



**Project
Management
Institute®
Norway**



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Management
Institute®
Norway**

Bylaws for PMI Norway Chapter Issue 098

Dated: ~~XXX~~September 20235

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Approved by: PMI
Approved by: PMI Norway Chapter

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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 ~~the Project Management Institute, Norway Chapter (hereinafter “PMI Norway”–Chapter.~~ This organization is a ~~C~~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 Postal Address

The principal postal address of PMI Norway~~–Chapter~~ shall be ~~that of the President of PMI Norway~~~~Oslø~~. The area of operation for PMI Norway ~~Chapter~~ is the whole country of Norway. ~~PMI Norway shall not have a physical office.~~

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 ~~B~~ylaws of PMI Norway~~–Chapter~~ may not conflict with the current PMI’s Bylaws and all policies, procedures, rules and 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 ~~and~~. ~~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 others interested and involved in project management.
 - e) To identify and promote the fundamentals of project management and advance the body of knowledge for managing projects successfully.
 - f) To make Making project management indispensable for business results.

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

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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 ~~C~~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 ~~O~~fficers and ~~D~~irectors 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 if 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 plus the applicable application fee 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 all rights and privileges of membership.

~~F.G.~~ All PMI Norway members in good standing are eligible to vote on all matters presented to Chapter membership. In addition, all PMI Norway members meeting the qualifications are eligible to run for and hold a PMI Norway elected position.

Section 2

Classes and Categories of Members

PMI Norway ~~Chapter~~ shall not create its own membership categories. PMI Norway ~~Chapter~~ ~~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 ~~officers~~~~Board of Directors~~ of PMI Norway ~~Chapter and is elected at the Annual Meeting (through an electronic voting system)~~ by the membership and shall be members in good standing of PMI® and of PMI Norway.

The following Director positions may be filled:

- President
- Vice President
- Operations Director
- Professional Development Director
- Member Engagement Director
- Volunteer Engagement Director
- Young Professionals Director
- Event 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 as well as in PMI's Role Delineation Study.

One person may hold more than one position on the Board~~two Director positions~~, and two persons may share the same area of responsibility ~~across-between~~ 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 ~~Officers~~~~Board Members~~ shall be for a period of two (2) years, limited to three (3) consecutive terms in the same role, and no more than four (4) consecutive terms on the Board in general. If there is no individual willing or able to fill a position on the Board that is open due to these limitations, the expiring Board Member officer may be re-elected for an additional term by a majority vote of the membership. The positions on the Board are staggered so that fifty

~~percent (50%) of the positions are up for election each year, 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 ~~president~~Chief Executive Officer of PMI Norway ~~Chapter~~ and of the Board, and shall perform such duties as are customary for presiding ~~officers~~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 Auditing~~ Committee and ~~the~~ Nominating Committee.

~~The President's Chief Executive Officer~~ duties for PMI Norway ~~Chapter~~ can be delegated by the President to another Board Member at their discretion. In this situation, the appointed Officer shall function as ~~the Chief Executive Officer~~ President of PMI Norway ~~Chapter~~ and shall perform such duties as are customary for presiding ~~D~~irectors and ~~O~~fficers, including making all required appointments with the approval of the Board. Such delegations must be specific and in writing. Such delegations can be withdrawn by the President with immediate effect. The withdrawal must 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 their 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~~ digitally 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 9

Position Vacancy

The Board ~~may~~ shall declare a ~~Board Member's or officer 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 also 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 or~~ an Officer 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 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-thirds (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 concerned Board Member or Officer 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. In the event the President is unable or unwilling to complete the current term of office, the Vice President

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.

shall assume the duties and office of the presiding President for the remainder of the term.

For roles other than the President role, oOne of the remaining Board Members can be appointed such responsibility, especially if the remaining ~~term~~portion of the term is ~~a short one~~.

If no current Board Member is ready to take on a second ~~another position-role~~ the Board may appoint a trusted Chapter volunteer to fill the office for the remaining portion of the term for the vacant position. They will not have the right to vote on the Board but can fulfil the role and can apply for the position at the next election.

~~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 and officers shall be conducted annually in accordance with the terms of office specified in Article IV, Section 1 and Article V, Section 2 and this Article VI. ~~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 based on race, colour, creed, gender, age, marital status, national origin, religion, physical or mental disability, or unlawful purpose is prohibited.

Section 2 Assumption of 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 of the membership or (b) by electronic voting during the Annual Meeting of the membership, both in compliance with the legal jurisdiction~~either by present eligible members or those represented by the elected ambassadors from existing Branches. Such ambassadors represent several 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, including the Single Point of Contact, shall be eligible for inclusion ~~included~~ in the slate of nominees prepared by the Committee.

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

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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~~ role as required
- Length of membership with PMI®
- Experience as a volunteer for PMI®, PMI Norway ~~Chapter~~ or other PMI chapters
- Experience in project management
- Personal qualifications

Section 6

Nomination Recommendation

The Nominating Committee shall present its recommendation to the Board during the Board 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 handover of responsibilities.

Members can also propose themselves or other members as Board candidates through bench proposals. A bench proposal is a proposal for a Board candidate who runs for election in addition to the candidates in the Nominating Committee's recommendation. The proposed candidate needs to have confirmed in advance of the Annual Meeting that they wish to run for election. The bench proposal must be submitted in writing with a rationale for why a candidate is proposed no later than during the Annual Meeting. The bench proposal can be sent to post@pmi-no.org after the Nominating Committee's recommendation has been published.

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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 Chapter meetings and Branch meetings prior to the Annual Meeting.~~

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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 desired outcomes. Committees are responsible to the Board. Committee members shall be appointed from the membership of the organization as a rule, but non-members can ~~also~~ be appointed in some cases. 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 President with the approval of 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 will be agreed upon between PMI® and shall be set by PMI Norway ~~Chapter's~~ Board of Directors 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, where appropriate 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 no 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 the 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 twentythree (2023) ~~thirtyfive (3025)~~ 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 to membership a reasonable time in advance of the meeting so as to allow membership the opportunity to participate in such Special ~~to those persons agreed should be participating in the m~~Meeting. The notice should indicate the time and place of the meeting and include the proposed agenda. Action

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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 (when Branches exist)~~ present in the meetings.

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 throughout Norway.

Virtual Branches can also be founded within PMI Norway ~~Chapter~~ to support a specific area of interest, or ensure a broader geographical reach. 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~~ ~~membership~~ dues ~~and fees~~ will be collected by PMI ~~on behalf of PMI Norway Chapter~~ and ~~dispensed to will be forwarded to~~ PMI Norway ~~Chapter~~. PMI Norway ~~Chapter~~ will allocate funds to the Branches in accordance with PMI Norway ~~Chapter's~~ policies, procedures and regulations. Branches may not create their own membership or dues.

Section 4

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 ~~43~~

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 ~~54~~

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 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-ten~~ (310) 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

If PMI Norway ~~Chapter~~ or its governing Board Members or ~~Officers~~ failed to act according to these Bylaws, ~~its policies or and PMI Norway Chapter's, or~~ all PMI®-policies, procedures, and rules outlined in the Charter agreement, PMI®-has a right to ~~dissolve-revoke the the~~ PMI Norway ~~Charter and require the chapter to seek dissolution~~ ~~Chapter~~.

Section 2 Failure to Deliver Value

In the event PMI Norway ~~Chapter~~ failed to deliver value to its members as outlined in PMI Norway ~~Chapter~~'s ~~annual business~~ plan and without mitigated circumstance, the Chapter acknowledges that PMI®-has a right to ~~revoke dissolve the~~ PMI Norway ~~Charter and require the chapter to seek dissolution~~ ~~Chapter, as per the terms of the Charter~~.

Section 3 Notification of Dissolution

In the event PMI Norway ~~Chapter~~ is considering dissolving ~~the the~~ PMI Norway ~~Chapter~~ ~~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 an ~~an-charitable~~ organization designated by the voting membership after the payment of just, reasonable and supported debts, consistent with applicable legal requirements.

Section 5

Majority Approval of Dissolution

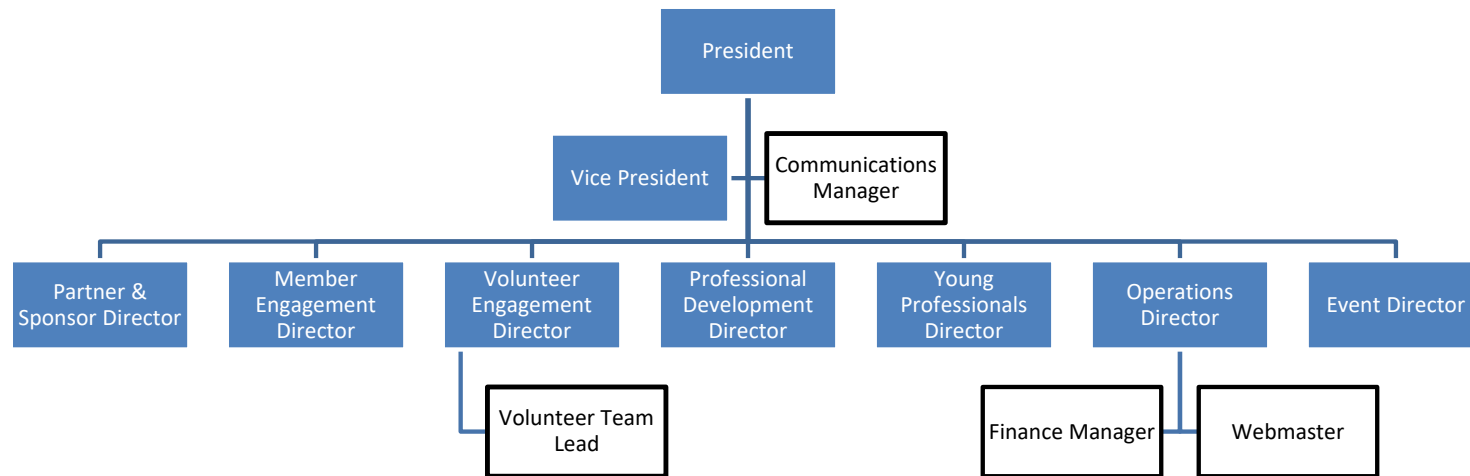
Unless superseded by law, dissolution of the Chapter entity must be approved by a majority of the members voting on the motion to dissolve.

Appendix 1

Revision date: ~~September~~ August 2023~~5~~

Blue boxes: Board of Directors – elected for 2 years.

White boxes: Roles that may be invited to Board meetings, but without voting rights.



formaterte: Mønster: Klart (Bakgrunn 1)

Appendix 2

Revision date: ~~September~~ August 20235

Roles and Definitions – See also the PMI® Chapter Leader's Guide: Chapter Volunteer Role Delineation Study ~~Results~~ (Fourth Edition)

Role	Definition
President PMI terminology: President/ <u>Presiding Officer</u> / CEO	Chair person <u>man</u> / Chairwoman of the Board and CEO for PMI Norway Chapter . Provides strategic leadership and is responsible for the organisational development and growth of the Chapter. Accountable for PMI Norway Chapter fulfilling all tasks and duties required by PMI®, 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 Auditing and Nominating Committees. See also Article V, Section 3.
Vice President PMI terminology: President-Elect/Vice President	Accountable for governance and structure, including keeping the records of all meetings of the PMI Norway Chapter Board of Directors. Engages with and supports the President, other Board Members and Committee Members as required. Deputy for the President if they are impeded from executing their work. See also Article V, Section 4.
Operations Director PMI terminology: Administration/Secretary Finance/Treasurer	Accountable for the daily operations of PMI Norway Chapter , including finance, web, administration and operational and financial management of the PMI Norway Chapter on a day-to-day basis. This includes the keeping of records of all business agreements. Overseeing the management of funds for duly authorized purposes of PMI Norway Chapter . See also Article V, Section 5.
Professional Development Director	Responsible for all aspects of professional development related project management, with particular focus on PMI certifications and PMBOK. Proactive collaboration with existing and potential Authorized Training

PMI terminology: Certification, Education, Mentoring, Professional Development Champion, Programs	Providers in Norway. Support to members regarding PMI® certifications. Prepares content for regular communication about PMI® certifications and other professional development in relevant channels. Collaboration with the Partner & Sponsor Director to promote PMI® to existing and potential partners and sponsors. Collaborates closely with: Partner & Sponsor Director, Young Professionals Director, Member Engagement Director, other Board Members, Communications Manager.
Member Engagement Director PMI terminology: Membership	Responsible for attracting and retaining PMI® members situated in Norway, both for PMI global membership and PMI Norway Chapter membership. Primary support function for PMI® members located in Norway. Proactively communicates and demonstrates the value of the PMI® membership for members. Stays on top of and communicates any changes to the terms and conditions of PMI® membership to PMI® Norway Chapter members located in Norway. Monitors the membership statistics for PMI Norway Chapter and advises the Board on suggested action to ensure membership growth and engagement. Collaborates closely with: Volunteer Engagement Director, Young Professionals Director, Professional Development Director, Partner & Sponsor Director, other Board Members, Communications Manager, Membership functions in other chapters.
Volunteer Engagement Director PMI terminology: Volunteer Engagement	Responsible for attracting and retaining volunteers for PMI Norway Chapter. Primary support function for volunteers in Norway, including assisting with the onboarding plan for new volunteers in collaboration with the Board or Committee Member requesting the volunteers. Ensures volunteers are recognized and awarded for their contributions as per current guidelines. Responsible for posting volunteer opportunities at volunteers.pmi.org, based on input from the persons requesting volunteer resources. Collaborates closely with: Member Engagement Director, Nominating Committee, other Board Members, Communications Manager, Volunteer functions in other chapters.
Young Professionals Director	Responsible for engaging and supporting rising leaders (below 35 years of age). Works closely with the Event Director to organize events aimed at young professionals. Advises the Board on effective strategies to attract young professionals and bring them on board as members. In close collaboration with the

PMI terminology: Academic and Rising Leaders	Communications Manager, proactively communicates and demonstrates the value of the PMI® membership to young professionals, using relevant channels. Collaborates closely with: Volunteer Engagement Director, Member Engagement Director, Professional Development Director, Partner & Sponsor Director, other Board Members, Communications Manager, YP functions in other chapters.
Partner & Sponsor Director PMI terminology: Business/Corporate Sponsorship	Responsible for engaging and supporting existing and potential business partners and sponsors, to secure funding for the activities organized by PMI Norway-Chapter. Attracts and develops active collaboration with strategic partners. Collaborates with the Event Director to attract sponsors for events. Looks for opportunities to cooperate with other associations and organizations focused on Project Management. Collaborates closely with: Member Engagement Director, Professional Development Director, Young Professionals Director, other Board Members, Communications Manager, Partner & Sponsor functions in other chapters.
Event Director PMI terminology: Events	Responsible for planning and executing events for which the plan and budget are endorsed by the Board. Identifies and contracts venues suitable for the intended purpose and ensures that speakers are contracted in accordance with current guidelines. Works with event owners to identify speakers, including suggesting speakers from the PMI® Speakers Hub. Collaborates with the Volunteer Engagement Director to engage volunteers to support the events and the Communications Manager to call for more volunteers. Collaborates closely with: Communications Manager, Volunteer Engagement Director, all Board Members, Events functions in other chapters.
Communications Manager PMI terminology: Communications, Marketing, Social Media, Publications	Responsible for developing and executing the communications plan for PMI Norway-Chapter, in line with the communications strategy developed by the Board of Directors. Oversees all social media, channels and website from a communications perspective and provides communications guidance and training to the Board of Directors, committee members and other stakeholders. Actively contributes to the production and publishing of content in all relevant and sanctioned channels.

	Collaborates closely with: All Board Members, Webmaster, Committee Members.
Webmaster PMI terminology: IT/Technology, Webmaster	Responsible for ensuring the website (www.pmi-no.org) is up and running, and for training new volunteers in updating content on the website and for posting content on the website on behalf of others. Support to members on access to the website. Contact point for the website and domain providers. Reports to the Operations Director. Collaborates with: Communications Manager, all Board Members.
Nominationsg Committee	Consists of up to three members, one of whom is the leader and responsible for preparing the formal slate of nominations to the Board of Directors and Auditing Committee prior to the annual election. Considers unsolicited and solicited nominations for positions on the Board of Directors and well as the Auditing Committee. Collaborates with: All Board Members. See also Article VI, Section 3-8, Article VII, Section 4.
Auditing Committee	Responsibility for supervision of the Board and revision of the Board's processes and annual report with status of financial accounts. Members of the Auditing Committee needs good knowledge of the B board's work and thorough knowledge of PMI Norway Chapter Bylaws. Collaborates with: All Board Members See also Article VII, Section 4.
Past President PMI terminology: Past President	The Immediate Past President shall hold the role as mentor for the President and shall proactively support and promote the work within the Board. See also Article V, Section 3.

PMI Norway Chapter ECC Liaison	Volunteer representing PMI Norway Chapter as European Collaboration Committee (ECC) Liaison and focused on promoting ECC activities to our members and other stakeholders. See also the ECC website: XXX
PMI Norway-Chapter PMIEf Liaison	Volunteer representing PMI Norway-Chapter as PMIEf Liaison and focused on promoting PMIEf activities to our members and other stakeholders. See also the PMIEf website: PMI Educational Foundation PMIEF