMI Switzerland Chapter and meetings of the Board.

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

Section 6. The PMI Switzerland Chapter Board shall have at least 5 (five) members. The definite number of members on the Board will be determined the Board itself at least 90 days before the end of the business (calendar) year, and announced to the membership by the Nominations Committee during the call for candidates.

The following three roles are required and will be performed by three of the elected members of the Board. The roles and responsibilities of the remaining members of the Board will be defined by the Board itself at the first Board meeting following the Annual Members Meeting where the election results are approved:

- President,
- Treasurer,
- Secretary.

The Board members shall carry the title of either President (Board President) or Vice President (all other Board members).

All Chapter officers must be members in good standing of PMI® and of the PMI Switzerland Chapter.

Any candidate for a Board office must meet the following minimum requirements: Either a university diploma and at least 3 years of experience in the role of a project manager, or at least 5 years of experience in the role of a project manager. A PMI® PMP® or other Project Management certification itself is not a requirement for any Board office, but is strongly recommended. Further, any candidate for a Board office must have served as a Chapter volunteer (elected officer, appointed officer, committee member or task force volunteer) for at least 6 months within the past two (2) years.

The Board officer who is selected as Chapter President should have previously served at least one full term on the Board within the past four (4) years.

Section 7. Appointed Chapter Officers

Any Board member may propose the appointment of additional Chapter Officers. This appointment must be approved by a simple majority of the Board members. Appointed Chapter Officers report to the Board, but do not have voting rights for Board decisions. Appointed Chapter Officers act on behalf of the Board, i.e. by leading key projects, initiatives, committees and/or task forces.

Section 8. The Board shall exercise all powers of the PMI Switzerland Chapter, except as specifically prohibited by these bylaws, the PMI Bylaws and policies, its charter with PMI, and the laws of Switzerland and the Canton where the Chapter office is located. 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 Switzerland Chapter business and funds.

Section 9. 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's deputy. 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, web or video conference, facsimile or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary procedures determined by the Board.

Section 10. The Board of Directors may declare an elected or appointed officer position to be vacant where an elected or appointed officer ceases to be a member in good standing of PMI or of the PMI Switzerland Chapter by reason of non-payment of dues, or where the elected or appointed officer fails to attend two (2) consecutive Board

meetings. An elected or appointed officer may resign by submitting written notice to the President or Secretary. 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 11: An elected or appointed 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 12: If any elected or appointed 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. Any such appointee shall have the same rights and responsibilities as an elected or appointed officer respectively. In the event the President is unable or unwilling to complete the current term of office, the previously appointed deputy 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.

Section 13: Board members may name a deputy. This must be made either at a previous Board meeting, or in writing (e.g. email), addressed to the full Board. Deputies will have the full rights of the Board member they deputize, inclusive voting rights and counting for the quorum of a Board meeting. The deputy of a Board member and the duration of the deputy function must be approved by the rest of the Board.

Article VI – 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 these Bylaws, including Article IV, Section 1 and Article V, Section 2 and this Article VI. All members in good standing of the PMI Switzerland 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, sexual orientation, 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 February 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. The candidates that receive the most votes are elected, until all the available positions are filled. Ballots shall be counted by the Nominating Committee or by tellers designated by the Board.

Each member will be instructed by e-mail how to cast the electronic ballot. Each member will be able cast X votes, where X is the number of Board and Committee offices which are open for election in the given period. The electronic balloting site will remain open for at least 15 days prior to the Annual Membership Meeting. The election results will remain sealed until the close of the balloting period. The X candidates who receive the highest number of votes shall be elected.

A quorum for electronic elections of the PMI Switzerland Chapter is five percent (5%) of the Chapter membership in good standing on the last day of the month prior to the opening of the electronic balloting site.

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.

The members of the Nominating Committee are elected by the membership. The Nominating Committee consists of two (2) members who serve two-year terms of office. The committee is accountable to the membership and acts independently from the Board.

At least one past Chapter President shall have the right to be an additional member of the Nominations Committee without a need for election by the membership.

Article VII – Chapter Committees and Task Forces:

Section 1. The Board may authorize the establishment of standing or temporary committees or task forces to advance the purposes of the organization. The Board shall establish a charter for each committee or task force, which defines its purpose, authority and outcomes. These committees and task forces are responsible to the Board. Committee and Task Force members shall be appointed from the membership of the organization. The PMI Switzerland Chapter officers and/or Directors can serve on the Chapter Committees and Task Forces, unless it is specifically restricted by the Bylaws.

Section 2. All committee and task force members and a chairperson for each committee and task force shall be appointed by the President with the approval of the Board.

Article VIII - Chapter Finance:

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

Section 2. PMI Switzerland Chapter annual membership dues shall be set by the Chapter's Board and communicated to PMI in accordance with policies and procedures established by PMI.

Section 3. The PMI Switzerland 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 dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5. The Treasurer shall present the annual report and financial summary at the annual meeting. A simple majority (50.1%) of the members present at the annual meeting is required to accept the annual report.

The members of the Financial Auditing Committee are elected by the membership. The Financial Auditing committee consists of two (2) members who serve two-year terms of office. The committee is accountable to the membership and acts independently from the Board.

At least one past Chapter Treasurer shall have the right to be an additional member of the Financial Auditing Committee without a need for election by the membership.

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 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 one third (1/3) 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 Switzerland Chapter shall be five percent (5%) of the voting membership in good standing, present and in person.

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 Switzerland Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the PMI Switzerland Chapter, except as otherwise provided in these bylaws.

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

Section 3. PMI Switzerland Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of the PMI Switzerland Chapter and any corporation, partnership, association or other organization in which one or more of the PMI Switzerland Chapter's members, elected officers or directors, 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 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 Board members who do not have an interest in the transaction or contract;~~
- ~~C—the contract or transaction is fair to the PMI Switzerland Chapter and complies with the laws and regulations of the applicable jurisdiction in which the PMI Switzerland Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.~~

Section 4. All officers, directors, appointed committee members and authorized representatives of the PMI Switzerland Chapter shall act in an independent manner consistent with their obligations to the PMI Switzerland 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 Switzerland 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, appointed committee member, or authorized representative of the PMI Switzerland Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of the PMI Switzerland 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 Switzerland 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 PMI Switzerland Chapter, or is or was serving at the request of the PMI Switzerland 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 voting by electronic ballot; or by two-thirds (2/3) vote of membership present and voting at an annual meeting of the PMI Switzerland 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 (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 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 Switzerland Chapter's Charter with PMI.

Article XIII – Dissolution:

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

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

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

Section 4. Should the PMI Switzerland Chapter dissolve for any reason, its assets shall be dispersed to a charitable organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5. Unless superseded by law, dissolution of the Chapter entity must be approved by a two-thirds (2/3) majority of the members in good standing voting on the motion to dissolve.

Approved by the PMI Switzerland Chapter president on August the 4th 2022


