



**INTERNATIONAL ORGANIZATION OF NORTHERN REGIONS
“THE NORTHERN FORUM”**

BYLAWS

APPROVED
by the Resolution # 160 of the Northern Forum Board of Governors
at the XI General Assembly of the Northern Forum
Moscow, October 18, 2013

ARTICLE I GENERAL PROVISIONS

Section 1.1. NAME

The name of the organization is International Organization of Northern Regions “The Northern Forum (NF).

Short name is The Northern Forum, NF.

Section 1.2. MISSION AND PURPOSES

The mission of the Northern Forum is to improve the quality of life of Northern peoples and support sustainable development.

Purposes:

- to provide Northern regional leaders a means to share their knowledge and experience in addressing common challenges;
- to implement cooperative socio-economic initiatives among Northern regions;
- to organize international forums and implement projects.

Section 1.3. COMMUNICATION WITH MEMBERS

The members of the Northern Forum are entitled to freely communicate with each other; the Northern Forum maintains regular contact with its members through the Secretariat. The Secretariat provides the members with regular updates on activities of the Northern Forum and other useful information in various formats including memorandums, letters, and reports.

Section 1.4. WORKING LANGUAGE

The working language of the Northern Forum is English. When needed, the documents may be translated into common languages of member regions. In all cases the English version will serve as the official document.

ARTICLE II ORGANIZATION

Section 2.1. ORGANIZATIONAL STRUCTURE

The supreme body of the organization is the Board of Governors. Structure of the organization also includes the Regional Coordinators Committee, Business Partners Council, Advisory Board and the Secretariat.

The role and authority of the structure components are specified in the Rules of Procedure.

Section 2.2. OPERATIONAL STRUCTURE

Additionally to the above components, to coordinate all activities, the structure includes project working groups whose activities are specified in the Rules of Procedure.

Section 2.3. SECRETARIAT

The Northern Forum Secretariat is responsible for handling current activities and coordination of the regions’ activities. The Secretariat may only be located in the member region. The functions

of the Secretariat may be fulfilled by a non-commercial organization legally registered in the Northern Forum member region. Authority of the Secretariat is granted to a non-commercial organization chosen by the Board of Governors' decision. At the same time, the head of the non-commercial organization can be the Northern Forum Executive Director.

Location of the Secretariat may rotate when the chairing region is changed.

By the decision of the Board of Governors, the Secretariat may be legally registered as a non-commercial organization in the elected Northern Forum member region.

At that, the Chairing region and/or the region agreeing to host the Secretariat should provide sufficient funding to ensure its efficient functioning.

The Northern Forum can have other offices, if resolved by the Board of Governors. Administrative functions of the Secretariat are specified in the Rules of Procedure.

Section 2.4 THE NF ASSOCIATE SECRETARIATS AND OFFICES

The NF Associate Secretariats and offices may be established by the Governments of the NF member regions to coordinate the NF activity and maintain contact in the regions. Associate Secretariats and offices of the NF operate in compliance with the organization's structure and under the guidance of the NF Executive Director.

Approval of the Regional Coordinators Committee is required to open the NF Associate Secretariats and offices. Should the NF Associate Secretariats and offices need funding from the NF budget, the decision on their establishment is made by the resolution of the Board of Governors upon the recommendation of the Regional Coordinators Committee.

Specific responsibilities and duties of the Associate Secretariats are specified in the Rules of Procedure.

Section 2.5. SEAL

All official documents of the Northern Forum are sealed with a seal of a non-commercial organization acting as the Secretariat.

Section 2.4. BYLAWS AND RULES OF PROCEDURE

The Northern Forum Bylaws serve as the primary document of the organization regulating the issues of the organization's management and operation. Amendment of the Bylaws is an exclusive competence of the Board of Governors.

The Rules of Procedure Manual is an explanatory and supplementary document to the Articles in the Bylaws. Both documents serve as the official governing documents and are subject to review by Regional Coordinators Committee and approval by the Board of Governors.

Rules of Procedure is an illustrative and additional document to the Articles of the Bylaws. Both documents are official governing documents to the Bylaws Articles and are subjects for consideration by the Regional Coordinators Committee and approval by the Board of Governors.

Section 2.5. SECRETARIAT WORK PLAN

The Secretariat shall prepare a work plan that shall be presented for review and approval to the Regional Coordinators Committee annually.

Section 2.6. DECLARATION AND RESOLUTION

1. Declaration is an official statement of intent of the Board of Governors for future direction of the Northern Forum's work. Declaration identifies major actions and activities of the organization, including actions for the Secretariat, Working Groups, the Regional Coordinators Committee and the Board of Governors.
2. Resolutions are prepared for a specific issue and presented by the Secretariat Executive Director, members of the Regional Coordinators Committee, and the Board of Governors.

The Regional Coordinators Committee can adopt the Resolutions approving a list of projects, new projects, work plan, calendar of events, annual budgetary frameworks of the organization and Secretariat, admittance of new members, as well as recommend for approval by the Board of Governors the resolutions on conducting audit and other issues to be resolved at a higher level. Appointment of the NF officers, adoption of the Declaration, amendments to the NF Bylaws and Rules of Procedure are made by the resolutions of the Board of Governors.

3. All resolutions are approved by simple majority vote at the RCC and the Board of Governors meetings. Draft resolutions shall be submitted to the Secretariat thirty (30) days before the meeting. The Secretariat then forwards these resolutions on to the member regions for briefing no later than 15 (fifteen) days before the meeting.

ARTICLE III MEMBERSHIP

Section 3.1. CLASSES

There shall be two classes of members: Regional Governments and Business Partners.

Section 3.2. MEMBERSHIP I - REGIONAL GOVERNMENTS

Regional Government Membership shall be open to all qualifying members who share the Northern Forum's mission and meet NF's membership criteria. Final approval of membership is established by simple majority vote of the quorum during biennial Board of Governors meeting. Membership criteria, entitlements, and application procedure for Membership I – Regional Governments are listed in the Rules of Procedure Manual.

Section 3.3. MEMBERSHIP II - NORTHERN FORUM BUSINESS PARTNERS

Business Partner Membership status may be granted to business and corporate institutions, non-profit organizations, scientific, educational and NGOs who share the Northern Forum's mission and meet NF's membership criteria. Membership criteria, entitlements, and application procedure for Membership II – Northern Forum Business Partners are listed in the Rules of Procedure Manual.

Section 3.4. MEMBERSHIP DUE

All membership dues shall be invoiced in January of each year and are due upon receipt.

All Members dues shall be paid once a year to the Secretariat of the Northern Forum. Membership dues are subject to change and approval by the Board of Governors on a biennial basis. Specific fees by categories are listed in the Rules of Procedure Manual.

Section 3.5. ALLOCATION OF MEMBERSHIP DUES

1. Membership I - Regional Governments dues shall be restricted to NF general operations and shall be allocated in accordance with annually approved budget.
2. Membership II – Northern Forum Business Partner dues shall be restricted to NF general operations and related business support services activities.

Section 3.6. PAYMENT SCHEDULE

All members shall pay the annual due upon invoicing but before July 1 of each year. If needed, the members may sign an agreement with the Secretariat to transfer the due. The Secretariat issues invoices in USD; payment may be effected in Euro or rubles at the USD exchange rate at transfer date.

Section 3.7. MEMBERSHIP STATUS

The debt appears if the payment is not effected before the July 1 of each calendar year. Delinquent members shall be removed to inactive status. Any member moved to inactive status forfeits all rights and privileges as defined in the Bylaws and Rules of Procedures. The inactive member status is listed in the Rules of Procedure Manual.

Section 3.8. RESIGNATION

Any member may resign by submitting an official resignation letter to the Northern Forum Chair and the Secretariat. The official resignation letter must be signed by the region's officer of the NF Board of Governors. The Secretariat shall notify all members of the RCC and the Board about such resignation in a timely manner.

Members willing to resign shall pay a membership due for the current fiscal year.

Section 3.9. COSTS OF ATTENDING NORTHERN FORUM MEETINGS

All member delegates shall be responsible for expenses related to attending Northern Forum meetings.

ARTICLE IV BOARD OF GOVERNORS (BOG)

Section 4.1. AUTHORITY AND RESPONSIBILITY

The Board of Governors is the supreme policy making body and may exercise all the powers and authority granted to it legally according to the Bylaws of the organization. The exclusive authority and responsibilities of the Board are as follows:

- Making change in the Bylaws
- Determining of priority directions for the organization's activity, principles for formation and use of its property;
- Creation and closure of the organization executive authority bodies;
- Reorganization and liquidation of the organization;

Additional authorities are listed in the Rules of Procedure.

Section 4.2. NUMBER, SELECTION, AND TENURE

Each Member I of the Northern Forum shall have a seat on the Board of Governors with the top government official of that region filling the seat. The Board shall consist of not less than three (3) members. Each Governor may appoint a designee to the Board of Governors. The Board also includes the Chair of the Business Council with a right of a decisive vote.

The Governors shall be formally accepted at the biennial meeting of the General Assembly of the Northern Forum.

Additional information is provided in the Rules of Procedures Manual.

Section 4.3. CHAIRMAN, VICE-CHAIRMEN

The Board of Governors elects the Chairman and Vice Chairmen from 5 (five) geographic regions:

- North America
- Northern Europe (excluding Russia)
- Northwest Russia
- Northeast Russia
- Northern Asia (excluding Russia)

The Board Chairman is responsible for general guiding of the Northern Forum activity; Vice-Chairmen usually play representative functions and can replace the Chairman at the meetings of the Board upon his/her absence or by a request.

Section 4.4. QUALIFICATIONS

Each member of the Board of Governors shall understand the mission and goals of the Northern Forum, and shall commit time and energy to the organization through active participation in Board meetings and other activities that may be necessary to implement NF mission.

Section 4.5. QUORUM AND VOTING

A quorum shall consist of a majority of the Board attending in person or through proxy or teleconferencing. Once a meeting commences with a quorum present, action and ratification will be by a simple majority vote of those present and in attendance (quorum).

Section 4.6. BOARD MEETINGS

The full Board of Governors of the Northern Forum shall meet once in two (2) years in conjunction with the biennial General Assembly of the Northern Forum. Special meetings of the Board of Governors may be called at any time by the Chair of the Board or upon request of the majority of the Board of Governors. The location of the Board of Governors meetings may rotate from region to region, as decided by the Board. Additional information on BOG meetings is provided in the Rules of Procedure Manual.

Section 4.7. ACTION WITHOUT A MEETING

The Board of Governors and the Regional Coordinators Committee are entitled to make decisions without a meeting.

Section 4.8. IMPLEMENTATION

Decisions of the Board of Governors are normally directed to the Regional Coordinators Committee, Business Partners Council, Advisory Board and the Executive Director of the Secretariat for implementation.

Section 4.9. REIMBURSEMENT

Governors shall serve without compensation.

Section 4.10. DELEGATION OF AUTHORITY

The Board of Governors may delegate its duties to a Committee created in accordance with the Bylaws of the Northern Forum, and/or to the Executive Director of the Northern Forum.

ARTICLE V OFFICERS

Section 5.1. OFFICERS

The officers of the organization shall be appointed by the Board of Governors and shall consist of Executive Director and Deputy Director.

Section 5.2. APPOINTMENT OF OFFICERS

The officers of the Northern Forum shall be appointed by the Board of Governors as advised by the Regional Coordinators Committee. The Regional Coordinators Committee shall conduct a preview of the nominees and develop recommendations for the selection of officers to the Board of Governors. Nominations and selection process is described in detail in the Rules of Procedure Manual.

Section 5.3. TERMS OF OFFICE

The officers of the organization shall serve for a two (2) year term. At the end of the two-year term, officers may be eligible for reappointment by direct action of the Board, or the Regional Coordinators Committee. Terms of office generally coincide with the schedule for General Assemblies.

Section 5.4. RESIGNATION

Resignations of officers are effective upon receipt by the Board of Governors of a written notification two (2) weeks prior to resignation. In this case, the Chairman of the Regional Coordinators Committee appoints an Acting Executive Director and/or Deputy Executive Director till the next General Assembly.

Section 5.5. REMOVAL

An officer of the Northern Forum may be removed by the Board of Governors, upon the recommendation of the Executive Committee, whenever in the Board's judgment the best interests of the organization shall be served thereby. The Executive Committee may take emergency action to remove an officer for gross misconduct, unprofessional behavior, or other actions which contradict the Bylaws.

Section 5.6. COMPENSATION

The Board of Governors shall determine the compensation of the NF officers at approving the NF budget. The Board of Governors may delegate this authority to the Regional Coordinators Committee.

Section 5.7. EXECUTIVE DIRECTOR

The Executive Director, subject to the control of the Board of Governors and Regional Coordinators Committee, shall be responsible for general supervision of the affairs of the Northern Forum with such powers as may be reasonably incident and necessary to carry out such responsibility. The term of office can be extended by the Board of Governors. Specific authority and duties of the Executive Director are described in the Rules of Procedure Manual.

Section 5.8. DEPUTY DIRECTOR OF THE SECRETARIAT

The Deputy Director shall, in the absence or request of the Executive Director, perform the duties and exercise the powers of the Executive Director. Specific authority and duties of the Deputy Director are described in the Rules of Procedure Manual.

ARTICLE VI COMMITTEES AND COUNCILS

Section 6.1. REGIONAL COORDINATORS COMMITTEE (RCC)

The Regional Coordinators Committee is a collegial executive body and shall be composed of regional delegates who are designated by each member of the Board of Governors from their home regions, from the Municipalities Council and Business Council representatives. The RCC shall be chaired by the Regional Coordinator from the Chairing region. The authority and responsibilities of the Regional Coordinators are described in the Rules of Procedure Manual.

Section 6.2. BUSINESS COUNCIL

The Business Council is a collegial body of the Northern Forum business partners and shall be composed of heads or authorized representatives of the organizations. The Council Chairman shall be elected from the Council members by simple majority vote of the quorum. The authority and responsibilities of the Council are described in the Rules of Procedure Manual.

Section 6.3. ADVISORY COUNCIL

The Advisory Council may consist of the former Chairs of the Northern Forum who elect the Chairman from themselves. The Advisory Council may engage, based on consensus, in its work former Chairmen and Regional coordinators, former Executive Directors and leading experts on varied fields on a voluntary basis. The Advisory Council may support the development of strategic directions and long-term plans. Members of the Advisory Council shall actively assist in promoting the Northern Forum mission.

ARTICLE VII PROJECTS

Section 7.1. PROJECT PROPOSALS

Project proposals shall be introduced by members of any level. The projects may also be offered by the Secretariat, Associate Secretariats and offices. All project proposals shall clearly assist the goals and objectives of the NF, and seek to address issues affecting Northern Forum member regions. Regional Coordinators Committee shall approve the projects. Consensus of the Regional Coordinators Committee is necessary for a project to be designated as priority or endorsed project.

Section 7.2. PRIORITY PROJECTS

Priority projects are those projects that are consistent with the purpose and principles of the Northern Forum's mission statement and declarations, and beneficial to the member regions of the Northern Forum. Each priority project must have a working group, a work plan, and a funding plan. Member regions interested in participating in the project shall designate a representative to serve in the working group. Specific information on priority project administration can be found in the Rules of Procedure Manual.

Section 7.3. PROJECT FUNDING

All project proposals shall be accompanied with a funding plan. Sources of funding could include grant funds from non-profit institutions and for-profit corporations, national, regional, local government funds, or other sources. The Northern Forum and/or the Secretariat do not provide project funding, unless included in the annual budget of the NF. Shall the NF budget have an expense item for project support, the Regional Coordinators Committee shall make a decision on their allocation to the projects. The Secretariat may assist project working groups in soliciting project funding.

Section 7.4. ENDORSED PROJECTS

Endorsed projects are those projects that are consistent with the purpose and principles of the Northern Forum mission statement and declaration, and beneficial to the member regions of the Northern Forum, but do not yet have specific work plans, project working groups, and sufficient funding to complete the project in accordance with NF requirements. Endorsed projects also include activities which involve less than three (3) member regions, or are activities conducted outside the NF structure which provide benefit to NF members. Re-designation process for endorsed projects is described in the Rules of Procedure Manual.

Section 7.5. NF COOPERATION AND PARTNERSHIPS

The Northern Forum may cooperate with national and local governments, industrial companies, non-government organizations, and the scientific and educational institutions, to implement its

projects and other activities. Such cooperation and partnerships shall be proposed by project working groups and Secretariat, then reviewed and approved by the RCC.

ARTICLE VIII FINANCIAL ADMINISTRATION

Section 8.1. FISCAL YEAR

The organization's fiscal year shall begin on January 1 of each year but is subject to change upon the decision of the Board of Governors.

Section 8.2. FINANCIAL REPORTING

The Northern Forum Secretariat shall develop an annual financial report that details all income and expenses, all debts and other financial operations for the current and preceding fiscal years. Additional information on financial reporting can be found in the Rules of Procedure Manual.

Section 8.3. CONTRACTS, DEEDS, AND INSTRUMENTS

Duly authorized contracts, deeds, and other instruments shall be executed by the Executive Director or in his/her absence by the Deputy Director, under the seal of the Secretariat.

Section 8.4. DEPOSITS AND ACCOUNTS

All funds of the Northern Forum shall be deposited to the accounts of the non-commercial organization authorized to act as the Secretariat. The non-commercial organization acting as the Secretariat shall open separate accounts and hold separate accounting balance of the Secretariat.

Section 8.5. LIABILITY

The Northern Forum Board of Governors shall not be personally liable to the organization, except as provided by Law, nor shall the officers be liable for debts remaining after all of the assets of the organization have been dispersed.

The Northern Forum officers shall be liable for the implementation of the approved budget.

ARTICLE IX OTHER CLAUSES

Section 9.1. BOOKS AND RECORDS

Books of account of the activities and transactions of the Northern Forum shall be kept in the NF Secretariat. These shall include a copy of Bylaws, Rules of Procedure, declarations, resolutions, all minutes of meetings of the Board of Governors and other bodies, and reports.

Section 9.2. USE OF NAME AND LOGO

All activities conducted under the auspices of the Northern Forum, including activities using the NF logo, must be approved by the Regional Coordinators Committee in writing as advised by the Executive Director. Approvals for NF auspices shall ensure that the activity meets the goals and objectives of the NF's Strategic Plan, and conforms to the Bylaws and Declarations of the Northern Forum. This approval process does not apply to approved NF projects, or official meetings, events, and conferences sponsored by the Northern Forum.

ARTICLE X
AMENDMENT OF BYLAWS

Section 10.1.

These Bylaws are subject to amendment at any regular meeting of the Board of Governors. Changes in the Bylaws require consensus by the Board of Governors after review by the Regional Coordinators Committee. Any changes in the Bylaws approved by the Board of Governors take effect immediately.