



**Project
Management
Institute®
Norway**

Bylaws for PMI Norway Chapter Issue 07

Dated: 11 October 2020

Article I - Name, Principal Office.....	4
Section 1 Name/Non-Profit Incorporation.....	4
Section 2 Legal requirements.....	4
Section 3 Principal Postal Address.....	4
Article II – Relationship to PMI.....	4
Section 1 Relationship.....	4
Section 2 Bylaws.....	4
Section 3 Charter vs Bylaws.....	4
Article III – Purpose and Limitations of PMI Norway Chapter.....	4
Section 1 Purpose of PMI Norway Chapter.....	4
Section 2 Limitations of PMI Norway Chapter.....	5
Article IV – PMI Norway Chapter Membership.....	5
Section 1 General Membership Provisions.....	5
Section 2 Classes and Categories of Members.....	6
Article V – PMI Norway Chapter Board of Directors.....	6
Section 1 Board of Directors.....	6
Section 2 Board Members and Terms of Office.....	6
Section 3 President and Chief Executive Officer.....	7
Section 4 Vice President.....	8
Section 5 Operations Director.....	8
Section 6 Election of Officers.....	8
Section 7 Authority of the Board.....	8
Section 8 Meetings and Quorums.....	8
Section 9 Position Vacancy.....	8
Section 10 Removal from Office of Board Members and Officers.....	9
Section 11 Succession.....	9
Article VI – PMI Norway Chapter, Nominations and Elections.....	9
Section 1 Nomination and Election.....	9
Section 2 Assumption to Office.....	9
Section 3 Nominating Committee.....	9
Section 4 Nominating Committee Limitations.....	10
Section 5 Nomination Criteria.....	10
Section 6 Nomination Recommendation.....	10
Section 7 Monetary Limitations.....	10
Section 8 Nominating Committee Membership.....	11
Article VII – PMI Norway Chapter Committees.....	11
Section 1 Other Committees.....	11
Section 2 Committee Appointment.....	11
Section 3 Nominating Committee Appointment.....	11
Section 4 Auditing Committee.....	11
Article VIII – PMI Norway Chapter Finance.....	11
Section 1 Fiscal Year.....	11
Section 2 Annual membership dues.....	11
Section 3 Policies and procedures.....	12
Section 4 Billings, collections and disbursements of membership dues.....	12
Section 5 Budget.....	12
Section 6 Expenditures.....	12
Section 7 Audit.....	12

Article IX - Meetings of the Membership	12
Section 1 Annual Meeting	12
Section 2 Special Meetings	13
Section 3 Quorum.....	13
Section 4 Use of the PMI Norway Chapter name	13
Section 5 Board Meetings	14
Section 6 Meeting Minutes	14
Article X – Branches of PMI Norway Chapter	14
Section 1 Establishing a Branch.....	14
Section 2 Geographical or Virtual Area of Each Branch	14
Section 3 Distribution of Dues	14
Section 4 Branch Development Director	15
Section 5 Limitations	15
Article XI - Inurement and Conflict of Interest (Limitations)	15
Section 1 Pecuniary Gain	15
Section 2 Board Compensation and Expenses	15
Section 3 Engagements	15
Section 4 Code of Conduct.....	16
Section 5 Conflict of Interest Disclosure	16
Article XII - Indemnification	16
Section 1 Indemnification of Officers	16
Section 2 Indemnification Approval	16
Section 3 Liability Insurance.....	16
Article XIII - Amendments of the Bylaws	17
Section 1 Amendment Approval	17
Section 2 Amendment Proposal	17
Section 3 Consistency with PMI Bylaws and Charter	17
Article XIV - Dissolution.....	17
Section 1 Failure to Act According to Bylaws, Charter, and/or Policies.....	17
Section 2 Failure to Deliver Value	17
Section 3 Notification of Dissolution.....	17
Section 4 Disposal of Assets at Dissolution.....	18
Appendix 1	19
Appendix 2	20

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 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 Postal Address
The principal postal address of PMI Norway Chapter shall be 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 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 laws 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 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 – PMI Norway Chapter Membership

Section 1

General Membership Provisions

- A. Membership in 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 delinquency 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 Norway Chapter membership categories shall be consistent with PMI membership categories.

Article V – PMI Norway Chapter Board of Directors

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 is elected at the Annual Meeting (through an electronic voting system) by the membership. The following Director positions may be filled:

- President

- Vice President
- Operations Director
- Professional Development Director
- Member Engagement Director
- Volunteer Engagement Director
- Branch Development Director
- Partner & Sponsor Director

A role description has been established for each Board position. Role descriptions for President, Vice President and Operations Director are described within these Bylaws. Additional roles in the PMI Norway Chapter are detailed in Appendix 2.

One person may hold two Director positions, and two persons may share the same area of responsibility across two Director roles. All elected officers shall be members in good standing of PMI and of PMI Norway Chapter (See Appendix 1, Organization Chart and Appendix 2, Roles and Definitions).

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 fill a position on the Board that is open due to this limitation, the expiring Board member may be re-elected for an additional term by a majority vote of the membership.

Section 3

President and 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 another Board member at his/her discretion. In this situation, the appointed Officer shall 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. Such delegations have to be specific and in writing. Such delegations can be withdrawn by the President with immediate effect. The withdrawal has to be specific and in writing.

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 conduct the daily operations of PMI Norway Chapter. 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.

Section 6

Election of Officers

Officers are elected according to specific regulations approved by the membership at the Annual Meeting.

Section 7

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 8

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 quorum¹ 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 virtually. 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 9

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

¹ Quorum: 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.

notice or determined by the Board, the resignation shall be effective upon receipt by the Board of the written notice.

Section 10

Removal from Office of Board Members and Officers

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 an 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 11

Succession

If any Board Member or Officer position becomes vacant, the Board may appoint a successor to fill the office for the remaining portion of the term for the vacant position. One of the remaining Board Members can be appointed such responsibility, especially if the remaining term is a short one.

If no Board Member is ready to take on another position the Board may appoint a trusted Chapter volunteer to fill the office for the remaining portion of the term for the vacant position. He/she will not have the right to vote on 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 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 term or until their successors have been qualified and elected.

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) by electronic voting prior to the Annual Meeting or (b) during the Annual Meeting represented by the elected ambassadors from each Branch who represent a number of votes according to applicable regulations. The candidate who receives the majority of the 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 conduct their duties in accordance with the procedures for nominations and elections in PMI Norway Chapter. The criteria for the selection of nominees include, but are not limited to:

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

Section 6

Nomination Recommendation

The Nominating Committee shall present its recommendation to the Board during the meeting which precedes the Annual Meeting or a Special Meeting and prepare an election ballot for use at the Annual Meeting/Special 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 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.

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 Directors can serve on PMI Norway Chapter Committees, unless specifically 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 in good standing of PMI and PMI Norway Chapter.

Section 4 **Auditing Committee**
The Auditing Committee shall consist of one (1) or two (2) members of the Chapter elected by the membership. All Auditors shall be members in good standing of PMI and PMI Norway Chapter. Auditors shall be elected by majority vote at the Annual Meeting/Special 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. The Operations Director shall be responsible for periodically presenting a financial statement to the Board.

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.

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

Billings, collections and disbursements of membership dues

All membership dues billings, dues collections and dues disbursements shall be performed by PMI.

Section 5

Budget

A 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. Board Members have the 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.

Regular agenda items include, but are not limited to:

- Constitution
 - Registration
 - Approval of the invitation to the Annual Meeting
 - Election of leader of the Annual Meeting
 - Election of secretary
 - Election of signees of the protocol
 - Election of tellers

- Approval of the agenda for the Annual Meeting
- Presentation of the annual report for PMI Norway Chapter
- Presentation of the financial results for PMI Norway Chapter
- Presentation of the proposed budget for the succeeding year
- Confirmation of Elections to the Board of Directors and the Auditing Committee (when there have been electronic elections prior to the Annual Meeting) or Elections to the Board of Directors and the Auditing Committee
- Special topics
- Appointment of Nominating Committee

Notice of all Annual Meetings shall be communicated by the Board to all members at least 30 days in advance of the Annual Meeting, including the agenda, financial results for the preceding year and proposed budget for the succeeding year.

All remaining necessary documents for the Annual Meeting shall be made available to all members no later than ten (10) days before the planned date of the Annual Meeting.

Action at Annual Meetings shall be limited to the agenda items contained in the notice of the meeting.

Section 2

Special Meetings

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.

Notice of all Special Meetings shall be sent by the Board in advance to those persons agreed should be participating in the meeting. The notice should indicate the time and place of the meeting and include the proposed agenda. Action at such meetings shall be limited to the agenda items contained in the notice of the meeting.

Section 3

Quorum

Quorum at all Annual and Special Meetings of PMI Norway Chapter shall be Board members and members in good standing, sometimes represented by Branch ambassadors.

Section 4

Use of the PMI Norway Chapter 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 associated with the PMI Norway Chapter shall be conducted according to parliamentary procedures determined by the Board.

Section 5

Board Meetings

Board Meetings shall be scheduled by the Operations Director, alternatively the Vice President, and conducted with the goal to perform the leadership function of the Chapter through focus on the identified objectives of the Chapter. A quorum of the Board shall be a minimum of half (50 %) of the Board members and is required at all official Board Meetings for decisions requiring a vote.

Section 6

Meeting Minutes

There shall be meeting minutes from all meetings.

The Board meeting minutes shall be signed by the secretary and another participant jointly, made available and archived according to the guidelines for record-keeping.

Article X – Branches of PMI Norway Chapter

Section 1

Establishing a Branch

As per the written permission granted by PMI via the Charter agreement, the Chapter is permitted to organize its members in groups by geography (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 Development Director**
The Branch Development 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 in relation to attendance at Board meetings and other sanctioned and budgeted 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 for 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 of the Bylaws

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 PMI 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 Chapter 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 Chapter dissolution procedure as defined in PMI's policy.

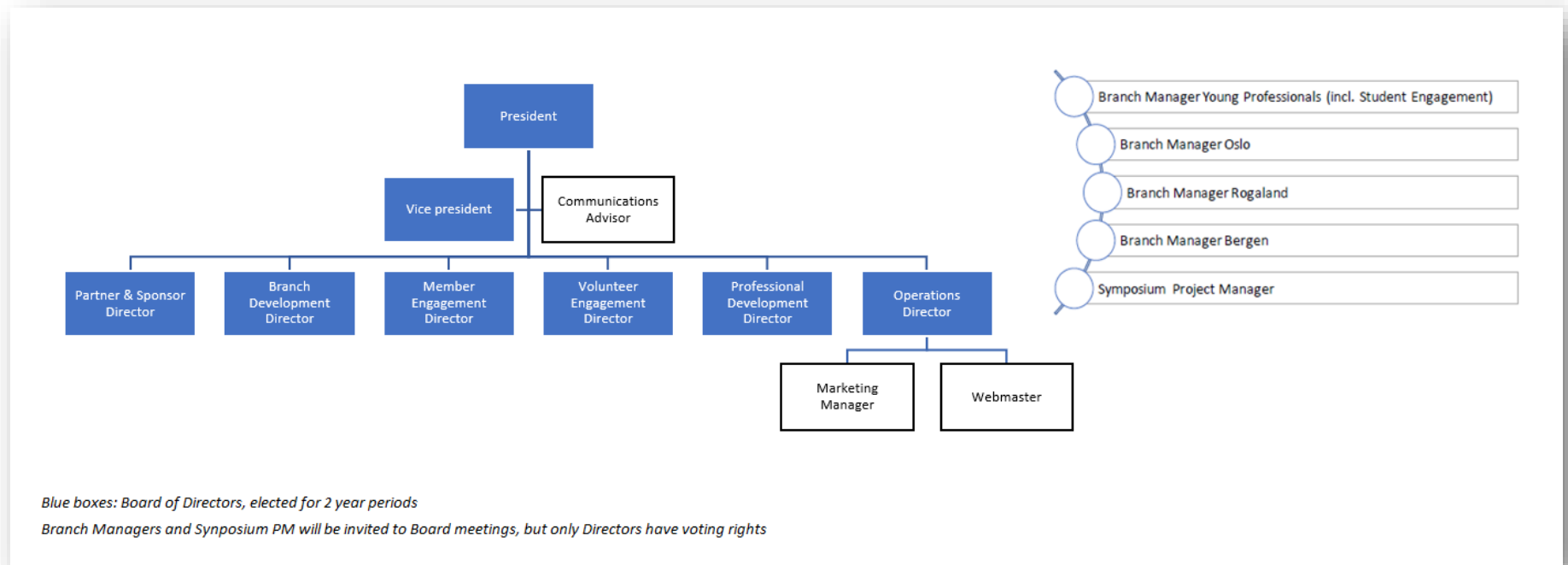
Section 4

Disposal of Assets 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.

Appendix 1

Revision date: June 2019



Appendix 2

Revision date: June 2019

Roles and Definitions – Norwegian translations

Role – English	Role – Norwegian	Definition – Norwegian
Board of Directors / Styret		
President	President / leder	Styreleder og CEO for PMI Norway Chapter som organisasjon, strategisk ledelse og organisasjonsutvikling, utøve inkluderende og samlende ledelse med fokus på kontinuerlig utvikling og vekst for PMI Norway Chapter.
Vice President	Visepresident / nestleder	Ansvar for ‘governance’ og struktur, stedfortreder for President. Sparringspartner for leder og øvrige styremedlemmer.
Operations Director	Administrativ og økonomisk leder	Ansvar for operative og økonomisk ledelse av PMI Norway Chapter som organisasjon. Økonomi, administrasjon og avtaler.
Professional Development Director	Faglig leder	Ansvar for den faglige utviklingen knyttet til PMI, PMP og PMBOK. Herunder også Q&A relatert til kurs, faglig utvikling, PDU og sertifisering. Samordning og kommunikasjonen med PMI i Brussel i forbindelse med elektroniske valg er til nå blitt utført av fagansvarlig direktør.
Member Engagement Director	Leder for medlemsengasjement	Ansvar for det som gjelder engasjement blant medlemmene og ‘attract & retain’. Motivator, ambassadør, skape liv og engasjement rundt medlemskap, og PMI Norway Chapter fra et nasjonalt perspektiv og samordning med lokallagene (Branches) for lokalt engasjement.
Volunteer Engagement Director	Leder for frivillighetsengasjement	Ansvar for det som gjelder engasjement blant de frivillige (de som ønsker å bidra med litt ekstra) og ‘attract & retain’. Administrere og skape engasjement rundt de frivillige og det å gjøre frivillig arbeid. Sentral oversikt og styring samt koordinering med den regionale gjennomføringen og oppfølging i lokallagene.
Branch Development Director	Leder for utvikling av branches/lokallag	Ansvar for lokallagene (Branches) i Bergen, Rogaland og Oslo, med fokus på å etablere flere lokallag og reetablere tidligere lokallag. Bindeledd mellom styret og lokallagene og ansvarlig for lokal forankring og samordning av lokale arrangement (events) og andre aktiviteter på tvers.

Partner & Sponsor Director	Leder for partner- og sponsor satsning	Ansvar for å engasjere og følge opp eksisterende bedriftspartnere, samt identifisering og innsalg til nye partnere. Tiltrekk og utvikle et aktivt samarbeid med strategiske samarbeidspartnere. Ansvar for å tiltrekke sponsorer til enkeltarrangement (events). Holde oversikt over og engasjere potensielle lokale og nasjonale sponsorer og synliggjøre verdien av å sponse arrangement.
Branches / Lokallag		
Branch Head	Leder (lokallag)	Ansvarlig for ledelse og drift av Branch, samt følge opp attract and retain og gjennomføring av lokale events. Operativt ansvar for å engasjere både medlemmer og frivillige i samråd med nasjonalt ansvarlige. Rapporterer til styret og koordinerer med øvrige roller.
Young Professional Branch	Leder av Young Professional branch	Ansvarlig for alt rundt attract, retain og engagement rundt YP, inklusive events som er rettet mot young professionals og emerging project managers. Del av nasjonal satsning på YP.
Student Engagement	Studentengasjement	Ansvarlig for å utvikle samarbeid med skoler og gjennom aktiviteter rundt student-engasjement. Hovedkontaktpunkt mot høyskoler og akademiske institusjoner, jobbe mot at alle studenter vet hva PMI er og gjør. Tilby studenter et miljø innen prosjektledelse.
Branch Event Coordinator	Arrangementsansvarlig (lokallag)	Ansvarlig for planlegging og gjennomføring av lokale events i samråd med nasjonale føringer og planer for events. Krever et tett samarbeid med ansvarlig for member engagement og volunteer engagement, samt sponsoransvarlig.
Miscellaneous / Diverse		
Communication Advisor	Kommunikasjonsansvarlig	Frivillig som rapporterer til 'President' / 'Vice President' og assisterer og tar ansvar for kommunikasjon, produksjon og publisering av innhold i alle markedskanaler.
Marketing Manager	Markedsansvarlig	Frivillig som rapporterer til 'Operations Director' og assisterer og tar ansvar for kanal- og markedsstrategi, Band, markedsmateriell og planlegging av markedsføringskampanjer.
Webmaster	Webansvarlig	Frivillig som rapporterer til 'Operations Director' og assisterer og tar ansvar for PMI Norway Chapter Websider, både funksjonelt og innholdsmessig.

Symposium Project Manager	Symposium prosjektleder	Ansvar for planlegging og gjennomføring av årlig symposium.
Nomination Committee	Valgkomité	Valgkomitéen består av tre medlemmer hvorav en er leder og ansvarlig for den formelle innstillingen til styret i forkant av valget. Det er ønskelig med en stadig fornying av en eller to medlemmer av komiteen slik av man stadig får nye innspill.
Auditing Committee	Konstitusjonskomité	Også kalt kontrollkomiteen. Ansvar for tilsyn av Styret og revidering styrets prosesser og årsberetning med regnskap. Dette er en stilling der god kjennskap til styrets arbeid og PMI Norway Chapter Bylaws er særdeles nyttig.
Past President	Forhenværende president	
PMI Norway Chapter's ECC Liaison		
PMI ECC sub-region Liaison		
PMIEF Liaison		