



PMI - QUEENSLAND CHAPTER INC.

CHAPTER BYLAWS

In accordance with Article V section 3 of the Rules.

Version 4 – 27 March 2021

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Bylaw 1 Bylaws

These Bylaws are made and amended in accordance with Article V of the Rules.

Bylaw 2 Interpretation and Definitions.

Section 1 Interpretation

Capitalised terms used in these Bylaws have the meaning given in the Act or the Rules (as applicable) unless otherwise defined in the Glossary.

Section 2 Definitions

In these Bylaws, the following terms have the meaning shown opposite:

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| PMI Code of Ethics & Professional Conduct | means the PMI Code of Ethics & Professional Conduct as published by PMI from time to time at https://www.pmi.org/about/ethics/code which applies to all PMI members, volunteers, certification holders and certification applicants and defines the standards of behaviour and conduct for all PMI members |
| Rules | means the Chapter's constituent document. |

Bylaw 3 Placeholder.

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Bylaw 4 Placeholder.

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Bylaw 5 Appointment to fill a vacancy on the Board.

Section 1 Application

This Bylaw 5 applies where the Board exercises (or proposes to exercise) its power of appointment under Article V section 7 of the Rules to fill a vacancy.

Section 2 Qualifications for appointment

- A. Subject to paragraph B, the eligibility of a candidate for appointment will be determined in accordance with the same eligibility criteria as set out in Bylaw 6.
- B. When making an appointment, the Board may waive a mandatory eligibility criterion in Bylaw 6 if there is only one candidate being considered for appointment or where the Board otherwise considers that it is in the best interest of the Chapter to do so. The Board's resolution to appoint a candidate in relation to whom a mandatory eligibility criterion is waived will expressly acknowledge that the relevant mandatory eligibility criterion is waived for making the appointment.

Section 3 Limitations on appointment

- A. Subject to paragraph B, where the Board makes an appointment to fill a vacancy in the role of President or Vice President, the Board will call and hold a general meeting of the Chapter to ratify the appointment. A general meeting called under this paragraph B will be held as soon as practicable and within 6 months of the appointment being made. If the general meeting does not ratify the

appointment, the appointment is vacated immediately and within 2 months (or any shorter period directed under the Act) the Board will fill the vacancy by appointment or call for an election to fill the vacancy.

- B. The Board is not required to call a general meeting under paragraph A to ratify an appointment if the person appointed is a Board member at the time of the appointment and that person was elected or acclaimed (but not appointed) onto the Board.

Bylaw 6 Chapter Nominations and Elections.

Section 1 The nomination process

The eligibility of candidates and process to nominate and be selected as a candidate for election as an officer of the Chapter shall be determined in accordance with this Bylaw 6.

Section 2 Candidate nomination

- A. A candidate wishing to stand for election must deliver to the Nominating Committee a completed nomination form signed by two Chapter members in good standing (other than the candidate) who signify they support the candidate's nomination for election and are willing to be contacted as referees by the Nominating Committee.
- B. A candidate must address the mandatory and preferred criteria for the role being sought by completing and submitting the Nominations form.

Section 3 Candidate eligibility and evaluation

- A. The Nominating Committee will evaluate each candidate's willingness and eligibility to stand for election, based on the eligibility criteria in this Bylaw, the information provided by the candidate on their nomination form, an interview with the candidate, and after contacting the two Chapter members who have supported the candidate's nomination.
- B. The Nominating Committee will prepare a slate of candidates for each Board position open for election.
- C. The Nominating Committee may exclude from the slate of candidates, any candidate found to be ineligible for election.
- D. Candidates for Board positions may also be nominated by petition process established by the Nominating Committee or the Board.
- E. The Nominating Committee may set and publish additional criteria for the evaluation and acceptance or refusal of a candidate's nomination to stand for election. The criteria must be approved in advance by the Board.

Section 4 Eligibility criteria for all candidates

- A. Subject to the Act, the following are mandatory eligibility criteria for all candidates for election to the Board –
 1. Entitled to vote at a general meeting of the Chapter;
 2. 50 hours volunteer experience in a PMI Chapter, or able to show equivalent volunteering experience in a comparable member-based professional organisation;
 3. Willing to complete Board foundation training within 4 months (or such other period as determined by an ordinary resolution of the Board) of the candidate's election or appointment;

4. Be a member in good standing of the Chapter for the period of 12 months ending on the day the candidate's nomination is filed;
 5. As at the date the candidate's nomination is filed, the date for election, and (if the candidate is elected, acclaimed or appointed as a Board member) at all times during the candidate's term as a voting Board member, the candidate must not be engaged as an instructor/trainer by, or be concerned in the business of, a PMI Authorised Training Partner;
 6. As at the date the candidate's nomination is filed and the date for election, the candidate is not the subject of any unresolved PMI or PMIQ ethics complaint; and
 7. As at the date the candidate's nomination is filed and the date for election, the candidate is not disqualified from managing a corporation under Part 2D.6 of the *Corporations Act 2001* (Cth) or otherwise disqualified from holding a corporate directorship.
- B. Additional preferred criteria for a candidate for election to the Board includes –
1. 12 months volunteer experience at the Associate Director or Deputy Associate Director level in the PMIQ Executive Team.

Section 5 Additional eligibility criteria for President or Vice President

- A. Additional mandatory criteria for a candidate for election to the position of President or Vice President includes –
1. 12 months of prior board (or equivalent management committee) or executive (Associate Director) level experience within a PMI chapter.
- B. Additional preferred criteria for candidates for election to the role of President or Vice President includes –
1. Successfully completed a recognised foundation-level governance training course (such as the Australian Institute of Company Directors' Governance Essentials Course, Governance Institute of Australia's Governance Essentials or Governance and Risk Management course, or a similar governance qualification); and
 2. Completed one term (24 months) on the Board, the board of another PMI chapter or another member-based professional organisation.

Section 6 Additional eligibility criteria for Secretary or Treasurer

- A. Additional mandatory criteria for election to the role of Secretary or Treasurer includes –
1. 50 hours volunteering within a PMI chapter or other member-based professional organisation OR a minimum of 3 months equivalent relevant professional or volunteer work experience for the role being sought.
- B. Additional preferred criteria for election to the role of Secretary or Treasurer includes –
1. Successfully completed a recognised foundation-level governance or not-for-profit financial management training course, as applicable to the role being sought (such as Governance Institute of Australia's Governance Essentials or Not-for-Profit Financial Management course, or a similar governance or financial qualification); and
 2. More than 1 year of prior board or executive (AD) level experience within a PMI chapter or member-based professional association.

Section 7 Election of candidates

- A. Balloting for the election of candidates will be carried out in accordance with the Rules.
- B. Subject to the Rules, if the slate of candidates for election to a Board role consists of a single candidate, the candidate is elected unopposed.
- C. If balloting for a position ends in a tied vote, the Board may break the tie by ordinary resolution.

Section 8 Nominating Committee.

- A. The Board will appoint a Nominating Committee from among the Chapter's members in good standing, with preference given to members having several years tenure in the Chapter and having volunteering experience in the Chapter or another PMI Chapter.
- B. The minimum number of Nominating Committee members is three. The number of appointed Nominating Committee members including the chairperson should (but not must) be odd.
- C. The following persons are ineligible to be appointed to, or to serve on, the Nominating Committee:
 - 1. a voting member of the Board;
 - 2. a member of the PMIQ executive team; or
 - 3. a member who has nominated or intends to nominate as a candidate in the current election.
- D. Each member appointed to the Nominating Committee must, prior to their appointment or before commencing service on the Nominating Committee:
 - 4. complete and deliver to the Board a signed PMI Conflict of Interest questionnaire and PMI Confidentiality and Records Compliance Agreement; and
 - 5. agree to uphold PMI's policy prohibiting campaigning and electioneering.
- E. The Nominating Committee will be chaired by the Immediate Past President (**IPP**), or if the IPP is unavailable or unwilling to serve as chairperson, the Board may appoint one or more members of the Nominating Committee to serve as chairperson.
- F. Unless the Board or Nominating Committee determines otherwise, the Nominating Committee's chairperson will serve as the point of contact between the Nominating Committee and the Board.
- G. The Nominating Committee will keep written minutes of their decisions providing the basis for any exclusion of candidates.
- H. The Nominating Committee may by ordinary resolution determine how a tied vote on a motion is to be resolved. In the absence of such determination, the chairperson will have a casting vote.