

This is an English translation of version 2.0 of the Bylaws of the PMI Germany Chapter e.V. dated October 15, 2025, generated with the support of a LLM system. In case of ambiguity or contradiction, the German version shall always take precedence.

Bylaws of the PMI Germany Chapter e.V. (PMIGC)

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1 Preamble

These are the Bylaws of the PMI Germany Chapter e.V., hereafter abbreviated PMIGC. The German version always takes precedence over any translations.

2 Specification of the Purpose of the Association

The purpose of the association is to:

- promote professionalism in the field of project management (including programs and portfolios),
- promote the application of project management by and for its members,
- provide opportunities for training and further development in the field of project management for its members,
- encourage the appropriate application of project management for the benefit of society,
- promote communication among members on professional and project-management-related topics through networking events,
- provide a framework for networking and social interaction for the exchange of ideas and solutions regarding the application of project management among its members,
- support academic and industry research and teaching in the field of project management,
- promote international cooperation and contacts with public and private organizations in the field of project management, as well as further cooperation in matters of common interest and benefit.

The association pursues its purpose by, among other things:

- regular meetings and events for the exchange of experience and further education in project management,
- the organization of events, such as training courses, seminars, symposia and conferences related to project management,
- the organization of networking events,
- the provision of information on developments, experiences, tools and training opportunities in the project management environment,
- providing contact, information and other forms of support to individuals, organizations and media with an interest in project management,
- providing a platform for the exchange of ideas and solutions for the application of project management for its' members,
- the implementation of projects.

3 Affiliation with the Project Management Institute (PMI)

The PMIGC is a unit recognized by the Project Management Institute, Inc. (hereinafter referred to as PMI) as a "Chartered Chapter" and commits itself to comply with the provisions of the document PMI Chapter Guidelines and Policy Handbook in its current version as well as with the Chapter Charter Agreement. Should the PMI Chapter Guidelines and Policy Handbook be replaced by another set of regulations, this obligation shall apply accordingly.

PMI may revoke the chartered-chapter status. In such a case, the President shall immediately convene an extraordinary General Meeting to decide on further action.

If PMIGC or any of its Executive Board members violate PMI's policies, procedures or rules as set out in the PMI Chapter Guidelines and Policy Handbook or in the Charter Agreement, PMI® has

the right to withdraw the charter from PMIGC.

In the event of a conflict between the provisions of the Charter Agreement between PMI and PMIGC and the Articles of Association or these Bylaws of PMIGC, the provisions of the Charter Agreement, including any restrictions and prohibitions, shall prevail.

4 Area of Operation

The operational area of PMIGC covers the entire territory of the Federal Republic of Germany.

In this context, the area is divided into five regional Branches. The term “Branch” is a general PMI term for a sub-segment of a Chapter. Within PMIGC, the term “Region” is used instead of Branch.

There are five Regions within PMIGC: North, East, South, West and Central.

The regional division is based on “Metropolitan Hubs”. The exact assignment of the “Metropolitan Hubs” to the Regions is determined by the Executive Board of PMIGC and described in the document “Breakdown and Assignment of Regions to ZIP Code Areas”. A “Metropolitan Hub” is not an organizational unit but serves only to better define the Regions and their boundaries, ensuring that no hub is “split”. Adjustments to the assignment of zip code areas to regions may be made by Executive Board resolution.

5 Finances

5.1 Budgeting

The available budget shall be prepared at least annually by the Vice President Finance in cooperation with all Executive Board and shall be submitted to the Executive Board for decision. The annual budget for the following fiscal year shall be submitted as a draft no later than the last Executive Board meeting of PMIGC in the current fiscal year. The annual budget may be adjusted at any time during the year by Executive Board decision.

5.2 Expenditures and Obligations with Financial Implications

The PMIGC has a central business account management system through which all transactions of the association are processed. The Vice President Finance is responsible for the control of the business account management.

All Executive Board members are responsible for adhering to their departmental budgets. Within the limits of the approved annual budget for their respective Board department, each Executive Board member may incur expenditures and financial commitments without additional approval from the Vice President Finance. In any case, expenditures and incurring obligations with financial impact must always correspond to a budget line item in the annual budget and may not exceed the departmental budget approved for a fiscal year without approval of the Vice President Finance.

Expenditures and financial commitments exceeding EUR 5,000 require, in addition to the budget allocation, the approval of the Vice President Finance, or in their absence, the President or the Vice President Operations (dual-control principle).

Contracts creating permanent obligations for the association may be entered into only by the Vice President Finance, or in their absence, by the President or the Vice President Operations.

Further regulations regarding the financial management of the PMIGC are defined in the document "Central Governance of the PMI Germany Chapter".

5.3 Cash Audit

The ordinary General Meeting elects two cash auditors each, whose task it is to ascertain the regularity of the PMIGC's financial management vis-à-vis the Executive Board and the General Meeting.

The discharge of the Vice President Finance, together with the discharge of the entire Executive Board, shall take place at the next ordinary General Meeting during the following fiscal year.

6 Membership and Membership Fee

Membership in the PMIGC is voluntary and open to all eligible people (see Articles of Association). There shall be no discrimination with regard to ethnic origin, creed, skin color, age, gender, marital status, national origin, religion or physical or mental disability.

Membership in the PMIGC requires membership in PMI. The PMI membership is valid for twelve months. With the PMI membership, membership in PMIGC is automatically established. Allocation to PMIGC is determined by the country and place of residence stated upon registration. Renewal of PMI membership automatically results in the renewal of PMIGC membership.

Membership in PMIGC ends upon termination of PMI membership or when the member, upon renewal of PMI membership, transfers to another Chapter and declares this transfer through the respective function in the settings on the PMI platform.

The annual membership fee for PMIGC is USD 20 per membership year and is included in the total membership fee payable to PMI. Student memberships in PMIGC are free of charge.

The amount of the PMIGC membership fee is coordinated between the Executive Board and PMI in accordance with PMI guidelines.

7 Member Information and Lists

The use of member data and other personal data will be handled in accordance with the Data Protection Regulations of the PMIGC and PMI's guidelines. In case of contradictions, the Data Protection Regulations apply. Membership data may not be sold, passed on or used for business purposes.

8 Use of Name

The Executive Board has the right and the duty to prevent the unauthorised use of the name and/or logo of PMIGC in connection with meetings or activities that are not consistent with the purpose of PMIGC.

The same applies to the use of the name and/or logo of PMI. In such cases, the Executive Board shall inform PMI accordingly.

9 Meetings

9.1 Executive Board Meetings

In order to inform each other and to make decisions for the pursuit of the purpose of the association, board meetings are held by the Executive Board on a regular basis, at least quarterly.

Executive Board meetings may also be held virtually, e.g. telephone or video conferences.

The Executive Board shall constitute a quorum if

- all Executive Board members have been invited by e-mail at least 5 days in advance,
- the agenda is stated in the invitation, and
- at least 50 percent of the Executive Board members are present.

Executive Board meetings are minuted and the minutes are stored electronically as non-amendable documents.

Decisions of the Executive Board shall be adopted by a simple majority of the Executive Board members present and shall be recorded in the minutes together with the voting result.

Deviations from the above provisions are permissible if all Executive Board members unanimously agree to an alternative procedure.

9.2 Executive Board Decisions by Circulation

Decisions may also be taken by circular resolution. In such case, a resolution proposal shall be formulated and sent to all members of the Executive Board by e-mail. This motion can be voted on asynchronously with a notice period of at least three days. An amendment (rewording) of the resolution proposal is equivalent to a new resolution proposal.

The voting procedure must be transparent, traceable and secure.

Decisions of the Executive Board by circulation shall be adopted by a simple majority of the valid votes cast and shall be recorded in the minutes of the next regular Executive Board meeting, stating the result of the vote. Analogous to regular Executive Board meetings, resolutions by circular resolution also require a minimum participation of 50% of the Executive Board members.

Deviations from the above regulations are permitted if all Executive Board members unanimously agree to a deviating procedure.

9.3 Member Meetings

Official General Meetings are regulated in the Articles of Association.

In addition, PMIGC regularly holds events in various formats throughout its operational area to promote the exchange of information among its members. These events are not General Meetings.

Information on these events (place, date, time and further general conditions) are published on the website of the PMIGC.

10 Executive Board and Tasks of the Executive Board Members

The Executive Board is responsible for the realization of the purpose and objectives of the association and bears sole responsibility for the planning and day-to-day operations of the PMIGC. The Executive Board shall fulfil its duties in accordance with the Articles of Association and applicable German law.

The duties of the Executive Board are assigned to Board-departments for which each responsible Executive Board member is elected by the members at the General Meeting.

Each Executive Board member is responsible for planning, executing, and managing the necessary activities within his/her department.

For the fulfilment of their duties, each Executive Board member may delegate tasks to:

- association members or PMI members interested in the work of the association who wish to volunteer,
- service providers through contractual agreements,
- employees of an administrative office through a separate agreement.

The PMIGC Board consists of the following 12 positions:

- President
- Vice President Finance
- Vice President Operations
- Vice President Members
- Vice President Volunteering
- Vice President Communication
- Vice President Outreach
- Vice President Region North
- Vice President Region East
- Vice President Region South
- Vice President Region West
- Vice President Region Central

The **President** ensures that the Executive Board works together as a team, jointly develops and implements a strategy to achieve the association's objectives, and complies with its obligations under legal provisions as well as the regulations of the PMIGC and of PMI. The President is the primary representative of the association towards the general public and towards PMI.

The **Vice President Finance** is responsible for preparing and maintaining an annual financial plan for the PMIGC and its regions, for managing income and expenses, and for keeping the association's books in accordance with legal requirements. The responsibilities of the Vice President Finance also include the integration of new sponsors and the support of existing sponsors of PMIGC.

The **Vice President Operations** is responsible for compliance with legal requirements and the regulations of the association and PMI. His responsibilities include the provision and support of IT systems (e.g., website and collaboration platform), the planning and implementation of central, cross-regional events, and data protection and IT security issues. In addition, he identifies potential for efficiency improvements and proposes optimizations to the association's business processes and service and product portfolio.

The **Vice President Members** is responsible for supporting and ensuring the satisfaction of

association members, as well as for recruiting new members. He ensures that PMI Chapter Membership Services are provided by PMIGC. His responsibilities also include creating special cross-association, subject-specific working groups for networking and knowledge exchange.

The **Vice President Volunteering** is responsible for the overall strategic and operational administration of volunteer management in the PMIGC. His tasks include recruiting, developing, and supporting volunteers for various functions within the association and ensuring efficient administrative processes. He promotes a motivating and appreciative volunteer culture and works closely with the relevant departments to sustainably shape the needs, motivation, and long-term engagement of volunteers.

The **Vice President Communications** is responsible for marketing, corporate identity, and the public image of PMIGC, as well as for providing information to members, stakeholders, and the general public. This responsibility also includes the presentation of PMIGC on the association's website and on social media.

The **Vice President Organizational Outreach** is responsible for establishing and maintaining the PMIGC's relationships with businesses, government agencies, and educational institutions. Furthermore, the PMIGC's activities related to PMIEF (PMI Educational Foundation) are his responsibility.

The **Vice Presidents of the Regions** are responsible for providing the "PMI Chapter Membership Services" and all other offerings in their respective regions, as well as representing the interests of the regions on the Executive Board. In cooperation with the other functions, they are responsible for the PMIGC's image in the regions, for the local groups and the regional community building. Furthermore, the Vice Presidents of the Regions support the Vice President of Finance in acquiring and managing regional sponsors of the PMIGC.

All Executive Board members shall contribute to the annual accountability report of the Executive Board to the ordinary General Meeting by providing information on their activities during the past year in their respective areas of responsibility.

All Executive Board members keep records of the status of work in their respective departments and hand them over to their position successors after the expiration of their term of office.

In the event that a member of the Executive Board fails to properly fulfill his obligations, he may be dismissed by resolution at a General Meeting upon the request of the majority of the remaining members of the Executive Board.

The aforementioned also applies if, during the term of office, it becomes apparent that a member of the Executive Board has conflicts of interest as described in the section "Taking Advantage and Conflicts of Interest."

11 Nomination and Election to the Executive Board

11.1 Term of Office

Executive Board members may hold the same office on the Executive Board for a maximum of six consecutive years. In total, an Executive Board member may serve on the Executive Board for a maximum of nine consecutive years. After an interruption of at least one year, a renewed candidacy for an Executive Board position is possible. The possible terms of office then start counting from the beginning. Shortened terms of office – e.g. as a result of the merger of the German chapters or due to the assumption of an office after the resignation of a Executive Board

member within their three-year term – shall not count towards the maximum durations.

The General Meeting may decide that an Executive Board member may remain in office beyond the stated maximum terms if no suitable candidate for the respective position stands for election.

The terms and deadlines mentioned apply only to PMIGC. Executive Board positions held in predecessor organizations (before the 2020 merger) are not counted towards these limits.

The cash auditors are elected for a term of two years.

11.2 Rolling System

According to the Articles of Association, the term of office for individual board members is three years. The aim is to have approximately one-third of the Executive Board positions up for election each year. In order to achieve a time lag between terms of office, the first election in 2021 after the merger of the German chapters was held with partially shortened terms. This resulted in the following election years for the individual offices:

Years 2021, 2024, 2027, 2030 and beyond

- President
- Vice President Region South
- Vice President Region West

Years 2022, 2025, 2028, 2031 and beyond

- Vice President Communications
- Vice President Region North
- Vice President Organizational Outreach
- Vice President Operations

Years 2023, 2026, 2029, 2032 and beyond

- Vice President Region East
- Vice President Region Central
- Vice President Finance
- Vice President Members
- Vice President Volunteering (new from 2026)

In order to achieve a rolling term of office and the necessary continuity among the cash auditors, one of the cash auditors was elected for only one year in 2024, so that one cash auditor will be up for election every year from then on.

11.3 Executive Board Election and Nomination of Candidates

New elections of the Executive Board or individual Executive Board members shall be announced at least four weeks in advance so that every PMIGC member has the opportunity to consider candidacy. This period begins two days after publication by e-mail or on the PMIGC website. The application period for an Executive Board position is at least two weeks.

A Nomination Committee, consisting of at least three current PMIGC members, shall be formed for the preparation and execution of the election. The members of the Nomination Committee should be well acquainted with the aims, structure, and activities of the chapter. If possible, at least one former Executive Board member should belong to the Committee to contribute experience from previous board work. To ensure independence and neutrality, current Executive Board members may not serve on the Committee.

The Executive Board decides on the composition of the Nomination Committee. The members themselves appoint the chair of the Nomination Committee.

The Nomination Committee is responsible for the lawful conduct and supervision of the election and for the announcement of the results. The Committee members must act fairly and impartially toward all candidates. They shall have no conflicts of interest and, during their term on the Committee, are excluded from candidacy for the Executive Board. The Committee is independent in its decision-making and makes decisions by simple majority. All decisions are confidential, and Committee members are bound to secrecy.

The overall composition of the Executive Board should ensure that all Regions of PMIGC are represented.

The minimum requirements for candidacy are:

- A minimum membership in the PMIGC of six months. This criterion is intended to ensure that applicants are familiar with the chapter and its goals, as well as to prevent short-term candidacies initiated by individual interest groups.
- Knowledge of the goals, structures, and activities of the PMI Germany Chapter, demonstrated, for example, through volunteer activity in the PMIGC in recent years.
- Willingness to devote the time required for ongoing tasks as Executive Board member throughout the term of office.
- Willingness to be available for Executive Board meetings for at least four full days per year, possibly including weekends, in addition to the time required for ongoing tasks.
- Proficiency in the German language sufficient to follow and participate in the content of General Meetings and Executive Board meetings.
- No conflicts of interest according to the chapter "Taking Advantage and Conflicts of Interest" of these Bylaws. In particular, members of PMI ATP organizations and training providers who generate a significant portion of their revenue from PMI training, as well as independent PMI trainers, should not apply for a position on the PMIGC board.

Additionally, at the beginning of each election process, the Executive Board and the Nomination Committee jointly determine how professional knowledge, leadership skills, and other relevant competencies are to be demonstrated for the respective positions, considering personal qualities such as the ability to work independently and/or in regionally distributed teams.

Discrimination in the nomination and election process on the basis of ethnic origin, color, belief, gender, age, marital status, national origin, religion, or physical or mental disability is prohibited.

The Nomination Committee shall assess the candidates' suitability through an interview attended by at least two committee members. After completing the application process, the Committee shall prepare, for each advertised Executive Board position, a list of eligible candidates and transmit it to the Executive Board. The Committee shall also inform the Executive Board about rejected candidates and provide a brief justification indicating why those candidates were not accepted. Inquiries from rejected applicants must always be directed to the Nomination Committee and not answered by the Executive Board or members of the Executive Board.

The list of candidates prepared by the Nomination Committee shall, after acknowledgment by the Executive Board but before publication to the members, be communicated by name to all candidates. Candidates then have a one-time opportunity, within three days, either to withdraw their candidacy for specific positions or to apply for other positions. The Nominating Committee will then reassess the suitability of the candidates for each position.

If, after the nomination process, there are no qualified nominations for certain positions, the Executive Board may decide either to repeat the entire nomination and election process or to proceed with the election and either re-open only those positions lacking qualified nominations or fill such positions by Executive Board resolution after the election. If the election is fully or partially repeated, the four-week period between announcement and election also applies. A position filled by Executive Board resolution must be re-advertised at the next regular election.

Candidate profiles shall be made available to the members by the Nomination Committee at least one week prior to the election through publication on the PMIGC website.

In accordance with PMI principles, practices, procedures, rules, and directives, no financial means or resources of PMI or the association may be used to support the election of a candidate or candidate group for PMI, the association, or any public office. Any other type of organized campaigning, communication, fundraising, or organized activity in favor of a candidate is prohibited. The Nomination Committee, as well as any entity appointed by the association, are the sole distributors of election materials for the positions to be elected.

The Nomination Committee shall conduct the election within a General Meeting or by electronic vote and shall announce the result after counting the votes. The maximum duration of an electronic election is two weeks.

12 Data Protection

Data protection is governed by the document Data Protection Regulations of the PMIGC. These regulations are adopted by resolution of the Executive Board.

The Executive Board of the PMIGC appoints a Data Protection Officer for the development, maintenance and implementation of the data protection regulations as well as a direct contact person for members and other concerned people for questions concerning data protection. This position will be organizationally directly subordinate to the President.

13 Advisory Board

The Executive Board of PMIGC may be advised by an Advisory Board to support the development and successful delivery of an attractive offering for members, non-members, and other stakeholders.

The Advisory Board shall represent the broadest possible voice of PMIGC stakeholders. The Advisory Board has no decision-making or supervisory function.

The requirements for potential Advisory Board members, as well as the exact scope of the Advisory Board's responsibilities and operating model, are defined in the document "Guidelines for the PMIGC Advisory Board."

The appointment of an Advisory Board must be preceded by the preparation and adoption of the Guidelines document by the Executive Board. Adoption occurs by Executive Board decision.

The members of the Advisory Board shall be appointed by the Executive Board through resolution.

14 Office

The PMIGC may outsource tasks to an Business Office.

The Business Office shall be commissioned, supervised and managed by the Executive Board, represented by the Vice President Operations.

The exact scope of tasks and the operating model of the Business Office shall be defined in the document "Guidelines for the PMIGC Business Office".

The establishment of an office must be preceded by the preparation and adoption of the Guidelines Document by the Executive Board. Adoption occurs by Executive Board decision.

15 Taking Advantage and Conflicts of Interest

Executive Board members or other authorised representatives of PMIGC shall receive neither compensation nor any other material or financial benefit for their work in PMIGC. However, the Executive Board may approve (partial) reimbursement of actual expenses incurred, such as travel costs.

All Executive Board members and authorised representatives of PMIGC act independently and in compliance with the regulations of PMIGC and applicable laws, regardless of any personal connections, memberships, or positions they may hold.

All Executive Board members and authorised representatives of PMIGC must disclose to the Executive Board any interests or relationships they have with organisations or individuals with whom PMIGC has, or intends to enter into, contracts or other business transactions, and must abstain from voting on or influencing matters related thereto.

All contracts or transactions between PMIGC and association members, elected officers, or Executive Board members, and any company, partnership, association, or other organisation in which one or more PMIGC Executive Board members or authorised representatives participate or have a financial interest, must be disclosed to the Executive Board.

16 Indemnification Obligation

Members of association bodies or authorized representatives who work for the association on an unpaid basis shall be liable to PMIGC for damage caused in the performance of their duties only in cases of intent or gross negligence. This also applies to liability towards the members of the association.

If members of association bodies or authorized representatives are obliged to compensate a third party for damage caused in performing their duties for the association, they may demand indemnification from the association if the damage was not caused intentionally or by gross negligence.

PMIGC may take out liability insurance for its governing body members or authorized representatives.

17 Amendments to the Bylaws

In addition to § 10 of the Articles of Association, the following applies:

Amendments may be proposed by the Executive Board itself or by petition from at least five (5) percent of the members to the Executive Board. Amendments submitted by petition meeting the quorum requirement of five (5) percent of the members shall be reviewed by the Executive Board and, regardless of the Board's own proposals, presented to a General Meeting.

All amendment proposals must comply with the provisions described in the PMI Chapter Guidelines and Policy Handbook.

Each amendment to the Bylaws must be approved by PMI prior to adoption.

After adoption by the General Meeting, amendments to the Bylaws shall be immediately submitted to PMI by the Vice President Operations.

18 Change History

Since the English version of the Bylaws is always a translation of a defined German version, it does not contain a change history, which is included only in the German version of the Bylaws.