



**International Organization of Northern Regions  
THE NORTHERN FORUM**

**BYLAWS**

**NEW EDITION**

**APPROVED**  
**by the Resolution # 245 of the Northern Forum Board of Governors**  
**at the XV General Assembly of the Northern Forum**  
**Khanty-Mansyisk, July 8, 2023**

## **ARTICLE I**

### **GENERAL PROVISIONS**

#### **Section 1.1. NAME**

The name of the organization is International Organization of Northern Regions “The Northern Forum”.

The 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 of the regions.

##### **Purposes:**

- to provide Northern regional leaders and representatives of the regions 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. MEMBERSHIP**

The Northern Forum is a membership-based international organization. The regions possessing the main features of a northern region, including harsh climate, distinct seasons of the year, stable groups of indigenous peoples in the population, can be its members. The regions interested in productive involvement in the international cooperation in the Arctic and the North can member the organization as well. The status of a business partner is given to the legal entities of any form of incorporation sharing the mission and purposes of the Northern Forum.

#### **Section 1.4. 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 1.5. WORKING LANGUAGES**

The working languages of the Northern Forum are English and Russian. Documents in both English and Russian languages shall be equally valid.

## **ARTICLE II ORGANIZATION**

### **Section 2.1. ORGANIZATIONAL STRUCTURE**

The supreme body of the organization is the Board of Governors. The structure of the organization also includes:

- Regional Coordinators Committee,
- Secretariat,
- Northern Forum Ambassadors,
- Working Groups,
- Northern Youth Forum,

The structure may also include the Associate Secretariats, if established.

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

### **Section 2.2. OPERATIONAL STRUCTURE**

The procedure for the interaction between all structural components is 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.

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 operation.

By the Resolution #196 of the Board of Governors, the location of the Secretariat has been fixated in the city of Yakutsk, Sakha Republic (Yakutia), Russian Federation.

The Northern Forum can have other offices, if resolved by the Board of Governors or the Regional Coordinators Committee. 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.

The Secretariat also has its own seal. The conditions of using the seals of a non-commercial organization and the Secretariat are specified in the Rules of Procedure.

## **Section 2.6. 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.

## **Section 2.7. ORGANIZATION WORK PLAN**

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

## **Section 2.8. DECLARATION, RESOLUTION AND MINUTES**

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 by areas of activity, Northern Youth Forum, Ambassadors, Regional Coordinators

Committee and Board of Governors.

Resolutions are prepared for a specific issue and presented by the Executive Director, members of the Regional Coordinators Committee, and the Board of Governors.

The Regional Coordinators Committee can adopt the Minutes and Resolutions approving a list and a composition of the working groups, a list of projects, new projects, work plans of the organization and its structures, 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.

All resolutions shall be 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.

## **Section 2.9. MEETINGS PROGRAMS**

See Rules of Procedures.

## **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 dues 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 to the member regions and business partners from the Russian Federation in Russian Rubles, to other members – in USD.

### **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;
- Creation of the organization's new structures;
- 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 with a casting vote. The Board shall consist of not less than three (3) members. Each Governor may appoint a designee to the Board of Governors.

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. CHAIR, VICE-CHAIRS**

The Board of Governors elects the Chair and 2 (two) Vice Chairs from different geographic regions:

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

The number of Vice-Chairs may be revised by the resolution of the Board of

Governors, if the number of Northern Forum member regions changes.

#### **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 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.

The Governors Summits on the topical issues of interregional cooperation and the regions' involvement in the global agenda may be held within the frameworks of large international forums.

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, the Executive Director of the Secretariat, working groups and other structures of the organization 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 Executive 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.

When the General Assemblies are rescheduled, the terms of office are prolonged automatically.

#### **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 Regional Coordinators Committee appoints an Acting Executive Director and/or Deputy Executive Director till the next General Assembly upon recommendation of the Head of the region where the Secretariat is located, by the decision in person or in absentia.

### **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.

Acting Executive Director and/or Deputy Executive Director can be replaced at any moment by the decision in person or in absentia of the Regional Coordinators Committee upon recommendation of the Head of the region where the Secretariat is located.

### **Section 5.6. COMPENSATION**

The Board of Governors shall determine the compensation of the NF officers and the Secretariat staff 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. 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 Executive 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 Executive Director are described in the Rules of Procedure Manual.

## **ARTICLE VI**

### **COMMITTEES AND OTHER STRUCTURES**

#### **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, 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. NORTHERN FORUM GOODWILL AMBASSADORS**

The status of the Northern Forum Goodwill Ambassador shall be granted to the outstanding state and public figures, representatives of business circles of flawless reputation, who are popular and have significantly contributed to the development of the Arctic and the North and share the Northern Forum mission. In their work, the Northern Forum Ambassadors shall be guided by these Bylaws, the NF Rules of Procedure and the Regulations on the Goodwill Ambassador.

### **Section 6.3. WORKING GROUPS**

Working groups are created by the decision of the Regional Coordinators Committee in the priority areas of the organization's activity upon the proposals of the members of the Board of Governors, the Regional Coordinators Committee and the Executive Director. In their work, the working groups are guided by these Bylaws, the NF Rules of Procedure and the Working Group Regulations.

### **Section 6.4. THE NORTHERN YOUTH FORUM**

The Northern Youth Forum brings together pro-active youth, interested in the development and strengthening of international cooperation, and represents a network that can be joined by youth associations and organizations, and individuals. In its work, the Northern Youth Forum is guided by these Bylaws, the NF Rules of Procedure and the NYF Regulations.

## **ARTICLE VII PROJECTS**

### **Section 7.1. PROJECT PROPOSALS**

The project activity is coordinated by the working groups in the major areas of the organization's activity.

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 are submitted for reviewal to the working groups, which provide recommendations on the approval of the list and status of the projects to the Regional Coordinators Committee.

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.

Provided there are sufficient funds from the membership dues and extra-budget sources, the Regional Coordinators Committee can announce a Call for Projects. The applications for the Call can be submitted by non-commercial organizations located in the Northern Forum member regions. A mandatory condition for the Call for Projects is a presence of project partners from at least 2 (Two) Northern Forum member regions. The Northern Forum business partners can request the Secretariat to allocate a part of their membership due to support a particular project. The Call is arranged in compliance with the Regulations approved by the Regional Coordinators Committee.

### **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.

The winners of the Call for Projects obtain a status of the priority project.

Upon the decision of the Regional Coordinators Committee, the status of the priority project can be granted to the projects of other international organizations supported by the Northern Forum.

Specific information on priority project administration can be found in the Rules of Procedure Manual.

### **Section 7.3. 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 7.4. 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 is soliciting project funding.

### **Section 7.5. NF COOPERATION AND PARTNERSHIPS**

The Northern Forum may cooperate with national and local governments and administrations, international organizations, industrial and other commercial companies and enterprises, non-commercial organizations, including the scientific and educational institutions, to implement its project and other activities. Such cooperation and partnerships shall be proposed by the working groups, the Northern Youth Forum, the Northern Forum Ambassadors and the 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 Executive Director, under the seal of the Secretariat.

#### **Section 8.4. DEPOSITS AND ACCOUNTS**

All funds of the Northern Forum shall be deposited to the settlement accounts of the non-commercial organization authorized to act as the Secretariat. To collect the membership dues of the regions and business partners located outside the Russian Federation, a settlement account can be opened, based on the agreement with the

non-commercial organization located in one of the Northern Forum member regions. The non-commercial organization acting as the Secretariat as well as the involved non-commercial organization outside the Russian Federation shall open separate accounts and hold separate accounting balance of the Northern Forum.

### **Section 8.5. LIABILITY**

The Northern Forum Board of Governors, the Northern Forum Regional Coordinators Committee shall not be personally liable to the organization, except as provided by Law, nor shall the officers and the staff of the Secretariat 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, Regulations of the organization's structures, work plans, reports, agreements, contracts, and business correspondence.

### **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.