



# UARctic Bylaws

## Record of Amendments

1. Full document revision, approved by the Council of UArctic / June 4, 2010.
2. Amendments to sections 2-0 – 2.3 and 3.1.2, approved by Council / June 7, 2011.
3. Amendments to sections 4-0 and 4.2, approved by Council / June 13, 2012.
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5. Amendments to section 1 (sub-sections 1.1 - 1.4.); Section 2 (sub-sections 2.1 – 2.6); Section 3 (sub-sections 3.1.2 – 3.1.5, and 3.2); Section 4 (sub-section 4.2 – 4.4); and Section 5 (sub-section 5.2), approved by Council / May 21, 2014.
6. Amendments to Section 2 (sub-section 2.1.4); Section 3 (sub-section 3.0, 3.1.2, 3.1.3, 3.1.5 a & b, and 3.1.6) and Section 4 (sub-section 4.2), approved by Council / June 15, 2015.
7. Amendment to sub-section 4.2 (4<sup>th</sup> paragraph) / Interim approval by Council Executive Committee / Sept. 2016, and Council approval / August 15, 2017.
8. Amendments to Section 3 (sub-section 3.1.3); Section 4 (2<sup>nd</sup>, 3<sup>rd</sup> and 4<sup>th</sup> paragraphs) and Sub-section 4.4 (1<sup>st</sup>, 3<sup>rd</sup> and 4<sup>th</sup> paragraphs), approved by Council / August 15, 2017.

# Table of Contents

## 1 – UArctic Purpose

1.1 Our Vision .....	4
1.2 Our Values .....	4
1.3 Our Mission.....	4
1.4 How We Serve the North .....	4

## 2 – Structure

2.1 UArctic Membership.....	4
2.2 Participation .....	5
2.3 Representation .....	5
2.4 Eligibility Criteria .....	5
2.5 Membership Obligations .....	6
2.6 Resignation and Removal of Membership .....	6

## 3 The Council of the University of the Arctic

3.1 Council Officers and Committees .....	7
3.2 Meetings of the Council .....	9

## 4 UArctic Board of Governors

4.1 Responsibilities of the Board .....	9
4.2 Election of the Board .....	10
4.3 Ex Officio Members of the Board .....	10
4.4 Officers of the Board, Board Executive Committee, and Other Committees.....	11
4.5 Meetings of the Board .....	11
4.6 Resignation and Removal .....	12

## 5 Administration

5.1 President .....	12
5.2 Head of the UArctic International Secretariat .....	12
5.3 Other Administrative Bodies .....	13

## 6 Friends of UArctic

## 7 Legal Status and Affairs

7.1 Auditing .....	14
7.1.1 Legal Agents .....	14
7.1.2 Liability .....	14

## 8 Amendments to the Bylaws

# UArctic Bylaws

## 1 UArctic: Purpose

### 1.1 Our Vision

An Empowered North – With Shared Voices

### 1.2 Our Values

#### Circumpolar

UArctic promotes northern voices in the globalizing world, reflecting common values and interests across all eight Arctic states and among all northern peoples and cultures.

#### Inclusive

UArctic promotes cultural diversity, language plurality and gender equality while highlighting the partnership between the region's indigenous peoples and other northerners.

#### Reciprocal

UArctic promotes respectful relationships in education, science, research and policy based on reciprocity, equality and trust between northerners and other partners. This approach values the inclusion of traditional and indigenous knowledge systems, together with multidisciplinary perspectives from the arts, social and natural sciences.

### 1.3 Our Mission

Empower the people of the Circumpolar North by providing unique educational and research opportunities through collaboration within a powerful network of members.

### 1.4 How We Serve the North

UArctic benefits students, public and private sectors, and the North as a region by creating strong international collaboration among its members that:

- Creates shared knowledge, competences and resources by matching capacity to needs
- Connects traditional and indigenous knowledge systems with modern academia
- Partners with northern communities and indigenous populations to respond to their educational aspirations and requirements
- Bridges dialogue across different sectors and regions of the North, and with the world
- Builds shared services that facilitate and promote cooperation and collaboration
- Increases collaboration opportunities for our community of faculty, staff and students
- Promotes the collective views of its members and broadens the voice of the North in the world

## 2 Structure

### 2.1 UArctic Membership

The UArctic has two membership categories:

1. Arctic Members
2. Non-Arctic Members

### 2.1.1 Arctic Members

Arctic members of UArctic are institutions or organizations, with an interest in and commitment to higher education and research in the Circumpolar North, located in the eight Arctic countries of Canada, Denmark / Greenland, Finland, Iceland, Sweden, Norway, Russia, and the USA.

### 2.1.2 Non-Arctic Members

Non-Arctic Members of UArctic are institutions or organizations, with an interest in and commitment to higher education and research in the Circumpolar North, located outside the eight Arctic countries.

Within each membership category there are two member types:

- i. Higher Education Institutions
- ii. Other Organizations

### 2.1.3 Higher Education Institutions

Educational institution members are independent universities, colleges, and other institutions of higher education having their own registered students.

### 2.1.4 Other Organizations

Organizational members include research institutions and other organizations concerned with education and research in and about the North. Subsidiary entities of Higher Education Institutions, such as independent institutes, branch campuses, and departments, qualify as Other Organizations.

UArctic has been built in close cooperation with the indigenous peoples organizations that are Permanent Participant of the Arctic Council, and welcome them and other indigenous peoples organizations as members.

Acting on new applications for UArctic membership, the Council of UArctic decides on the category and type for each new member, based on recommendations from UArctic's Membership Committee, which are to be guided by the above descriptions.

## 2.2 Participation

All members may participate in and lead the development and delivery of UArctic program activities.

## 2.3 Representation

All members have equal rights of representation on the Council, with each member having one representative and one alternate representative. Each member is entitled to develop its own procedures for selecting its representative and alternate representative on the Council.

All members have equal nomination and voting rights, with the exception that only Arctic members can vote on changes to UArctic's bylaws, on UArctic's membership, and in elections of Council Officers, Council Committee members, and Board members.

## 2.4 Eligibility Criteria

In acting on applications for membership, the Council is guided by the following criteria:

- demonstrated commitment to UArctic's mission and values
- demonstrated commitment and ability to actively contribute to the development of UArctic and its joint programs among UArctic member institutions
- demonstrated commitment and ability to actively contribute to the development of UArctic's research representation in the North
- willingness to provide in-kind support, services, or material resources helpful to the operation and development of UArctic

- links to major UArctic constituencies

Higher education institution applicants are also evaluated on the following additional criteria:

- willingness and ability to develop and/or deliver UArctic academic programs
- willingness and ability to contribute existing courses and programs to the UArctic program structure
- demonstrated commitment to circumpolar educational cooperation, including strong faculty and student involvement in northern science and scholarship

These criteria constitute a checklist, though no application for membership is expected to meet all the criteria. Authority to resolve any question regarding the application of these criteria to specific cases rests with the Council.

## 2.5 Membership Obligations

Members are responsible for supporting their own participation at Council meetings and other UArctic events.

Members are required to comply with UArctic's reporting requirements

Members are required to pay an annual membership fee as determined by the Council.

## 2.6 Resignation and Removal of Membership

Any member may resign from the UArctic network by providing written notice to the Council or by giving notice thereof at the annual Council meeting, which would then be recorded in the minutes.

The UArctic International Secretariat shall provide a warning to any member that fails to meet its obligations during a given year. Failure to comply with UArctic's reporting requirements or paying the annual membership fee for two consecutive years shall lead to the member being recommended for removal from the roster of active UArctic members.

The Council may remove a member by vote taken during its annual meeting, with the reason for dismissal contained in a proposal that must be made available in accordance with Council rules of procedure. Prior to action on the proposal, the member must be given the opportunity to respond to the matter.

A member under inactive status or removed from membership must re-apply to become a member.

# 3 The Council of the University of the Arctic

The Council provides the strategic leadership for program development. The Council acts as a forum of consultation and cooperation for the implementation of UArctic programs through its members.

The Council has the authority and primary responsibility for

- amending the UArctic governance document, the *UArctic Bylaws*;
- electing or dismissing members of the UArctic Board of Governors (the Board);
- electing the Officers of the Council: Chair, Vice-Chair, and Secretary;
- appointing or dismissing auditors;
- initiating and overseeing program development and delivery;
- prioritizing academic programs within the approved program structure;
- approving of rules of procedure for UArctic Endorsement of academic activities;
- establishing its rules of procedure;
- dissolving the University of the Arctic.

## 3.1 Council Officers and Committees

### 3.1.1 Introduction

The composition of all UArctic governing bodies should reflect a regional, indigenous / non-indigenous, and gender balance.

### 3.1.2 Officers of the Council

The officers of the Council are the Council Chair, the Council Vice-Chair, and the Council Secretary.

The officers are elected by the Council from slates of nominees prepared by the Nominations Committee. Nominations may also be made by any member of the Council at any meeting in which an election takes place. Candidates must come from the ranks of member representatives and alternate representatives. Officers are elected for a three-year term, renewable once. The Council officers are responsible for assembling and preparing action items for the Council and overseeing that decisions made by the Council are implemented.

#### ***The Council Chair***

The Council Chair shall preside over meetings of the Council. The Council Chair works with the President to ensure that the UArctic International Secretariat circulates the agenda and the texts of proposals at least two weeks prior to regular Council meetings. The Council Chair is an ex officio (non-voting) member of the Board.

#### ***The Council Vice-Chair***

The Council Vice-Chair is authorized to act on behalf of the Council Chair whenever the Council Chair is unable to represent UArctic.

#### ***The Council Secretary***

The Council Secretary organizes the preparations of Council proposals. Should both the Council Chair and the Council Vice-Chair be unable to assume a duty, the Council Secretary is authorized to act on behalf of the Council Chair.

### 3.1.3 Council Committees

The Council Committees are the Membership Committee, Nominations Committee; and the Indigenous Issues Committee. Together, the Officers of the Council and the chairs of individual Council Committees form the Council Executive Committee (Toyon).

The Council is empowered to create Committees to address the Council's general responsibilities. When a new Council committee is formed, the committee chair and members are appointed by the Council Chair based on Council nominations. Initial appointments are subject to ratification by the Council at the next Council meeting. Those serving on committees are normally member representatives or alternate representatives of the Council. A Committee Chair may, however, appoint other individuals to serve on a committee in cases where they bring needed expertise. Subsequent committee chairs and members will be elected by the Council from nominations made by the Nominations Committee. Nominations may also be made by any member of the Council at any meeting in which an election takes place. Each committee member is appointed or elected for a three-year term, renewable once.

Each Council committee develops its own rules of procedure, which outline in more detail their composition, procedures and responsibilities.

### 3.1.4 The Council Executive Committee (Toyon)

The Council Executive Committee (Toyon) consists of the officers of the Council and the chairs of the Council committees. The President is an ex officio (non-voting) member of Toyon.

The Vice-President Organization oversees preparations and provides secretarial functions for all Council meetings, keeps and distributes minutes of decisions made in all such meetings, and takes part in all Toyon meetings.

Toyon may meet between regular meetings of the Council and make interim decisions (subject to subsequent Council confirmation) on matters requiring immediate attention.

### 3.1.5 The Membership and the Nominations Committees

The Vice-President Organization functions as secretary for both the Membership and the Nominations Committees.

#### 3.1.5.a Membership Committee

The roles and responsibilities of the Membership Committee are handled by The Council Executive Committee (Toyon). The President is an ex officio (non-voting) of the Membership Committee. The main responsibility of the Committee is to develop and oversee the Council membership process, which includes:

- developing membership guidelines and conducting periodic reviews of the membership application process described therein, making recommendations to the Council;
- receiving and reviewing applications for membership, and making recommendations to the Council on approval of new Arctic and Non-Arctic members;
- developing guidelines for membership review, based on UArctic's membership criteria, conducting the review / renewal process, and making recommendations to the Council in accordance with the Committee's findings.

#### 3.1.5.b Nominations Committee

Each member of the Nominations Committee is elected by the Council from slates of nominees prepared by the Board. Each committee member is elected for a three-year term, renewable once. The main responsibility of the Committee is to oversee UArctic's key nominations processes, including:

- evaluating potential candidates for the Board and making recommendations to the Council for their selection based on UArctic's current priorities and needs, while reflecting our mission and values and ensuring a balanced Board representation and continuity;
- nominating member representatives or alternates for Council officer positions, and for committee chairs and members, for election by the Council;
- upon request, assisting the Council and other UArctic governance bodies with any nominations process.

The Nominations Committee operates independently from other core bodies of UArctic, namely, the Officers of the Council, the President, and the Board. Consequently, representatives from any of these three categories do not participate in the meetings of the Nominations Committee.

### 3.1.6 Council Mid-term Replacements

Should the Council Chair position become vacant, the Council Vice-Chair will assume the Council Chair's responsibilities and an election shall be held for the remainder of the Council Vice-Chair's term.

Should the Council Vice-Chair or the Council Secretary's position become vacant, Toyon will appoint a member to serve in the role until the next meeting of the Council. An election shall be held for the remainder of the officer's term.

Should a Council committee chair position become vacant, Toyon will appoint a member to serve in the role until the next meeting of the Council. An election shall be held for the remainder of the term.

Should there be a vacancy on the Nominations Committee; the Board Executive Committee will appoint a replacement to serve in the role until the next meeting of the Council. An election shall be held for the remainder of the Committee's term.



## 3.2 Meetings of the Council

The Council will hold an annual meeting each year in one of the UArctic member countries or territories. An extraordinary meeting of the Council may be called by written request of the majority of the Council or by action of the Board. A meeting may be held by telephone, video conference, or computer conference.

The UArctic International Secretariat shall notify all members of meetings by means of electronic communication.

At the start of each meeting, member voting rights and voting procedures are to be clearly explained to members of the Council.

A Council member may designate an alternate or proxy to vote on the member's behalf during a meeting. Registered votes may only be cast by members, their alternates, or proxy-holders present at a meeting.

Decisions should ideally be made by consensus. In this respect, the officers have a particular responsibility to make a concerted effort to solicit the views of representatives who are unable to attend a meeting and to incorporate their views into the consensus of the Council. Abstentions and absences do not represent a lack of consensus in this context.

In the event that efforts to reach consensus fail, the Council may make decisions by a two-thirds majority vote.

The President participates in meetings of the Council as an ex officio (non-voting) member.

The Council develops its own rules of procedure, which outline in more detail the procedures for preparations of proposals, voting procedures, and processes between meetings.

## 4 UArctic Board of Governors

The Board is the highest governing body of UArctic and has general responsibility for UArctic's development and for its main priorities.

The Board is a group of elected individuals, numbering at least nine and not more than fifteen, all of whom serve in their personal capacities on behalf of UArctic. In addition to this number, a student representative shall be a member of the Board.

Each member of the Board normally serves a three-year term. At the discretion of the Nominations Committee, the length of an individual term can be fixed at two or four years in order to ensure staggered terms. Each term shall commence and conclude at the corresponding annual Council meetings.

Following a review by the Nominations Committee, each member is eligible for re-election for a second term; and members having served as Board Officers, again following a review by the Nominations Committee, are eligible for re-election to the Board for a third and final term.

The student representation within the Board shall consist of three individuals, each appointed for a three-year / non-renewable term.

Over a 3-year cycle each student would, in the 1st year of appointment serve as *representative elect*, in the 2nd year serve as the *representative*, and in the 3rd year serve as the *outgoing representative*.

Each representative has the opportunity to attend a meeting of the board, with the voting member receiving financial support from UArctic. With only one vote allowed at meetings of the Board, a recorded vote shall be made by the student representative or either the representative elect or outgoing representative when the student representative is unable to be present.

### 4.1 Responsibilities of the Board

The Board has the authority and primary responsibility for

- strategic planning and setting institutional priorities;

- organizational development and institutional accountability, including making recommendations on membership fees and other charges;
- fundraising, finances, and budgeting related to, among other things, personnel and the selling, exchanging, or mortgaging of property of UArctic;
- public and external relations.

The Board works with the Council and UArctic administration on relevant issues and their practical resolution. The Board may delegate specific tasks to individuals or participating organizations, as needed, to act on its behalf for the purposes of negotiating grants and contracts, administering funds, and other functions that may be required to implement UArctic network activities, on the understanding that the Board maintains ultimate control over, and responsibility for, these functions.

The Board develops its own rules of procedure, which outline additional committees and more-detailed procedures for making decisions.

#### 4.2 Election of the Board

The members of the Board are elected by the Council from slates of nominees prepared by the Nominations Committee. Nominations may also be made by any member of the Council at any meeting in which a Board election takes place.

All members of the Council are eligible to nominate individuals to serve as Board member.

The election of Board members by the Council requires consensus. Abstentions and absences do not represent a lack of consensus in this context. In the event that efforts to reach consensus fail, the Council may make decisions by a two-thirds majority vote.

Once operational, UArctic's Student Association shall have the responsibility for the annual nomination of a student representative, through a selection process, which is consistent with UArctic values and mission. In the event that the UArctic Student Association is unable to nominate a representative elect, Council shall re-assume the nomination process.

Nominees to the Board should have the following qualifications:

- commitment to the mission and values of UArctic
- personal integrity
- freedom from conflicts of interest
- demonstrated judgment
- willingness to commit time and energy to UArctic
- high credibility with key UArctic constituencies
- not personally bankrupt

As a group, the Board should reflect the following qualities:

- sensitivity to the concerns of the major Arctic constituencies
- understanding of UArctic's mission and values
- awareness of educational needs in the Arctic
- knowledge of major Arctic trends
- professional experience in higher education, business, law, or public service
- understanding of fiduciary responsibilities of the Board
- access to public and private funding sources

#### 4.3 Ex Officio Members of the Board

The Council Chair and the President are ex officio (non-voting) members of the Board.

The Vice-President Organization acts as secretary to the Board and takes part in all meetings of the

Board as well as in the preparation for meetings and agendas.

The Vice-President Indigenous takes part in Board meetings as a non-voting member. The Board may also invite any of UArctic's Vice-Presidents or other experts to attend Board meetings as it finds relevant.

#### 4.4 Officers of the Board, Board Executive Committee, and Other Committees

The officers of the Board are the Board Chair, the two Board Vice-Chairs, and the Board Finance Policy Committee Chair. The officers are elected by the Board from its members. Officers are elected for a three-year term, renewable once.

##### ***The Board Chair***

The Board Chair shall preside over meetings of the Board.

##### ***The Board Vice-Chairs***

The Board Vice-Chair I and II are authorized to act on behalf of the Board Chair whenever the Board Chair is unable to represent UArctic.

##### ***Board Executive Committee***

The Board Executive Committee comprises the Board Officers; the President; the Vice-President Indigenous; and the Vice-President Organization, who acts as committee secretary. The Board Executive Committee prepares the agenda and the texts of proposals for the Board meetings. The Board Executive Committee acts on behalf of the Board between Board meetings and can initiate online meetings when needed.

##### ***Finance Policy Committee***

The Board's Finance Policy Committee is responsible for the financial oversight and transparency of UArctic's fiscal policy matters. The Finance Policy Committee is responsible for ensuring appropriate audits of UArctic activities. Together with the Board, the Committee develops its own rules of procedure, which outline the composition, procedures and responsibilities of the Committee.

#### 4.5 Meetings of the Board

Board decisions are normally made during regular meetings of the Board, or by any other mechanism (such as telephone or electronic communication) agreed to by the Board.

Board meetings take place no less than twice a year, with at least one of those meetings being a face-to-face meeting in one of the countries or territories of the Arctic.

The UArctic International Secretariat will notify all Board members of meeting dates and locations, and will provide agenda materials to Board members at least two weeks in advance of the meeting.

A Board member may designate another Board member as proxy to vote on the Board member's behalf during a meeting. Registered votes may be cast only by Board members / proxy-holders present at a meeting. Proposals and amendments to proposals regarding items on the agenda may be made from the floor and acted upon by the Board.

Proposals regarding new business may be made but will not be acted upon until the next meeting of the Board.

Board decisions should ideally be made by consensus. In this respect the Board makes a concerted effort to solicit the views of governors who are unable to attend a meeting and to incorporate their views into the consensus of the Board. Abstentions and absences do not represent a lack of consensus in this context. In the event that efforts to reach consensus fail, the Board may make decisions by a two-thirds majority vote.

## 4.6 Resignation and Removal

A member of the Board may resign by giving written notice to the Board Chair and UArctic International Secretariat.

The Council may remove a member of the Board by a vote taken during the annual meeting, with the reason for dismissal contained in the proposal for removal. Prior to the Council's action on the proposal, the member must be given an opportunity to respond to the matter.

## 5 Administration

### 5.1 President

Under the direction of the Board, the President serves as the chief executive officer of UArctic and is responsible for its overall administration and the development and delivery of its activities.

The President is appointed by the Board for an initial six-year term, subject to annual reporting to the Board. Following the first term of office, re-appointment will entail consideration from an international review. The President is accountable to the Board for the overall management of the UArctic.

The President participates as ex officio (non-voting) member in the meetings of the Council; Toyon; and of the Board.

The President works closely with these bodies to ensure that programmatic activities are initiated and implemented in a timely manner.

The President may form such committees or other subsidiary bodies as he or she deems necessary to carry out the programmatic activities of UArctic.

The President, assisted by Toyon and senior management, shall develop a UArctic strategic implementation plan, based on the Board's approved strategic plan, that states clear goals, indicators, and budgets for UArctic's core administrative and program offices, as well as role definitions for programs.

The President shall present an annual report to the Board and to the Council including a report on adherence to the Board's approved strategic plan and strategic implementation plan. A key item in the annual report is a financial statement with revenues and detailed expenditure and accomplishments, again linked closely to the strategic plan and the strategic implementation plan.

### 5.2 Head of the UArctic International Secretariat

The Vice-President Organization is head of the UArctic International Secretariat and is responsible for the day-to-day administrative activities of UArctic, and for providing support to UArctic's governance bodies.

The UArctic International Secretariat works closely with the President on all matters pertaining to UArctic administration, and the Vice-President Organization is accountable to the President.

The UArctic International Secretariat oversees and supports the preparations for Council and Board meetings, and is represented at meetings of these bodies. Normally, the UArctic International Secretariat is provided as an in-kind contribution by or through the good offices of one or more members of the Council.

Under the terms of a renewable agreement negotiated by the President on behalf of UArctic and the appropriate officials of the host institution(s), the UArctic International Secretariat is empowered on behalf of UArctic to:

- maintain a membership registry;
- oversee preparations and provide secretarial functions for all Council and Board meetings, and keep and distribute minutes of actions taken in all such meetings;

- maintain and keep adequate and correct accounts of the activities of the UArctic International Secretariat and report on overall UArctic financial activities;
- register and report on all activities carried out in the name of UArctic on an annual basis, through the UArctic membership survey;
- manage the information services of UArctic, including publications and web support;
- perform other duties that may be prescribed by the President.

The location of the UArctic International Secretariat operations may shift from time to time. Any shift of this kind takes place on the basis of an agreement negotiated by the President on behalf of UArctic and the appropriate officials of the relevant institutions. The host of the UArctic International Secretariat should notify UArctic twelve months before ending its role as host, so as to allow time for a smooth transition to another member. UArctic retains the authority to set up a secretariat of its own, should that be deemed desirable at any time.

### 5.3 Other Administrative Bodies

The President and the UArctic International Secretariat form the core of UArctic's administration, but other capacity may be developed by member institutions, when necessary, to support increased levels of program delivery. Additional administrative capacity is overseen by the President, in consultation with the Board and the Council, and does not require a revision of this governance document, the *UArctic Bylaws*. In each case, relations between UArctic and the provider of such capacity are handled by the President on behalf of UArctic and the appropriate official of the contributing organization.

The Vice-President Indigenous is responsible for strengthening and ensuring the strategic oversight of indigenous perspectives within UArctic, and for ensuring that UArctic contributes to the well-being of northern indigenous communities. These and other roles and responsibilities are outlined in more detail in the Vice-President Indigenous - Terms of Reference document, which is approved by the President and the Board. The Vice-President Indigenous is accountable to the President. The Vice-President Indigenous participates in preparations for Council, Board, and other relevant meetings on matters pertaining to indigenous issues and is ordinarily present at meetings of these bodies.

## 6 Friends of UArctic

The Council and the Board, acting together, may invite distinguished individuals to serve as a Friend of UArctic.

A Friend of UArctic has no fixed term of office.

The function of the Friends of UArctic is advisory: a Friend of UArctic may be asked to serve as a special advisor for program areas in which his or her special competence may be relevant. In offering advice, Friends are not responsible individually or collectively for the operation of corresponding UArctic activities.

## 7 Legal Status and Affairs

UArctic is not a legal entity in its own right but operates under the laws and financial regulations of a host country as a non-profit organization, normally where the UArctic International Secretariat is located. Financial and legal affairs are handled through the good offices of the institution hosting the UArctic International Secretariat.

The legal affairs of UArctic in other countries are handled through the good offices of individual members.

All decisions regarding UArctic policies, programs, and personnel remain the responsibility of the Board, the Council, and the President.

UArctic retains the authority to register itself as a legal entity in one (or more) countries. The Board shall ensure that it retains full authority of the use of the UArctic identity and is responsible for ensuring that all such legal entities operate in the interest of UArctic. The Board will normally be represented in governance bodies of all such legal entities.

## 7.1 Auditing

The UArctic accounting period is the calendar year.

Institutions providing the UArctic International Secretariat functions arrange for appropriate audits of UArctic's financial accounts. The Board is responsible for ensuring appropriate audits of any direct expenditure of funds made available to UArctic.

### 7.1.1 Legal Agents

The Board designates individual participating organizations, as needed, to act as agents on its behalf for purposes of negotiating grants and contracts, administering funds, and other functions that are required to implement UArctic programmatic activities.

### 7.1.2 Liability

To the extent that individual Board members are not covered by their personal insurance, the Board makes arrangements for insurance to protect governors from liability incurred as a result of their service on the Board. The Board also makes appropriate arrangements to protect others associated with UArctic against liability incurred as a result of their service to UArctic.

## 8 Amendments to the Bylaws

The *UArctic Bylaws* may be amended at any time.

Amendments to these bylaws can be proposed by members of the Council or members of the Board. Notices of proposed amendments are circulated to all members at least thirty days prior to the meeting of the Council at which they are to be acted on.

Amendments must be approved by the Council before coming into effect. Decisions on proposed amendments are made by consensus. Abstentions and absences do not represent a lack of consensus in this context. In the event that efforts to reach consensus fail, the Council may make decisions by a two-thirds majority vote.

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