

Chapter Bylaws Template

Article I – Name, Principal Office; Other Offices.

Section 1. Name/Non-Profit Incorporation.

This organization shall be called the Project Management Institute, PROJECT MANAGEMENT INSTITUTE ROMÂNIA CHAPTER ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA CHAPTER (hereinafter “the PMI ROMÂNIA CHAPTER ~~[SPECIFY ABBREVIATED NAME]~~”). This organization is a Romanian 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 ~~[SPECIFY STATE, COMMONWEALTH, NATION OR OTHER JURISDICTION]~~ROMANIA. ALL Chapters formed within the United States must be incorporated as 501(c) (6) organization.

Section 2. The ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA CHAPTER shall meet all legal requirements in the jurisdiction(s) in which the ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA CHAPTER conducts business or is incorporated/registered. PMI ROMÂNIA CHAPTER is organized under the Law no. 246 of 18 July 2005 - that approved the Government Ordinance no. 26/2000 regarding the activity of Associations and foundations under Romanian jurisdiction

Section 3. Principal Office; Other Offices.

The principal office of the ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA CHAPTER shall be located in ~~[IN BUCURESTI, SECTOR 6, SPLAIUL INDEPENDENTEI BLVD, NO. 273, BUILDING 4, 2ND FLOOR, OFFICE NO. 02.]~~SPECIFY CITY, STATE, PROVINCE in the ~~[SPECIFY WHETHER A STATE, COMMONWEALTH, NATION OR OTHER JURISDICTION]~~ of ~~[SPECIFY STATE, COMMONWEALTH, NATION OR OTHER JURISDICTION]~~. The ~~[SPECIFY ABBREVIATED NAME]~~PMI ROMÂNIA CHAPTER may have other offices such as Branch offices as designated by the ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA CHAPTER Board of Directors.

Article II – Relationship to PMI.

Section 1. The ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA 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 ROMÂNIA CHAPTER ~~[SPECIFY ABBREVIATED NAME]~~’s Charter with PMI.

Section 3. The terms of the Charter executed between the ~~[SPECIFY CHAPTER NAME]~~PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER shall be governed by and adhere to the terms of the Charter.

Article III – Purpose and Limitations of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER.

Section 1. Purpose of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER.

- A. General Purpose. THE ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER and PMI and these Bylaws, the purposes of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA 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.
 - c) To stimulate appropriate global application of project management for the benefit of 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 other 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 establish and maintain appropriate standards of professional conduct and ethics of its members in the practice of project management and protect sources of confidential information acquired in order to achieve the statutory objectives;
 - g) to share information on the development of project management including the organization of forums and symposiums, etc;
 - h) to create opportunities for affiliate practitioners of project management;
 - i) to support the transfer of knowledge, information, experience, and technology related to project management in the Law no.26 / 2000 updated, in all areas and sectors.
 - f) ~~[SPECIFY ADDITIONAL OBJECTIVES HERE AS MANY AS APPLY]~~

Section 2. Limitations of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER.

- A. General Limitations. The purposes and activities of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER shall be subject to limitations set forth in the charter agreement, these Bylaws, and conducted consistently with ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER Articles of Incorporation.
- B. The membership database and listings provided by PMI to the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER

~~NAME~~ PMI ROMÂNIA CHAPTER] may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of the ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA 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 – ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] Membership.

Section 1. General Membership Provisions.

- A. Membership in the ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] requires membership in PMI®. The ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] shall not accept as members any individuals who have not been accepted as PMI® members.

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.

- B. Members shall be governed by and abide by the PMI Bylaws and by the bylaws of the ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER].
- D. Membership in the ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER]. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and the ~~[SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] to PMI within such one month delinquent period.

- F. Upon termination of membership in the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER], the member shall forfeit any and all rights and privileges of membership.
- G. All [~~Specify Chapter Name~~PMI ROMÂNIA CHAPTER] members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all [~~Specify Chapter Name~~PMI ROMÂNIA CHAPTER] members meeting the qualifications are eligible to run for and hold a [~~Specify Chapter Name~~PMI ROMÂNIA CHAPTER] elected position.

Section 2. Classes and Categories of Members.

The [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] shall not create its own membership categories. PMI Chapter membership categories shall be consistent with PMI membership categories.

Article V – [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] Board of Directors: (Source: [Chapter Leader Guide: Chapter Volunteer Role Delineation Study](#))

Section 1. The [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 (5) Officers, three (3) directors, and a secretary elected by the members ~~officers~~ of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] elected by the membership and shall be members in good standing of PMI and of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER].

Officer positions of President, Vice President for Membership and Recruitment, Vice President for Treasury and Finance, Vice President for Communications and Advertising & Vice President for Education and Certification.

Board of Directors updated component will be registered with the competent authorities after the General Assembly approved which component was changed.

Terms of office for the Officers shall be ~~{SPECIFY LENGTH OF TERM IN YEARS}~~2 (two) years starting on January 1st and ending on December 31st of the following year of the starting date, limited to ~~{Specify number}~~3 (three) consecutive terms in the same position, and no more than ~~{SPECIFY NUMBER}~~3 (three) consecutive terms on the Board in general. These positions are staggered so that ~~{SPECIFY NUMBER OF POSITIONS OPEN FOR ELECTION}~~2-3 officials are elected each year.

Section 3. The [~~SPECIFY TITLE OF PRESIDING OFFICER~~]PRESIDENT shall be the president for the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY TITLE OF PRESIDING OFFICER~~] 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 ~~{SPECIFY TITLE OF OFFICER RESPONSIBLE FOR KEEPING OFFICIAL RECORDS}~~ VICE PRESIDENT FOR RECRUITING MEMBERS shall keep the records of all business meetings of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER and meetings of the Board; Assist the PRESIDENT in relations with PMI® if and when he/she asked for; Is responsible for widening and maintaining the official list of members of the Association.-

Section 5. The VICE PRESIDENT FOR TREASURY AND FINANCE ~~{SPECIFY TITLE OF CHIEF FINANCIAL OFFICER}~~ shall oversee the management of funds for duly authorized purposes of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER. The VICE PRESIDENT FOR TREASURY AND FINANCE administers the funds to achieve the objectives, is responsible for preparing the annual financial plan and to develop financial objectives.

Section 6. ~~{DEFINE OTHER OFFICER POSITION HERE. TITLE AND DUTIES}~~ The VICE PRESIDENT FOR COMMUNICATIONS AND ADVERTISING is responsible for informing the members' in a proper time and to collect information from them using various all legal means available at its disposal to achieve the objectives of the Association, as well as advertising and partnerships with domestic and similar international organization.

Section 7. ~~{DEFINE OTHER OFFICER POSITION HERE. TITLE AND DUTIES}~~ The VICE PRESIDENT FOR EDUCATION AND CERTIFICATION is responsible for promoting the project management profession through the production of publications, seminars, and workshops designed to support professionals in project management to get certified as experts in this field.

Section 8. The SECRETARY of the Association shall keep the meetings register and the decisions of the Board register; he/she will draw up the minutes of the meetings of the General Assembly and monitors the activities of the Committees. ~~{DEFINE OTHER OFFICER POSITION HERE. TITLE AND DUTIES}~~

Section 9. The Board shall exercise all powers of the ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA 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 ~~[SPECIFY CHAPTER NAME]~~ PMI ROMÂNIA CHAPTER business and funds.

Section 10. The Board shall meet at the call of the PRESIDENT'S ~~{SPECIFY TITLE OF CHIEF EXECUTIVE OFFICER}~~, or at the written request of three (3) members of the Board, submitted to the VICE PRESIDENT FOR MEMBERSHIP AND RECRUITMENT. 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 11. 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [SPECIFY TITLE OF CHIEF EXECUTIVE OFFICER OR THE OFFICER RESPONSIBLE FOR KEEPING OFFICIAL RECORDS]. 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 12: 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 13: 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 [~~SPECIFY TITLE OF CHIEF EXECUTIVE OFFICER~~]PRESIDENT is unable or unwilling to complete the current term of office, the [~~SPECIFY TITLE OF OFFICER WHO SHALL SERVE AS INTERIM CHIEF EXECUTIVE OFFICER~~]VICE PRESIDENT FOR MEMBERSHIP AND RECRUITING 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 – [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 voting members in good standing of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY MONTH IN WHICH OFFICERS AND DIRECTORS WILL ASSUME OFFICE~~]JANUARY 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 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. No current member of the Nominating Committee, including the Single Point of Contact, shall be eligible for inclusion in the slate of nominees prepared by the Committee.

Furthermore, to uphold the principle of fairness and prevent any conflicts of interest, no current member of the Nominating Committee may resign from their position on the committee with the intention to run for a Board Candidate position.

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 – [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] officers and/or Directors can serve on the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY TITLE OF CHIEF EXECUTIVE OFFICER~~] with the approval of the Board.

Article VIII - [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] Finance:

Section 1. 1.The funds of the Association are:

- a) Starting assets amounting to 300 lei from contributions from the founding members;
- b) contributions, including sponsorships or donations from members of the Association, other natural or legal persons, institutions, bodies and organizations

- in the country and abroad;
- c) Provisions gifts and legacies;
- d) Grants;
- f) Other lawful means.

Section ~~21~~. The fiscal year of the [~~SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] shall be from 1 January to 31 December.

Section ~~32~~. [~~SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] annual membership dues will be agreed upon between PMI and the [~~SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER]'s Board of Directors and communicated in accordance with policies and procedures established by PMI.

Section ~~43~~. The [~~SPECIFY CHAPTER NAME~~ PMI ROMÂNIA 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 ~~45~~. All dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 6. The association may set up companies in accordance with art. 47 of O.G. no. 26/2000. The dividends thus obtained, if not reinvested in those companies, will be used entirely to achieve the purpose of the Association.

Article IX – Meetings of the Membership. General Assembly:

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~~ 10 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 VICE PRESIDENT FOR MEMBERSHIP AND RECRUITING [~~SPECIFY TITLE OF CHIEF EXECUTIVE OFFICER~~]; by a majority of the Board; or by petition of ten percent (10%) of the voting membership directed to the VICE PRESIDENT FOR MEMBERSHIP AND RECRUITING [~~SPECIFY TITLE OF CHIEF EXECUTIVE OFFICER~~]. Notice of all special meetings shall be sent by the Board to membership at ~~reasonable amount of time~~ least 15 days 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 [~~SPECIFY CHAPTER NAME~~ PMI ROMÂNIA CHAPTER] shall be those members in good standing, present and in person.

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

Section 5. The General Assembly is the supreme governing body of the Association and consists of all members whether they are contributors or not. The General Assembly meets annually, and for emergencies can be summoned extraordinary at the request of a majority of the Board.

Section 6. Only full members shall be registered in the Associates registry held at the competent court. The updated Component of the members of the General Assembly will be registered to the competent authorities annually as per the registered records available at January 1st.

Section 7. The general meetings are held in the presence of full contributing members and associated contributing members, but the decisions on the amendment of the Statute will be adopted exclusively by the full contributing members (in accordance with the participation will be calculated in reference to the decision for the modification of the Statute).

Section 8. The General Assembly is governed by the elected President or in his absence by (in this order):

1. the Deputy for members and recruiting
 2. Vice president for training and certification
 3. Vice president for Communication
 4. Vice president for Treasury and Finance
- and the Secretary shall keep the minutes.

Section 9. The General Assembly takes decisions with a vote of half plus one of the participating contributing members.

Section 10. The statutory decisions shall be adopted exclusively by the full members by the vote of a simple majority of the participating full members. Statutory decisions may be adopted if at least 50% plus 1 of the full members participate in the meeting and shall be adopted by a simple majority of the full members present.

Section 11. Voting can be directly expressed in the General Assembly meeting or electronically, based on internal procedures of the Association.

Section 12. Each member of the Association can participate with one vote to Association' decisions as follows:

- a. vote expressed directly by attending the General Meeting, or
- b. electronic vote expressed during the seven (7) calendar days before the date set for General Assembly.

Section 13. Members who opt for electronic voting are considered valid for establishing the quorum present with those who directly participate in Taking General Assembly meeting.

Section 14. If the quorum is not met from the first call, the proposals for decisions are subject again to voting. This time, the vote will be only electronically during seven (7) calendar days from the day immediately following the deployment of the General Assembly. Decisions will be taken in this case on the vote of half plus one of the members who has voted electronically in the second call.

Section 15. The General Assembly has the following responsibilities:

- to analyze and to approve the Board of its work and on how the Association' assets were managed;
- to approve the project activity for the next year proposed by the Board of Directors and to complete it with other proposals and the financial balance;
- to elect the Board of Directors;
- to decide on amendments or additions Bylaws of the Association
- deciding on the Board of Directors proposals for members exclusion, stipulated at art 8, line 12, letter b and e;
- to conclude the members' exclusion according to situations stipulated at art 8, line 12, letter a,c,d;
- The annual membership fee to decide on proposals to the Board
- to decide on all issues that will be discussed for the effective exercise of the Association;
- delegate the Board of Directors taking the following decisions:
 - i. the provision of facilities as the Association may grant its members;
 - ii. Preparation procedures, internal operating rules, and regulations of the Association;
 - iii. Appointment of auditors to verify financially and accounting activities of the Association and the definition of powers and responsibilities for these activities;
 - iv. All decisions of the smooth running of the Association, including decisions on Association relationships with third parties and the preparation of legal documents;

Article X - Inurement and Conflict of Interest:

Section 1. No member of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER], except as otherwise provided in these bylaws.

Section 2. No officer, director, appointed committee member or authorized representative of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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. All officers, directors, appointed committee members and authorized representatives of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] shall act in an independent manner consistent with their obligations to the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] and applicable law, regardless of any other affiliations, memberships, or positions.

Section 4. 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER], acting in good faith and in a manner reasonably believed to be in the best interests of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER], or is or was serving at the request of the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER]'s Charter with PMI.

Article XIII – Dissolution:

Section 1. In the event that the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] Charter and require the chapter to seek dissolution.

Section 2. In the event the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] failed to deliver value to its members as outlined in [SPECIFY ABBREVIATED NAME]'s annual plan and without mitigated circumstance, the Chapter acknowledges that PMI® has a right to revoke the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] Charter and require the chapter to seek dissolution.

Section 3. In the event the [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA CHAPTER] is considering dissolving, the [SPECIFY ABBREVIATED NAME]'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 [~~SPECIFY CHAPTER NAME~~PMI ROMÂNIA 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.

Article XIV –Control and operations:

Section 1. Control of financial/economic operations of the Association may be accomplished, if required by specific national law, by a board of Internal Auditors, composed of minimum 2 individuals having the following responsibilities:

- a. Verify the management of the assets of the Association;
- b. Submit Reports and present them to the General Assembly;
- c. To participate to Board of Directors meetings, having no voting rights;
- d. To undertake any task under this Bylaws or decided by the General Assembly

Section 2. The auditors cannot perform executive management tasks in Association.

Section 3. The auditors have the obligation to prepare an annually Audit Report on financial activities of the Association.

Section 4. The General Assembly may extraordinarily ask the auditors to submit ad-hoc reports on financial activities of the Association.

Article XV –Final provisions:

Section 1. The Association has its own logo and stamp.

Section 2. The provisions of this Bylaw shall be filled with the legal provisions in civil matters.

Section 3. Conflict of interest - No member of PMI ROMANIA CHAPTER will have any material benefit or profit, paid by accident or paid otherwise from the activities, financial accounts and resources of PMI ROMANIA CHAPTER.

Section 4. No officer, director, or a member of a committee appointed or an authorized representative of PMI ROMANIA CHAPTER will not receive any compensation, financial or other material benefit or for services rendered by the Board of Directors. The Committee can authorize PMI ROMANIA CHAPTER to offset certain actual expenses reasonably incurred by a director, a committee member or by an authorized representative to attend meetings of the Board and other approved activities

Section 5. PMI ROMANIA CHAPTER can engage in agreements or transactions with any company, partner, Association or organization in which one or more members, directors or officers elected on Board of Directors of PMI ROMANIA CHAPTER, and have a financial interest or employees in another organization if the following conditions are met:

- a) Relationship Clauses of interest as stipulated in the contract or transaction are presented to the Board of Directors before the signing of this contract or transaction.
- b) The Board authorizes the contract or transaction with a majority of directors who have no interest in a contract or transaction.
- c) The contract or transaction is fair and in accordance with the laws and regulations and is legal in Romania and approved or ratified by the Board.

Section 6. All officers, directors, members appointed to committees and authorized representatives of PMI ROMANIA CHAPTER will act in an independent manner under the obligations personally assumed to PMI ROMANIA CHAPTER and to the applicable law, without taking into account other affiliations, memberships or functions.

Section 7. All officers, directors, appointed members of the committees and authorized representatives shall declare any interest or affiliation they may have with any entity or person with whom ROMANIA CHAPTER PMI has or will have contracts, agreements or other types of business transactions, and will abstain from voting and will not influence in any mode such transactions.

Section 8. In the event that any person who was officer, director, member of a committee or authorized representative of PMI ROMANIA CHAPTER enabling good faith and in a reasonable way considered in the interest of PMI ROMANIA CHAPTER, took part, or is taking part in any activity or investigation procedure or administrative or criminal or civil liability (other than an action or proceeding in the Association), that representative may be reimbursed for expenses or reasonable damage, including attorney's fees and amounts paid in connection with this resolution or activity or procedure, fully permitted jurisdiction in which the organization is established. If the representative is successful in the cause, compensation is obligatory.

Section 9. If the Court issued a decision, the discretionary offset for any representative will be approved and granted only if it complies with the legal requirements in force, after having determined that this compensation is adequate in conditions in which the representative has met the applicable standard of conduct required by law and this Bylaws.

Section 10. If the applicable law permits, PMI ROMANIA CHAPTER may purchase and have liability insurance on behalf of any person who is or was a director, officer, employee, manager, agent or other authorized representative of PMI ROMANIA CHAPTER, or is or was in office, at the request of PMI ROMANIA CHAPTER, director, officer, employee, manager, agent or other authorized representative of another company in the country or abroad, or non-profit, partnership, joint venture, Association of companies or other enterprise.

PMI ROMÂNIA CHAPTER BOARD