



Bylaws for PMI Norway Chapter Issue 05

Dated: October 12 2016

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In support of the Project Management Institute, which has a defined purpose of dedication to advancing the state-of-the art in the management of projects, PMI Norway Chapter commits to:

Article I - Name, Principal Office

Section 1 Name/Non-Profit Incorporation.
This organization shall be called PMI Norway Chapter. This organization is a Chapter chartered by the Project Management Institute, Inc. (hereinafter PMI) and separately incorporated as a non-profit, tax exempt corporation (or equivalent) organized under the laws of Norway.

Section 2 Legal requirements
PMI Norway Chapter shall meet all legal requirements in the jurisdiction(s) in which PMI Norway Chapter conducts business, is incorporated or registered.

Section 3 Principal Office
The principal office of PMI Norway Chapter shall be located in Oslo. The area of operation for PMI Norway Chapter is the whole country of Norway.

Article II – Relationship to PMI

Section 1 Relationship
PMI Norway 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 Bylaws
The Bylaws of PMI Norway 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 PMI Norway Chapter’s Charter with PMI.

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

Article III – Purpose and Limitations of PMI Norway Chapter

Section 1 Purpose of PMI Norway Chapter
A. General Purpose. PMI Norway Chapter has been founded as a non-profit, tax exempt corporation (or equivalent) chartered by PMI, and is dedicated to advancing the practice, science, and profession of project management within the area of Norway in a conscious

and proactive manner.

- B. Specific Purposes. Consistent with the terms of the Charter executed between PMI Norway Chapter and PMI and these Bylaws, the purposes of PMI Norway 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 the general public.
 - d) To provide a recognized forum for the free exchange of ideas, applications, and solutions to project management issues among its members, and 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) Making project management indispensable for business results.

The Chapter shall annually set and present objectives that are aligned with long term objectives.

Section 2

Limitations of PMI Norway Chapter

- A. General Limitations. The purposes and activities of PMI Norway Chapter shall be subject to limitations set forth in the Charter agreement, these Bylaws, and conducted consistently with PMI Norway Chapter Articles of Incorporation.
- B. The membership database and listings provided by PMI to PMI Norway Chapter may not be used for commercial purposes and may be used only for non-profit purposes directly related to the business of PMI Norway 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 PMI Norway Chapter shall be solely accountable for the planning and operations of the Component, and shall perform their duties in accordance with the Component's governing documents; its Charter Agreement; PMI's Bylaws, policies, practices, procedures, and rules; and applicable law.

Article IV – PMI Norway Chapter Membership

Section 1

General Membership Provisions

- A. Membership in the PMI Norway Chapter requires membership in PMI. PMI Norway 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, colour, 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 PMI Norway Chapter and all policies, procedures, rules, regulations 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 Norway 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 PMI Norway Chapter.
- D. Membership in PMI Norway 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 PMI Norway Chapter. A delinquent member may be reinstated by payment in full of all unpaid dues for PMI and PMI Norway Chapter to PMI within such one-month delinquent period.
- F. Upon termination of membership in PMI Norway Chapter, the member shall forfeit any and all rights and privileges of membership.

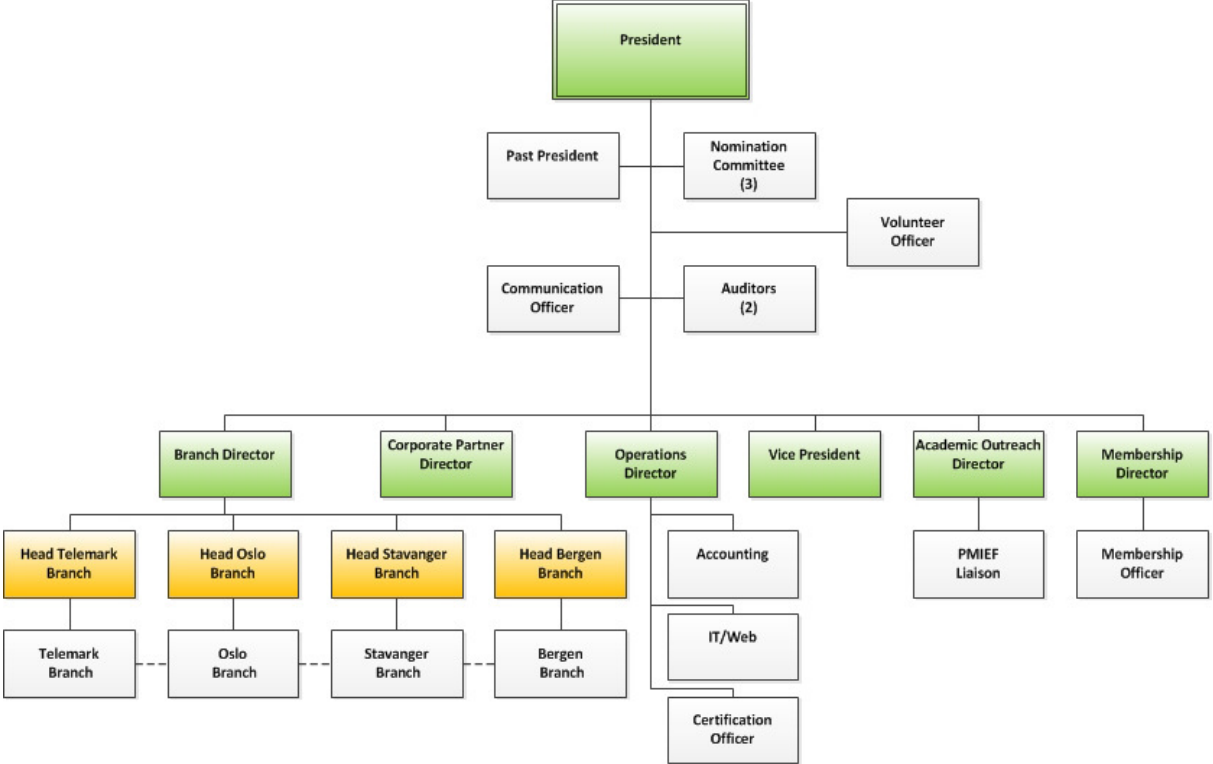
Section 2

Classes and Categories of Members

PMI Norway Chapter shall not create its own membership categories. PMI Component membership categories shall be consistent with PMI membership categories.

Article V – PMI Norway Chapter Board of Directors

**PMI NORWAY CHAPTER
Organizational Overview**



Section 1 Board of Directors

PMI Norway 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 Board Members and Terms of Office

The Board shall consist of the Board of Directors of PMI Norway Chapter and includes President, Vice President, Operations Director, Membership Director, Academic Outreach Director, Corporate Partner Director, and Branch Director, elected at the Annual Meeting by the membership. All elected officers shall be members in good standing of PMI and of PMI Norway Chapter.

Terms of office for the Board members shall be for a period of two (2) years and staggered so that fifty percent (50 %) of the Board members are elected each year. No Board member may serve more than three (3) consecutive terms on the Board. If there is no individual willing or able to fulfil an open position on the Board due to this limitation, the expiring Board Director may be re-elected for an additional term by a majority vote of the membership.

Section 3

President/Chief Executive Officer

The President shall be the Chief Executive Officer of PMI Norway Chapter and of the Board, and shall perform such duties as are customary for presiding directors and officers, including making all required appointments with the approval of the Board. The President shall also serve as a member ex-officio with the right to vote on all committees except the Constitution Committee and Nominating Committee.

Chief Executive Officer duties for PMI Norway Chapter can be delegated by the President to the Operations Director. Such delegations have to be specific and in writing. Such delegations can be withdrawn by the President without further notice.

The Immediate Past President shall proactively support and promote the work within the Board. The Immediate Past President shall hold the role as mentor for the President.

Section 4

Vice President

The Vice President shall keep the records of all meetings of the PMI Norway Chapter Board of Directors. The Vice President is deputy for the President if the President is impeded from executing his/her work.

Section 5

Operations Director

The Operations Director shall, if delegated by the President, function as the Chief Executive Officer of PMI Norway Chapter, and shall perform such duties as are customary for presiding directors and officers, including making all required appointments with the approval of the Board.

He/she shall perform the daily operations of PMI Norway Chapter as specified in the regulations approved by the membership, together with his/her elected Officers. The Operations Director shall oversee the management of funds for duly authorized purposes of PMI Norway Chapter.

The Operations Director is responsible for keeping the records of all business agreements and meetings of the PMI Norway Chapter Leadership Team.

Section 6

Membership Director

The Membership Director shall proactively support and promote Membership matters, members and the development of membership value, proactively support and promote Professional Development, PMI Certification Programs, mentor Branches and develop/maintain the membership business plans.

- Section 7** **Academic Outreach Director**
The Academic Outreach Director shall proactively develop, support and promote the Educational Development (e.g. Academia, PMI Educational Foundation). The Academic Outreach Director shall develop a close cooperation with professionals, practitioners and academia and/or work closely with PMI's Communities of Interest to develop PMI Norway Chapter as a recognised and preferred partner; as well as create brand awareness and develop/maintain academia business plans.
- Section 8** **Corporate Partner Director**
The Corporate Partner Director shall proactively develop solutions and strategic alliances, support and promote the added value of PMI Norway Chapter Corporate Partnership to Corporate Partners, as well as develop/maintain business plans and work closely with Corporate Partners.
- Section 9** **Branch Director**
The Branch Director shall proactively support and promote activities within each dedicated Branch and proactively support members and the development within the Branches. The Branch Director shall develop/maintain branch business plans for each dedicated branch. Establishing new Branches (e.g. Virtual Branches) must be specified by the Board and approved by the membership.
- Section 10** **Election of Officers**
Officers are elected according to specific regulations approved at the Annual Meeting by the membership in good standing.
- Section 11** **Authority of the Board**
The Board shall exercise all powers of PMI Norway 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, regulations and rules as may be necessary and consistent with these Bylaws and PMI Bylaws and policies, and to exercise authority over all PMI Norway Chapter business and funds.
- Section 12** **Meetings and Quorums**
The Board shall meet at the call of the President, or at the written request of three (3) members of the Board. A quorum (i.e.: The minimum number of members of an assembly that must be present at any of its meetings to make the proceedings of that meeting valid) shall consist of no less than one-half of the membership of the Board at any given time. Each Board 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 or other legally acceptable means. Meetings shall be conducted in accordance with parliamentary

procedures determined by the Board. In case of an equality of votes, the President shall have and exercise a casting vote.

Section 13

Position Vacancy

The Board shall declare a Board Member's or Officer's position to be vacant where a Board Member or Officer ceases to be a member in good standing of PMI or of PMI Norway Chapter by reason of non-payment of dues. The Board may declare a Board Member position to be vacant where the Board Member fails to attend two (2) consecutive Board meetings. An officer or Board Member may resign by submitting written notice to the President. Unless another time is specified in the notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 14

Removal from Office

A Board Member or 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 the official meeting of the membership or by a two-third (2/3) vote of the Board. The Board Member or Officer concerned will be granted access to the board meeting to fully answer questions from the Board of Directors. Any discussions and voting will be conducted without the Board Member or Officer concerned present.

Section 15

Succession

If any Board Member or 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. One of the good standing Board Members can be appointed such responsibility, especially if the remaining terms is a short one.

If no Board Member is ready to take over another position the Board may appoint one of the most loyal chapter volunteers to fill the office for the unexpired portion of the term for the vacant position. He/She will not have voting right in the Board, but can fulfil the role and can apply for the position at the next immediate elections.

In the event the President is unable or unwilling to complete the current term of office, the Vice President shall assume the duties and office of the presiding President for the remainder of the term.

Article VI – PMI Norway Chapter, Nominations and Elections

Section 1

Nomination and Election

The nomination and election of Board Members shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2. Candidates are asked to suggest the role they would be most interested in and qualified for.

All voting members in good standing of PMI Norway Chapter shall

have the right to vote in the election. Discrimination in election and nomination procedures on the basis of race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2

Assumption to Office

Candidates who are elected shall take office on the day of the Annual Meeting following their election, and shall hold office for the duration of their terms or until their successors have been elected and qualified.

Section 3

Nominating Committee

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 represented by the elected ambassadors from each Branch who represent a number of votes according to the regulations or (b) by electronic voting. 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

Nominating Committee Limitations

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

Section 5

Nomination Criteria

The Nominating Committee shall set criteria for the selection of nominees, which shall include the following:

- Willingness to devote time and effort as a Board Member of the Chapter or other Officer as required
- Length of membership with PMI
- Experience in project management
- Personal qualifications

Section 6

Nomination Recommendation

The Nominating Committee shall present its recommendation to the Board members during the meeting which precedes the Annual Meeting or an Extraordinary Annual Meeting and prepare an election ballot for use at the Annual Meeting/Extraordinary Annual Meeting. The Nominating Committee shall also be responsible for overseeing the administration of the election process and reporting on the results to the existing Board members for implementation and turnover of responsibilities.

Section 7**Monetary Limitations**

In accordance with PMI policies, practices, procedures, rules and directives, no funds or resources of PMI or the Component may be used to support the election of any candidate or group of candidates for PMI, Component 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 Component Nominating Committee, or other applicable body designated by the Component, will be the sole distributor(s) of all election materials for Component elected positions.

Section 8**Nominating Committee Membership**

The Nominating Committee shall be chaired by a past Board member or a member in good standing appointed by the President. Nomination of Board Members will be made by the Nominating Committee using procedures established in these Chapter Bylaws and regulations. Nominations may also be made directly at the Chapter meeting or Branch meetings prior to the Annual Meeting.

Article VII – PMI Norway Chapter Committees**Section 1****Other Committees**

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 PMI Norway Chapter Officers and/or Directors can serve on PMI Norway Chapter Committees, unless it specifically is restricted by the Bylaws.

Section 2**Committee Appointment**

All committee members and a chairperson for each committee shall be appointed by the Board.

Section 3**Nominating Committee Appointment**

The President, with the approval of the Board, shall appoint the members of the Nominating Committee who shall be members of PMI and PMI Norway Chapter in good standing.

Section 4**Auditing Committee**

The Auditing Committee shall consist of one (1) to two (2) members of the Chapter elected by the membership. All Auditors shall be members in good standing of PMI and of PMI Norway Chapter.

Auditors shall be elected by majority vote registered at the Annual Meeting/Extraordinary Annual Meeting.

Article VIII – PMI Norway Chapter Finance

- Section 1 Fiscal Year**
The Fiscal Year of the Chapter shall be from September 1 to August 31.
- Section 2 Annual membership dues**
The PMI Norway Chapter annual membership dues shall be set by PMI Norway Chapter’s Board and communicated to PMI in accordance with policies and procedures established by PMI.
- Membership privileges for new members shall commence on the day of acceptance by PMI and payment of PMI and Chapter dues for the current year. The Operations Director shall be responsible for periodically presenting a financial statement to the Board.
- Section 3 Policies and procedures**
The PMI Norway Chapter Board shall establish policies, regulations and procedures to govern the management of its finances and shall submit required tax filings to appropriate government authorities if required by government authorities.
- Section 4 Dues billings, dues collections and dues disbursements**
All dues billings, dues collections and dues disbursements shall be performed by PMI.
- Section 5 Budget**
The proposed budget shall be created annually and recommended by the Operations Director to the Board for approval. The annual budget for the succeeding year shall be submitted in draft form not later than the Board meeting scheduled immediately prior to the Annual Meeting of the Chapter.
- Section 6 Expenditures**
Expenditures shall be managed by the Operations Director. Individual Board Members have authority to expend money during the execution of their specific job responsibilities. In all cases, expenditures shall be made in accordance with the approved budget. The expenditures must not exceed the approved Chapter budget, except with prior approval of the Board.
- Section 7 Audit**
The Board shall submit all necessary documents to the Auditors upon request, to enable them to fulfil their audit of the Chapter. The audit for the fiscal year shall be presented to the Board no later than thirty (30) days before the planned date of the Annual Meeting.

Article IX - Meetings of the Membership

- Section 1 Annual Meeting**
An Annual Meeting of the membership shall be held at a date and location to be determined by the Board.
- Section 2 Special Meeting**
Special Meetings of the membership may be called by the President, by a majority of the Board, or by petition of ten percent (10%) of the voting membership directed to the President or the Vice President.
- Section 3 Notice Annual Meetings**
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 4 Notice Special Meetings**
Notice of all Special Meetings shall be sent by the Board in advance to those who will participate. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to those agenda items contained in the notice of the meeting.
- Section 5 Quorum**
Quorum at all Annual and Special Meetings of PMI Norway Chapter shall be Board members and members in good standing, represented by Branch ambassadors, present and in person.
- Section 6 Use of PMI Norway Chapters name**
The President shall have authority and responsibility to prevent the unauthorized use of PMI Norway Chapter's name in connection with any meeting or activity, which in the President's judgment does not further the purposes of PMI Norway Chapter and/or PMI. All meetings shall be conducted according to parliamentary procedures determined by the Board.
- Section 7 Board Meetings**
Board Meetings shall be scheduled by the Board, to perform the leadership function of the Chapter. This planning function shall provide focus on the identified objectives of the Chapter. A quorum of the Board shall be a minimum of fifty (50 %) of the Board members and is required for decisions at all official Board Meetings requiring a vote.
- Section 8 Meeting Minutes**
There shall be meeting minutes from all meetings. The meeting minutes shall be archived accordingly.

Article X – Branches of PMI Norway Chapter

Section 1 Establishing a Branch

Upon written permission granted by PMI via the Charter agreement, the Chapter shall be permitted to organize its members who reside in geographically limited areas in groups (hereinafter “Branch”) for the purpose of delivering its services locally.

Virtual Branches can also be founded within PMI Norway Chapter to support a specific area of interest. The Virtual Branches are not limited to any geographically specified area.

A Branch of PMI Norway Chapter shall be governed by these Bylaws and shall conduct its business in compliance with PMI Norway Chapter’s policies, procedures, regulations and its Charter with PMI.

Section 2 Geographical or Virtual Area of Each Branch

The geographical area of any Branch formed to service a defined geographical area will not extend its services beyond the geographic boundaries defined by the Chapter.

The virtual area of any Branch formed to support and service a defined specific area of interest will not extend its services beyond the virtual boundaries defined by the Chapter.

Section 3 Distribution of Dues

All PMI Norway Chapter’s dues and fees will be collected by PMI on behalf of PMI Norway Chapter and will be forwarded to PMI Norway Chapter. PMI Norway Chapter will allocate funds to the Branches in accordance to PMI Norway Chapter’s policies, procedures and regulations. Branches shall not create their own membership or dues.

Section 4 Branch Director

The Branch Director shall be a member of the Chapter’s Board of Directors.

Section 5 Limitations

Branches shall abide by the limitations consistent with PMI Norway Chapter’s Charter Agreement with PMI.

Article XI - Inurement and Conflict of Interest (Limitations)

Section 1 Pecuniary Gain

No member of PMI Norway Chapter shall receive any pecuniary gain, benefit or profit, incidental or otherwise, from the activities, financial accounts and resources of PMI Norway Chapter, except as otherwise provided in these Bylaws.

Section 2

Board Compensation and Expenses

No officer, director, appointed committee member or authorized representative of PMI Norway Chapter shall receive any compensation, or other tangible or financial benefit for service on the Board. However, the Board may authorize payment by PMI Norway 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

Engagements

PMI Norway Chapter may engage in contracts or transactions with members, elected officers or directors of the Board, appointed committee members or authorized representatives of PMI Norway Chapter and any corporation, partnership, association or other organization in which one or more of PMI Norway Chapter's directors, officers, appointed committee members or authorized representatives are: directors or officers, have a financial interest in, or are employed by the other organization, provided the following conditions are met:

A. the facts regarding the relationship or interest as they relate to the contract or transaction are disclosed to the Board Members 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 PMI Norway Chapter and complies with the laws and regulations of the applicable jurisdiction in which PMI Norway Chapter is incorporated or registered at the time the contract or transaction is authorized, approved or ratified by the Board.

Section 4

Code of Conduct

All officers, directors, appointed committee members and authorized representatives of PMI Norway Chapter shall act in an independent manner consistent with their obligations to PMI Norway Chapter and applicable law, regardless of any other affiliations, memberships, or positions.

Section 5

Conflict of Interest Disclosure

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 PMI Norway 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 XII - Indemnification

Section 1

Indemnification of Officers

In the event that any person who is or was an officer, director, committee member, or authorized representative of PMI Norway Chapter, acting in good faith and in a manner reasonably believed to be in the best interests of PMI Norway 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

Indemnification Approval

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

Liability Insurance

To the extent permitted by applicable law, PMI Norway 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 PMI Norway Chapter, or is or was serving at the request of PMI Norway 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 XIII - Amendments

Section 1 Amendment Approval

These Bylaws may be amended by a two-thirds (2/3) vote of the voting membership in good standing present at an Annual Meeting, Special Meeting or electronic vote of PMI Norway Chapter duly called and held. Notice of proposed changes shall be sent in writing to the membership at least thirty (30) days before such meeting or vote.

Section 2 Amendment Proposal

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 Consistency with Bylaws and Charter

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 PMI Norway Chapter's Charter with PMI.

Article XIV - Dissolution

Section 1 Failure to Act According to Bylaws, Charter, and/or Policies

In the event that PMI Norway Chapter or its governing Board Members or Officers failed to act according to these Bylaws and PMI Norway Chapter's or all PMI policies, procedures, and rules outlined in the Charter agreement, PMI has a right to dissolve the PMI Norway Chapter.

Section 2 Failure to Deliver Value

In the event PMI Norway Chapter fails to deliver value to its members as outlined in PMI Norway Chapter's business plan and without mitigated circumstance, the Component acknowledges that PMI has a right to dissolve the PMI Norway Chapter, as per the terms of the Charter.

Section 3 Notification of Dissolution

In the event PMI Norway Chapter is considering dissolving the PMI Norway Chapter, PMI Norway Chapter's Board of Directors must notify PMI in writing and follow the component dissolution procedure as defined in PMI's policy.

Section 4

Disposal of Asset at Dissolution

Should PMI Norway 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.