UArctic Bylaws

Amendments 2023

Proposal to Assembly

UArctic International Secretariat, Box 122, University of Lapland, FI-96101 Rovaniemi, Finland
secretariat@uarctic.org | www.uarctic.org

Record of Amendments

1. Full document revision, approved June 4, 2010.
2. Amendments to sections 2.1 – 2.3 and 3.1.2, approved June 7, 2011.
3. Amendments to sections 4-0 and 4.2, approved June 13, 2012.
4. Amendments to sections 2.1.2; 2.5; 2.6 and 4-0, approved June 3, 2013.
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 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 June 15, 2015.
7. Amendments to Section 3 (sub-section 3.1.3); Section 4 (sub-sections 4.2 and 4.4), approved August 15, 2017.
8. Redraft of Bylaws (multiple sections) based on articles of the UArctic Constitution were approved by members of Council on September 18, 2019.
9. Following the registration of UArctic as a legal non-profit association (on November 1, 2019), Members of UArctic vote to formally approve the UArctic Constitution and UArctic Bylaws meeting in February 2020. Amendments to Section 4 (sub-section 4.4) were approved as well.
10. Amendments to Section 3 (sub-section 3.2), approved May 14, 2021.
11. Amendments to Sections 1 (sub-sections 1.1, 1.2, 1.3 and 1.5); Section 3 (sub-sections 3.1.2 and 3.1.3); and Section 4 (sub-section 4.4), approved by the UArctic Assembly on June 1-3, 2022.
12. Amendment to section 6. Approved by the Board Executive on 23 June 2022, to be confirmed by the Board.
13. Draft Bylaws renewal by the Bylaws Task Force. To be approved by the Board and Assembly.

Table of Contents

Preamble 5
1 Purpose 5
1.1 Our Vision 5
1.2 Our Values 5
1.3 Our Mission 5
1.4 How We Serve the North 5
1.5 How UArctic Operates – Organizational Principles 6
2 Structure 6
2.1 UArctic Membership 6
2.1.1 Arctic Members 7
2.1.2 Non-Arctic Members 7
2.1.3 Higher Education Institutions 7
2.1.4 Other Organizations 7
2.2 Participation 7
2.3 Representation 7
2.4 Eligibility Criteria 8
2.5 Membership Obligations 8
2.6 Resignation and Removal of Members 8
3 The Assembly of UArctic 8
3.1 Officers and Committees of the Assembly 9
3.1.1 Introduction 9
3.1.2 Officers of the Assembly 9
3.1.3 Committees of the Assembly 10
3.1.4 The Assembly Executive Committee (Toyon) 10
3.1.5 Membership Committee 10
3.1.6 Nominations Committee 10
3.1.7 Assembly Mid-term Replacements 11
3.2 Meetings of the Assembly 11
4 UArctic Board 12
4.1 Responsibilities of the Board 12
4.2 Election of the Board 13
4.3 Board Meeting Participants 13
4.4 Officers of the Board, Board Executive, and Board Advisory Groups 14
4.5 Meetings of the Board 14
4.6 Resignation and Removal 15

UArctic International Secretariat, Box 122, University of Lapland, FI-96101 Rovaniemi, Finland
secretariat@uarctic.org | www.uarctic.org

5 Administration 15
5.1 President 15
5.2 UArctic International Secretariat 16
5.3 Other Administrative Bodies 16
6 UArctic Trustee Council 17
7 Friends of UArctic 17
8 Legal Status and Affairs 17
8.1 Auditing 17
8.1.1 Legal Agents 17
8.1.2 Liability 17
9 Amendments to the Bylaws 18

UArctic Bylaws

Preamble

In 1998, the Arctic Council (an intergovernmental forum comprised of eight Arctic states) initiated the creation of the University of the Arctic (UArctic), and since its launch in June 2001; UArctic has operated as a recognised membership organization. In 2003, UArctic was granted official observer status by the Arctic Council, and in 2019 members of UArctic endorsed the establishment of UArctic as a legal entity.

UArctic ry is a legal non-profit association registered by the Finnish Patent and Registration authorities, and the UArctic Constitution is the prevailing governing document of the association. These bylaws serve as UArctic's regulatory document outlining UArctic operations and activity implementation, and are issued based on Article 10.3 of the Constitution. In case of interpretational differences between the two documents, the UArctic Constitution shall take legal precedence over the UArctic Bylaws.

1 ~~UArctic:~~ Purpose

1.1 Our Vision

A strong, engaged, informed, and dynamic North, creating better lives and environments for all northerners.

1.2 Our Values

Circumpolar – UArctic promotes northern voices and a circumpolar world view.

Inclusive – UArctic embraces and respects cultural diversity, language plurality, and gender equality.

Respectful – UArctic promotes relationships of respect, trust, and partnership, and embraces the perspectives and knowledge of northern Indigenous peoples.

Collaborative – UArctic is committed to supporting participatory approaches to the production and sharing of knowledge.

Open – UArctic is a university network without walls, committed to reducing all barriers to cooperation across borders, cultures, and academic systems, embracing transparency and openness.

Influential – UArctic provides decision-makers with knowledge-based advice that supports sustainable development in the Arctic.

1.3 Our Mission

UArctic develops knowledge to address local and global challenges of relevance to Arctic peoples and societies by providing unique educational, research, and innovation opportunities through collaboration within a powerful network of member institutions.

1.4 How We Serve the North

UArctic benefits students, public and private sectors, and sustainable development of the northern regions by creating strong international collaboration among its members that:

- Creates shared knowledge, competences and resources
- Develops shared education and research initiatives

UArctic International Secretariat, Box 122, University of Lapland, FI-96101 Rovaniemi, Finland
secretariat@uarctic.org | www.uarctic.org

- Connects traditional and indigenous knowledge systems with modern academia
- Partners with northern communities and indigenous populations to respond to their educational aspirations and other requirements
- Partners with other education, science, research and policy-based organisations who share in the UArctic vision and mission
- Bridges dialogue across different sectors and regions of the North, and with the world
- Increases collaboration opportunities for member faculty, staff and students including publishing activities
- Promotes the collective views of its members and broadens the influence of the North in the world.

1.5 How UArctic Operates – Organizational Principles

UArctic implements our activities using the following basic principles:

- UArctic activities are carried out by the collaborative work of our members.
- UArctic fosters flexible and innovative frameworks that support cooperation between members, furthering our goals.
- UArctic is a learning organization that brings together the shared knowledge, diversity, and experience of our membership.
- UArctic is a driver of internationalization and partnerships for higher education and research.
- UArctic recognizes our specific commitment towards northern Indigenous peoples, and respect for their cultures, languages, traditional knowledge, and world views.
- UArctic brings the voices and knowledge of our members to the global stage.
- UArctic supports knowledge-based decision-making at all levels, including key regional partners such as the Arctic Council, and the private sector.
- UArctic secures funding, maintains an efficient and distributed administration, and reports reliably on our activities.[1]
- UArctic operates through trusted partnerships with other regional and global actors.
- UArctic is committed to minimizing the environmental impact of our operations while finding innovative ways to bring northerners together.

2 Structure

2.1 UArctic Membership

UArctic has two membership categories:

1. Arctic Members
2. Non-Arctic Members

Within each membership category, there are two member types:

i. Higher Education Institutions

ii. Other Organizations

Acting on new applications for UArctic membership, the Assembly of UArctic decides on the category and type for each new member, based on recommendations from UArctic's Membership

[1] UArctic shall have separate guidelines, approved by the Board, for financial management, administration, operational procedures for governance, and reporting procedures.

Committee, which are to be guided by the descriptions below.

2.1.1 Arctic Members

Arctic members of UArctic are universities, colleges, research institutes and other organizations with a legal capacity, with an interest in and commitment to higher education and research in the Circumpolar North, located in the (eight) Arctic Council countries of Canada, the Kingdom of Denmark, Finland, Iceland, Sweden, Norway, the Russian Federation, and the United States, and which accept the values, purpose, Constitution and Bylaws of UArctic.

2.1.2 Non-Arctic Members

Non-Arctic members of UArctic are universities, colleges, research institutes and other organizations with a legal capacity, with an interest in and commitment to higher education and research in the Circumpolar North, located outside the (eight) Arctic Council countries, and which accept the values, purpose, Constitution and Bylaws of UArctic.

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 Assembly 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 Assembly, 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 Assembly.

All members have equal nomination and voting rights. In meetings of the Assembly, each Arctic Member vote will count as three votes and each Non-Arctic Member vote will count as one vote, where a vote shall be cast by a representative designated by each member.

2.4 Eligibility Criteria

Members are admitted by the Assembly of UArctic by written application.

In acting on applications for membership, the Assembly 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 Assembly.

2.5 Membership Obligations

Members are responsible for supporting their own participation at Assemblies 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 Assembly.

2.6 Resignation and Removal of Members

Any member may resign from UArctic by providing written notice to the Board of UArctic or by giving notice thereof at the Assembly, 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 registry of UArctic members.

The Assembly may remove a member by vote taken during its annual meeting, with the reason for dismissal in accordance with Article 4 of the Constitution and contained in a proposal that must be made available in accordance with Assembly rules of procedure. Prior to action on the proposal, the member must be given the opportunity to respond to the matter.

Instead of expelling a member, the Assembly may remove their right to vote in the Assembly for a fixed time, if the member has not paid its annual membership fee within a year.

A member removed from membership must re-apply to become a member. If a former member organization re-applies for membership, Toyon can make an interim decision on their membership. The decision is to be confirmed by the following Assembly meeting.

3 The Assembly of UArctic

The Assembly provides the strategic leadership for program development. The Assembly acts as

a forum of consultation and cooperation for the implementation of UArctic program through its members.

As determined in Articles 8-10 of the UArctic Constitution, the Assembly has the authority and primary responsibility for:

- amending the UArctic governance documents, the *UArctic Constitution* and *UArctic Bylaws*;
- electing or dismissing the Chair and other members of the UArctic Board (the Board);
- electing the Officers of the Assembly: Chair, Vice-Chair, and Secretary;
- appointing or dismissing auditors;
- verifying the operating plan and both income and expense estimates;
- adopting of annual accounts and discharging the Board and other responsible persons from liability for the accounts;
- deciding the membership fee separately for the Arctic and the Non-Arctic members;
- approving the strategic plan for program development;
- initiating and overseeing program development and delivery;
- prioritizing academic activities within the approved program structure;
- approving of rules of procedure for UArctic Endorsement of academic activities;
- establishing its rules of procedure;
- dissolving the association UArctic ry.

3.1 Officers and Committees of the Assembly

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 Assembly

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

The officers are elected by the Assembly from slates of nominees prepared by the Nominations Committee. Nominations may also be made by any member of the Assembly 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 officers of the Assembly are responsible for preparing action items for the Assembly and overseeing that decisions made by the Assembly are implemented.

The Assembly ***Chair***

The Assembly Chair shall preside over meetings of the Assembly. The Chair works with the Executive Director of UArctic (henceforth President) to ensure that the UArctic International Secretariat circulates the agenda and the texts of proposals at least one month prior to regular Assembly meetings.

The Assembly ***Vice-Chair***

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

The Assembly ***Secretary***

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

3.1.3 Committees of the Assembly

The Committees of the Assembly are the Membership Committee and Nominations Committee. ~~and the Avatitsinni Committee~~. Together, the Officers of the Assembly and the chairs of individual Committees form the Assembly Executive Committee (Toyon).

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

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

3.1.4 The Assembly Executive Committee (Toyon)

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

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

Toyon may meet between Assemblies and make interim decisions (subject to subsequent Assembly 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 Membership Committee

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

- developing membership guidelines and conducting periodic reviews of the membership application process described therein, making recommendations to the Assembly;
- receiving and reviewing applications for membership, and making recommendations to the Assembly 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 Assembly in accordance with the Committee's findings.

3.1.6 Nominations Committee

Each member of the Nominations Committee is elected by the Assembly from slates of nominees prepared by the Board. The Secretary General serves as the secretary of the Nominations

Committee. 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 Assembly 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 Assembly officer positions, and for committee chairs and members, for election by the Assembly;
- Upon request, assisting the Assembly 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 Assembly, the President, and the Board. Consequently, representatives from any of these three categories do not participate in the meetings of the Nominations Committee.

3.1.7 Assembly Mid-term Replacements

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

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

Should a committee chair position become vacant, Toyon will appoint another member of the committee to serve in the role until the next Assembly, at which time an election shall be held for the remainder of the term.

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

3.2 Meetings of the Assembly

An annual Assembly will be held each year in one of the UArctic member countries or territories, at a time between April 30 and July 1, on a date specified by the Board.

The Assembly meeting can be organized in such a way that a member is able to participate and use their full decision-making power during the meeting through online connection and other technical means. The meeting can be organized in such a way that participation is also possible by mail or through online connection and technical means before or during the Assembly meeting. The meeting can also be organized without a meeting location so, that the members shall vote synchronously through online connection and technical means during the meeting.

~~Participation to an Assembly meeting may be organised by telephone, video, or other technical means during and/or before the meeting, and when this option is available, it shall be announced in the invitation to the meeting.~~ In ~~such~~ instances specified in the previous paragraph, the right to attend and the correctness of vote count is to be upheld as in ordinary meetings of the Assembly.

An extraordinary meeting of the Assembly will be organised when the Assembly so decides, or the Board considers it justified, or when at least one tenth (1/10) of the members of the association, provide in writing, a demand to the Board that a specific matter must be handled.

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

If a member wishes to raise a matter to be handled during the annual Assembly, a written notification of the matter must be submitted to the Board, early enough so that the matter can be included in the official invitation and agenda of the meeting.

At the start of each Assembly, member voting rights and voting procedures are to be clearly

explained to members of the Assembly.

~~A member of the Assembly 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 an Assembly.~~ Each member is entitled to develop its own procedures for selecting its voting representative to the Assembly.

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 an Assembly and to incorporate their views into the consensus of the Assembly. Abstentions and absences do not represent a lack of consensus in this context.

In the event that efforts to reach consensus fail, the Assembly makes decisions by a two-thirds majority vote, except in elections where decisions are supported by more than half the votes cast.

If votes are equal, the chair will have the deciding vote, while in elections a tie vote is resolved by the casting of lots.

The President, Secretary General and Board Chair ~~participates~~ are invited to ~~in~~ meetings of the Assembly as ~~an~~ ex officio (non-voting) member~~s~~.

The Assembly 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

The Board ~~is the highest governing body of UArctic and~~ has general responsibility for UArctic's administration, development and for its main activities. The Board provides the economical and other resources of the association.

The Board is a group of elected individuals, numbering at least nine and not more than fifteen including the Chair, 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. The annual Assembly elects the Board.

Each member of the Board serves a three-year term, and each term shall commence and conclude at the corresponding annual Assembly.

Following a review by the Nominations Committee, each member of the Board is eligible for re-election for a second term~~; and~~. The Board Chair 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 B~~b~~oard, 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 Assembly 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 working groups and more-detailed procedures for making decisions.

4.2 Election of the Board

The Chair, members and student representatives of the Board are elected by the Assembly from slates of nominees prepared by the Nominations Committee. Nominations may also be made by any member representative at any Assembly in which a Board election takes place. In Board elections, the aim shall be to seek a regional distribution of members, where at least one member shall be from an Arctic Indigenous people within the Circumpolar North.

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

The election of Board Chair, members and student representative by the Assembly 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 Assembly make decisions where decisions are~~ support~~ed~~ by more than half the votes cast. If votes are equal, ~~in elections a tie vote~~ election is resolved by the casting of lots.

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 judgement
- 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 Board Meeting Participants

The incumbent Assembly Chair ~~of the previous annual meeting of the Assembly~~ and the President have the right to be present in meetings of the Board.

The ~~Vice-President Organization~~Secretary General 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 Board may invite representatives of UArctic management, staff or external guests to their meetings as needed.

~~The Vice-President Indigenous may be invited to take part in a Board meeting and the Board may also invite any of UArctic's other Directors and Officers or other experts to attend Board meetings as it finds relevant.~~

4.4 Officers of the Board, Board Executive, and Board Advisory Groups

The officers of the Board are the Board Chair, the two Board Vice-Chairs, and the Board Advisory Group Chairs. The officers are elected by the Board from its members, except the Board Chair who is elected by the Assembly. 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

The Board Executive comprises the Board Officers; the President; the Vice-President Indigenous; and the ~~Vice-President Organization~~Secretary General, who acts as secretary. The Board Executive prepares the agenda and the texts of proposals for the Board meetings. The Board Executive acts on behalf of the Board between Board meetings and makes interim decisions (subject to subsequent confirmation by the Board). The Executive can initiate online meetings when needed.

Finance Policy Advisory Group

The Board's Finance Policy Advisory Group is responsible for the financial oversight and transparency of UArctic's fiscal policy matters. The Finance Policy Advisory Group has an advisory role on the Board's financial planning, monitoring, and audit responsibilities. Together with the Board, the Advisory Group develops its own rules of procedure, which outline the composition, procedures and responsibilities of the Advisory Group.

Philanthropic Fundraising Advisory Group (Týr)

The Board's Philanthropic Fundraising Advisory Group (Týr) is responsible for guiding and assisting UArctic in achieving its philanthropic fundraising goals. The group provides independent objective advice to the Board about fundraising strategy, related external relations, and fundraising goals and ambitions, as well as helps implement agreed strategies when needed. The composition, roles and responsibilities of the Týr group are defined in the corresponding Terms of Reference.

4.5 Meetings of the Board

Board meetings shall be called by the invitation of the Chair, or when the Chair is unable to attend, by the invitation of a Vice-Chair, when either finds reason or when at least half of the Board members demand that a meeting be held.

In order to make decisions, the Board shall have a quorum when more than half of its members, including either the Chair or a Vice-Chair, are in attendance. Board decisions are normally made during regular meetings of the Board, or by any other mechanism (such as telephone or electronic communication) when available and 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.

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 members of the Board 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. If votes are equal, the chair will have the deciding vote, while in elections a tie vote is resolved by the casting of lots.

4.6 Resignation and Removal

A member of the Board may resign by giving written notice to the Board Chair and the Head of the UArctic International Secretariat. If a member has chosen to resign from the Board, the successor shall be elected in the earliest annual Assembly after the post has been vacated.

The Assembly 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 Assembly'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 Executive Director 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 UArctic.

The President participates as ex officio (non-voting) member in meetings of the Assembly; and of the Assembly Executive Committee ~~/~~ (Toyon).

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

The President may form subsidiary bodies as he or she deems necessary to carry out the programmatic activities of UArctic. The senior management shall include Vice-President Indigenous to strengthen and ensure strategic oversight of Indigenous perspectives within UArctic.

The President is responsible in preparing budgets, which will be approved by the Board and verified by the Assembly. The President, assisted by senior management, shall develop a UArctic implementation plan, that states clear goals and indicators for UArctic's core administrative and program offices, as well as role definitions for programs. The implementation plan is to be approved by the Board.

~~The President, assisted by Toyon and senior management, shall develop a UArctic strategic implementation plan, based on the 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 Assembly including a report on adherence to the 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~~Secretary General is appointed by the Board, and serves as Head of the UArctic International Secretariat.~~, and~~ Secretary General 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~~Secretary General is accountable to the President.

The UArctic International Secretariat oversees and supports the preparations for Assembly 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.~~

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 Assembly 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;
- 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 shall be in Finland~~.~~, with the University of Lapland as its host. Any shift in the physical location of the secretariat shall take~~s~~ 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, to allow time for a smooth transition to another member.

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 Assembly, and does not require a revision of this 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 Assemblies, Board, and other relevant meetings on matters pertaining to indigenous issues and is ordinarily present at meetings of these bodies.~~

6 UArctic Trustee Council

The Trustee Council is an advisory body for UArctic Board and President on strategy, programmatic development and philanthropy supporting this development.

The Trustee Council is comprised of six to eight high profile individuals, including the UArctic Board Chair and UArctic President as ex officio members. The members of the Trustee Council are invited by the Board.

7 Friends of UArctic

The Assembly 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.

8 Legal Status and Affairs

UArctic association (ry) is a legal non-profit organization operating under the laws and financial regulations of Finland, the host country of the UArctic International Secretariat. ~~UArctic is a legal entity and operates under the laws and financial regulations of Finland as a non-profit organization, where the UArctic International Secretariat is located.~~ Financial and legal affairs are handled through the good offices of the institution(s) hosting the UArctic International Secretariat.

The legal affairs of UArctic in other countries are handled through the good offices of individual members and in accordance with legislation in the country concerned.

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

8.1 Auditing

The UArctic accounting period is the calendar year.

During the annual Assembly, members shall elect an independent auditor and a deputy auditor or an auditing company and therein a responsible auditor. The operating term for auditors is three years. The term shall start when the auditors are elected, and shall end during the association's annual Assembly in the third year of the term.

The institution(s) hosting 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.

8.1.5 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.

8.1.6 Liability

The members of UArctic and their individual representatives shall not be liable for the commitments of UArctic.

To the extent that individual Board members are not covered by their personal insurance, UArctic shall ~~make arrangements for~~ provide insurance to protect Board members from liability incurred

as a result of their service on the Board.

9 Amendments to the Bylaws

Any decision to amend the *UArctic Bylaws* must be taken during a meeting of the Assembly.

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

Amendments to the *UArctic Bylaws*, which directly lead to amendments in the *UArctic Constitution*, would only come into force after the proposed constitutional change has been included in the official registry of associations.

Decisions on these bylaws and any proposed amendment shall be approved by a two-thirds majority vote.

UArctic International Secretariat, Box 122, University of Lapland, FI-96101 Rovaniemi, Finland
secretariat@uarctic.org | www.uarctic.org