



**CNU MEMBER- ELECTED BOARD CANDIDATE**  
SUBMISSION GUIDELINES

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## Background

A tradition that began in 2012 - the CNU Board of Directors includes three individuals elected by the membership to serve a three-year term. Elected board members have full voting rights and are held to the same level of commitment as internally selected candidates.

In 2019, CNU will welcome one elected individual to the Board of Directors to serve a single term beginning at CNU 27.Louisville and ending at CNU 30 in 2022. Individuals interested in running for the vacant seat must submit an application to the CNU Board by February 15, 2019. Online voting will begin March 15, 2019, and will run through June 14, 2019, with a chance to vote on-site at CNU 27.Louisville. Results will be announced at CNU 27.Louisville.

## Eligibility

All current CNU members are eligible to apply for an open seat on the CNU Board of Directors. Eligible candidates will not have served more than two (2) consecutive terms and will comply with all application and deadline requirements. Failure to follow direction may result in disqualification.

## Application Requirements

The CNU Board Candidate Application is composed of three (3) components. Submissions are due by 5pm Eastern on Friday, February 15, 2019 to [nominations@cnu.org](mailto:nominations@cnu.org). Only candidates meeting the deadline and submitting complete applications will be considered.

1. Applicant Questionnaire  
The questionnaire must be completed in its entirety and signed by the applicant
2. Letters of Recommendation  
Three (3) letters of recommendation must accompany the application. Letters should incorporate specific examples of leadership and be limited to one (1)-page each
3. Headshot  
A headshot for use on the CNU.org website must be submitted with the application. The image should be high-resolution (300 dpi .jpg).

## Application Deadline

Submissions must be received by 5pm Eastern on Friday, February 15, 2019.

Only submission emailed to [nominations@cnu.org](mailto:nominations@cnu.org) will be considered.

CNU will email a confirmation after submission materials are received. Please make sure that the email address listed on the Application is correct.

## Election Process and Timeline

Thursday, January 10, 2019	Call for Applicants opens
Friday, February 15, 2019	Call for Applicants closes Submissions must be received by 5pm Eastern
Thursday, February 28, 2019	Applicants receive email from CNU regarding their application status after review and certification by CNU Nominations Committee
Monday, March 6, 2019	CNU Board approves slate of candidates (CNU Bylaws require at least two candidates to hold Board elections)
Friday, March 15, 2019	CNU launches online Member Voting at CNU.org *
Wednesday, June 12, 2019	CNU 27.Louisville kicks off, along with onsite voting
Friday, June 14, 2019	Voting closes at noon EST CNU staff tally results and notifies candidates privately
Saturday, June 15, 2019	CNU Board Secretary announces new Board member

\* *NOTE: Campaigning should begin AFTER voting is open.*

## Member Voting

Voting will take place online, through CNU.org and will be open to all Current CNU Members. Each member will have one (1) vote. Once cast, CNU members cannot change their vote.

## Questions

Questions about the application, timeline, member-voting process, expectations or anything else related to the Member-Elected Board Candidate Process may be submitted to [nominations@cnu.org](mailto:nominations@cnu.org).

## CNU POLICIES – Bylaws

*Approved March 2014*

*Latest revision: March 10, 2016*

### BYLAWS OF CONGRESS FOR THE NEW URBANISM

#### ARTICLE I. MEMBERS

**Section 1. Membership Qualifications.** Members must be adults and must timely pay the annual membership fee as set by the board of directors (the “Board”) of the corporation. Member benefits, such as periodical subscriptions and conference discounts, are issued on a sliding scale. All members in good standing have voting privileges regardless of dues level. Membership terminates 366 days after last payment.

**Section 2. Annual Meeting.** The annual meeting of the members of the corporation will be held each year on the date and at the time and place that the Board determines. If the annual meeting is not held, by oversight or otherwise, a special meeting shall be held as soon as practical, and any business transacted or election held at that meeting shall be as valid as if transacted or held at the annual meeting.

**Section 3. Special Meetings.** Special meetings of the members for any purpose shall be held when called by the Chair or the Board. The President & CEO shall issue the call for the meeting, unless the Chair, the Board or members requesting the meeting designates another person to do so. The members at a special meeting may transact only business that relates to the purposes stated in the notice of the special meeting.

**Section 4. Place.** Meetings of members may be held either within or outside the State of Florida.

**Section 5. Notice.** A written notice of each meeting of members stating the place and time of the meeting and, in the case of a special meeting, the purpose or purposes of which the meeting is called, shall be given to each member of record not less than ten days before the date set for the meeting. Notice may be given either by mail, courier, facsimile, electronic mail, or any other form of wire or wireless communication, by or at the direction of the persons calling the meeting. For purposes of mail delivery, the notice shall be considered delivered when it is deposited in the United States mail, postage prepaid, addressed to the member at his or her address as it appears on the records of the corporation.

**Section 6. Waivers of Notice.** Whenever any notice is required to be given to any member of the corporation under these Bylaws, the Articles of Incorporation, or the Florida statutes, a written waiver of notice, signed anytime by the person entitled to notice shall be equivalent to giving notice. Attendance by a member at a meeting, in person or by proxy, shall constitute a waiver of notice of the meeting, except when the member attends a meeting solely for the purpose, expressed at the beginning of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 7. Fixing Record Date.** For the purpose of determining the members for any purpose, the Board shall fix a record date, which shall not be more than sixty days before the date on which the action requiring the determination is to be taken. If the purpose is to determine members entitled to attend a meeting, the record date shall be at least five days before the date on which the action is to be taken. If no record date is fixed for the determination of members, the record date shall be the date on which notice of the meeting is mailed or the date on which the Board adopts a resolution authorizing the action that would require a determination of members. When a determination of members entitled to attend any meeting of members

has been made as provided in this section, that determination shall apply to any adjournment of the meeting, unless the Board fixes a new record date.

**Section 8. Quorum.** Three percent (3%) of all members being present in person, proxy or by teleconference, will constitute a quorum for the transaction of business. The affirmative vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which a quorum is present, shall be necessary for the adoption of any matter voted upon by the members.

**Section 9. Voting.** Members shall vote only on those matters the Board identifies and submits to the members.

## ***ARTICLE II. DIRECTORS***

**Section 1. Function.** The business of this corporation shall be managed and its corporate powers exercised by the Board.

**Section 2. Number.** The corporation shall have twelve (12) directors; provided that the permitted number of directors shall be increased to thirteen (13) in such years as the term of the Chair-Elect is extended as provided in Article II, Section 4. One of the directors shall be the President & Chief Executive Officer of the corporation, if one is elected or appointed by the Board, who shall be a member of the Board for so long as such officer holds such office. The President & Chief Executive Officer shall not be entitled to vote as a director in the Board's meetings but shall be entitled to vote when serving on Board committees and task forces. One of the directors will be the Chapter Representative whose role is further defined in Article II Section 20. Two (2) of the directors will be elected by the members pursuant to the voting process set forth in Article II, Section 21. The number of directors may be increased or diminished from time to time by an amendment to these Bylaws, which shall be in written form and approved by three quarters of the members of the Board. No decrease shall have the effect of shortening the term of any incumbent director, unless the Board removes the director. The Board shall have the following officers: a Chair, a Chair-Elect, a Treasurer, and a Secretary. These Board officers shall have all of the duties described in these Bylaws and the Articles of Incorporation for their particular offices and those duties incident to their particular offices for a corporation organized under Chapter 617 of the Florida Statutes, as well as any policy approved by the Board.

**Section 3. Qualification.** Each member of the Board must be a member of the corporation.

**Section 4. Election and Term.** Members of the Board may be (i) elected by the Members pursuant to Article II, Section 21, (ii) elected by the Board, or (iii) in the case of the Chief Executive Officer deemed to be elected to the Board for as long as he or she serves in that capacity. Members of the Board shall have a three-year term. Board-elected directors shall be elected by majority vote of the Board. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified or until his or her earlier resignation, removal from office or death; provided that no Board member shall serve for more than six (6) years. Notwithstanding the foregoing, if the term of the Chair-Elect would otherwise expire or additional service would be prohibited by the total limit on years of service, such that they could not serve as Chair, then they shall be deemed to serve a special one (1) year additional term and the limit on service shall be increased to seven (7) years. Their original seat, whether elected or appointed, shall be deemed vacated when such one year term begins.

**Section 5. Compensation.** The Board has authority to fix the compensation of the directors, as directors and as officers. Unless otherwise determined by the Board, directors and officers shall serve without compensation other than reimbursement for those expenses identified from time to time.

**Section 6. Duties of Directors.** A director shall perform his or her duties as a director, including his or her duties as a member of any committee of the Board upon which he or she serves, in good faith, in a manner he or she reasonably believes to be in the best interests of the corporation and in keeping with the policies and requirements established by the Board from time to time.

**Section 7. Presumption of Assent.** A director of the corporation who is present at a meeting of the Board at which action on any corporate matter is taken is presumed to have assented to the action unless he or she votes against it or expressly abstains from voting on it.

**Section 8. Vacancies.** Any vacancy occurring on the Board, including any vacancy created because of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors, even if the number of remaining directors does not constitute a quorum of the Board. A Nominating Committee shall be appointed by the Board to make recommendations of qualified individuals to fill vacancies on the Board and to recommend individuals on the Board to serve as officers of the Board. The Board may accept or reject such nominations and may elect individuals not named by the nominating committee.

**Section 9. Resignation and Removal of Directors.** Resignation of a Director from the board must be in writing and received by the Secretary. At a meeting of the Board noticed for that purpose, the Board, by a vote of the majority of the directors present, may remove any director, or any number of directors, with or without cause, and fill any vacancy or vacancies created by the removal. Directors up for removal have a vote on all matters including removal, until the removal motion is approved by a majority of the directors present. Directors elected by the members pursuant to Article II, Section 21 may be removed in the same fashion as other members of the Board.

**Section 10. Quorum and Voting.** A quorum of the Board shall consist of one-third (1/3) of the directors set forth herein for the transaction of business. The act of the majority of the directors at a meeting at which a quorum is present is the act of the Board.

**Section 11. Place of Meetings.** Regular and special meetings by the Board may be held within or outside the State of Florida.

**Section 12. Regular Meetings.** A regular meeting of the Board shall be held annually. The Board may provide, by resolution, the time and place for the holding of additional regular meetings. All regular meetings shall be preceded by not less than twenty (20) days' notice of the time and location of such meeting.

**Section 13. Special Meetings.** Special meetings of the Board may be called by or at the request of the Chair, Chair-Elect, Secretary, Treasurer or President & CEO.

**Section 14. Notice of Meetings.** Written notice of the time and place of special meetings of the Board shall be given to each director by either personal delivery, first class United States mail, telegram, cablegram, facsimile, electronic mail, or any other form of wire or wireless communication, at least two (2) days before the meeting. Notice of a meeting of the Board need not be given to any director who signs a waiver of notice either before or after the meeting.

Attendance of a director at a meeting constitutes a waiver of notice of the meeting and all objections to the time and place of the meeting, or the manner in which it has been called or convened, except when the director states, at the beginning of the meeting, any objection to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of the meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time and place. Notice of any adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

**Section 15. Action Without Meeting.** Voting on any matters may be conducted by United States mail or electronic mail. Specific procedures for U.S. mail or electronic mail voting may be adopted by the Board of Directors. Any action of the Board which could take place at a meeting of the Board may be taken without a meeting if the action is approved by all of the Board members in a written consent describing the action and signed by each director.

**Section 16. Executive Committee.** The Chair, Chair-Elect, Secretary and Treasurer of the Board, together with the President & Chief Executive Officer, shall constitute the Executive Committee of the Board and shall be entitled to take actions on the Board's behalf between meetings of the Board unless (i) the Board has specifically determined that such action is not delegated to the Executive Committee, (ii) such action involves the amendment of these Bylaws (except as previously authorized by the Board), (iii) the action involves the dismissal or appointment of a Board member or an officer, including the President & CEO or (iv) the action involves the approval of any material expense (greater than five percent (5 %) of the annual budget as approved by the Board). Decisions of the Executive Committee shall be by majority vote, provided that the presence of three (3) members shall constitute a quorum. Meetings of the Executive Committee may take place at any time and at any location, whether in Florida or not, and may be held with not less than one hour's notice. The Executive Committee will consult with other members of the Board as it deems necessary and feasible and will report all of its decisions to the Board either through notice or at the next meeting of the Board. The President & CEO will deliver regular reports to the Executive Committee, which will serve as his or her point of contact for questions about priorities and necessary decisions. The Executive Committee will provide the Board with an annual evaluation of the performance of the President & CEO.

**Section 17. Other Committees.** The Board may, from time to time, create other committees to coordinate activities or examine or generate proposals. The Chair shall identify the members of each committee and the committee chair, and no change in membership or chair may occur without consent of the Chair. Committees may include members at the discretion of the Chair, but each committee must include at least two (2) Board members. A quorum for purposes of conducting the business of the committee shall be a majority of committee members, provided that at least two (2) Board members are present. These committees shall be advisory only, and shall have no authority to act whatsoever except pursuant to specific resolution by the Board.

**Section 18. Conduct of Meetings.** Unless the Board determines otherwise, any special or regular meeting of the Board, the Executive Committee or any committee, may be conducted with any or all of the Directors or members participating through the use of any means of communication by which all the Directors and members participating may simultaneously hear each other during the meeting. A Director or member participating in a meeting by this means is deemed to be present in person at the meeting.

**Section 19. Emeritus Status for Founders.** The six (6) persons named in the Articles of Incorporation as members of the initial Board ("Founders") and Mr. Robert Davis shall be entitled to permanent emeritus status upon their resignation or replacement (including without limitation, replacement for non-attendance at Board meetings, failure to pay dues, or other acts signaling the members' withdrawal from full membership status). Advancement to emeritus status shall be automatic upon the replacement or removal of the Founder unless declined in writing. Founders shall be entitled to resign and reinstate their emeritus status by written notice to the Board at any time. Notwithstanding the foregoing, any Founder may be removed from or decline emeritus status for incapacity, malfeasance or breach of fiduciary duty at a meeting of the Board noticed for that purpose, by a vote of the majority of the directors present.

Founders who undertake emeritus status shall be entitled to notice of and participation in all Board meetings and shall be entitled to vote at Board meetings. Emeritus Board members shall not, however, be counted for purposes of determining the presence or absence of a quorum and, when determining whether a majority of the full Board has approved an amendment to these Bylaws, only the votes of full directors shall be considered for purposes of such determination. Emeritus Board members shall not serve as officers of the Board or the Corporation and shall have no responsibility for financial oversight of Corporation activities once they undertake emeritus status. Vacancies resulting on the Board due to a founding member's advancement to emeritus status shall be filled in accordance with the provisions of Article II, Section 8 above. Similarly, an emeritus member may only return to full director status upon the occurrence of a vacancy on the Board and appointment in accordance with the provisions of Article II, Section 8.

**Section 20. Chapter Representative.** The Chapter Steering Committee, composed of one representative from each local and full status Chapter (as defined in the Chapter Charter Agreement), will select a nominee for the position of Chapter Representative on the Board. The Chapter Representative Nominee will be presented to the Nomination Committee and subject to the same terms and conditions as any other Board Member nominee; furthermore, the same election rules and responsibilities will apply to the Chapter Representative as any other Board Member. However, the Chapter Representative serves one term of three (3) years on the Board and cannot serve two consecutive terms as the Chapter Representative unless the Board approves such candidacy for re-election by a two thirds vote of Board members present at a duly called meeting of the Board. The Chapter Representative will be responsible for leading the Chapter Steering Committee meetings and the annual meeting at the Congress. One year before the end of the term of the Chapter Representative, a new Chapter Representative Nominee will be elected and, during the year before such Nominee assumes the Board position, they will assist the Chapter Representative and become trained in the role and expectations for the Chapter Representative.

**Section 21. Member-Elected Board of Directors.** Each year that there is not a Chapter Representative election then there shall be an election for one director from the membership so that there are a total of three (3) elected Board directors (including the Chapter Representative). The Nomination Committee will solicit nominations from the membership. The Nomination Committee will create and manage a questionnaire and completion of the questionnaire and approval by the Nominating Committee will indicate a nominee's entry into the election. Nominees are subject to the terms and conditions developed by Board policy. All nominees meeting the Nominating Committee's terms and conditions will be presented to the membership for voting; provided, however, that if less than two candidates qualify to run for an elected office then the election shall not be held and, if less than the required quorum or members participate in Voting then the election shall be deemed not held. Voting will be conducted by online proxy voting where a voter's identity is verified and will be open for 30 days and will end during the regular annual meeting of the members. At the regular annual meeting of the members, the official vote will occur and proxy votes will be counted. Proxy votes will count toward a quorum. Each member of good standing is entitled to one vote. The candidate who receives the highest number of votes cast shall be deemed to be elected to the Board. In the event of a tie, the winner shall be determined by drawing lots among the tied candidates. Each member-elected director shall follow the same responsibilities and requirements as the rest of the Board elected directors. If the election is not held because of insufficient candidates or the absence of a voting quorum, or if an elected director resigns or is removed, then the Board may appoint a director for the balance of the term of the elected director.

### ***ARTICLE III. OFFICERS***

**Section 1. Designation.** The principal officers of the corporation shall be the Chair, the Chair-Elect, the Secretary, and the Treasurer, all of whom shall be elected by the Board, at the Board's discretion, and serve as one (1) year term except that the Chair-Elect shall serve a one (1) year term as Chair-Elect and shall

automatically become Chair thereafter for an additional one (1) year term. The Board may elect or appoint other officers, including a President & Chief Executive Officer, an Executive Director and assistant officers, who shall have the authority and perform the duties prescribed by the Board. All officers of the Board must be members in good standing. All officers shall hold office until their successors have been appointed or elected and have qualified or until their resignation, removal from office, or death. One person may hold any two or more offices. The failure to elect a principal officer shall not affect the existence of the corporation.

**Section 2. President & Chief Executive Officer (CEO).** The President & CEO, subject to the directions of the Board, is responsible for the general and active management of the business and affairs of the corporation, has the power to sign bonds, deeds, and contracts for the corporation, unless the Chair otherwise directs.

**Section 3. Chair.** The Chair shall convene regularly scheduled Board meetings and shall preside or arrange for other officers to preside at each meeting in the following order: Chair-Elect, Secretary and Treasurer. The Chair shall have the following duties:

- Oversees Board and Executive Committee meetings;
- Review Board meeting minutes and sign off on action items;
- Works in partnership with the CEO to make sure Board resolutions are carried out;
- Calls special meetings if necessary;
- Appoints all committee chairs, and with the CEO, recommends who will serve on committees;
- Prepares agenda for Board meetings with the assistance of the CEO;
- Assists CEO in conducting new Board member orientation;
- Oversees searches for a new CEO;
- Coordinates CEO's annual performance evaluation, salary and bonus;
- Participates on the nominations and governance committee to recruit new Board members and ensure CNU governance procedures are matched with the needs of the organization;
- Acts as an alternate spokesperson for the organization;
- Periodically consults with Board members on their roles and helps them assess their performance;
- In coordination with the CEO, play in active role in the organization's short and long term fundraising goals, including Board member's annual give/get commitment, and
- Oversees Board discipline and working relationships among board members and with CEO.

**Section 4. Chair-Elect.** The Chair-Elect shall assume the duties of the Chair in case of the Chair's absence, and shall have the following duties:

- Attend all Board meetings;
- Serve on the Executive Committee;
- Carry out special assignments as requested by the Chair;
- Understand the responsibilities of the Chair and be able to perform these duties in the Chair's absence, and
- Participate as a vital part of the Board leadership.

**Section 5. Secretary.** The Secretary, if designated, shall have the following duties:

- Attend all Board meetings;
- Serve on the Executive Committee;
- Ensure the safety and accuracy of all Board records;
- Review and distribute executive Committee and Board minutes;
- Assume responsibilities of the Chair in the absence of the Chair, and Chair-Elect, and
- Provide notice of meetings of the Board and/or of a committee when such notice is required.

If no Secretary is designated, the President & CEO, if one has been elected or appointed, shall perform the duties of the Secretary in addition to the other duties of the Executive Director. If neither a Secretary nor an Executive Director has been designated, elected or appointed, the President shall perform the duties of the Secretary in addition to the other duties of the President.

**Section 6. Treasurer.** The Treasurer shall have the following duties:

- Attend all Board meetings;
- Serve on the Executive Committee;
- Maintain knowledge of the organization;
- Understand financial accounting for nonprofit organizations;
- Serve as the chair of the finance committee;
- Manage, with the finance committee, the Board's review of and action related to the Board's financial responsibilities;
- Work with the CEO to ensure that appropriate financial reports are made available to the Board on a timely basis;
- Present the annual budget to the Board for approval, and
- Review the annual audit and answer Board members' questions about the audit.

If required by the Board, the Treasurer shall give a bond for the faithful discharge of his or her duties in the sum and with the surety or sureties that the Board determines.

**Section 7. Resignation and Removal of Officers.** Resignation of an Officer must be in writing and received by the Secretary. An officer or agent elected or appointed by the Board may be removed by the Board whenever in its judgment the removal of the officer or agent will serve the best interests of the corporation. Removal shall be without prejudice to any contract rights of the person removed and without prejudice to any position held on the Board unless specifically addressed by the Board. The appointment of any person as an officer, agent or employee of the corporation does not create any contract rights. The Board may fill a vacancy, however occurring, in any office.

**Section 8. Salaries.** The Board from time to time shall fix the salaries of the officers, and no officer shall be prevented from receiving his or her salary merely because he or she is also a director of the corporation.

#### ***ARTICLE IV. INDEMNIFICATION***

Any person, his or her heirs or personal representative, made, or threatened to be made, a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, because he or she, is or was a director, officer, employee or agent of this corporation or serves or served any other corporation or other enterprise in any capacity at the request of this corporation, shall be indemnified by this corporation, and this corporation may advance his or her related expenses to the full extent permitted by law. In discharging his or her duty, any director, officer, employee or agent, when acting in good faith, may rely upon information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by (1) one or more officers or employees of the corporation whom the director, officer, employee or agent reasonably believes to be reliable and competent in the matters presented, (2) counsel, public accountants or other persons as to matters that the director, officer, employee or agent believes to be within that person's professional or expert competence, or (3) in the case of a director, a committee of the Board upon which he or she does not serve, duly designated according to law, as to matters within its designated authority, if the director reasonably believes that the committee is competent. The foregoing right of indemnification reimbursement shall not be exclusive of other rights to which the person, his or her heirs or personal representatives may be entitled.

The corporation may, upon the affirmative vote of a majority of its Board, purchase insurance for the purpose of indemnifying these persons. The insurance may be for the benefit of all directors, officers or employees.

### ***ARTICLE V. FINANCES***

**Section 1. Signature on Checks and Notes.** All checks and notes shall be signed by any such officer or his or her designee as the Board of Directors may from time to time designate, or as stated in these Bylaws.

**Section 2. Fiscal Year.** The fiscal year of the corporation will be the calendar year.

**Section 3. Audit.** The accounts of the corporation shall be audited not less than annually by a Certified Public Accountant who shall be appointed by the Executive Committee, with the approval of the Board of Directors and who shall provide a report to the Board of Directors.

### ***ARTICLE VI. AMENDMENT***

These Bylaws may be repealed or amended, and additional Bylaws may be adopted, by a vote of a majority of the full Board.

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## **CNU POLICIES - Conflict of Interest**

### **ARTICLE I – Purpose**

The purpose of this conflict of interest policy is to protect the interest of the Congress for the New Urbanism (“the Organization”) when it contemplates entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excel benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### **ARTICLE II – Definitions**

#### ***2.1 Interested Persons***

Any director, officer, or member of a committee with governing board delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

#### ***2.2 Financial Interest***

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A comprehensive arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

### **ARTICLE III – Procedures**

#### ***3.1 Duty to Disclose***

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

#### ***3.2 Determining Whether a Conflict of Interest Exists***

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, the board or committee members have the right to ask the interested person to leave while the determination of a conflict of interest is discussed and voted upon. There is no obligation, however, that the interested person leave the meeting while the remaining board or committee members decide if a conflict of interest exists.

### **3.3 Procedures for Addressing the Conflict of Interest**

An interested person may make a presentation at the governing board or committee meeting.

The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction arrangement from a person or entity that would not give rise to a conflict of interest.

If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

### **3.4 Violations of the Conflict of Interest Policy**

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member's response and after making further investigations as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

## **ARTICLE IV – Records of Proceedings**

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

## **ARTICLE V – Compensation**

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### **ARTICLE VI – Annual Statements**

Each director, principal officer and member of a committee with governing board delegate powers shall annually sign a statement that affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities that accomplish one or more of its tax-exempt purposes.

#### **ARTICLE VII – Periodic Reviews**

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### **ARTICLE VIII – Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Organization may, but not need, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

## CNU POLICIES - Board Member Responsibilities

*Excerpt from the Annual Board Commitment Document*

As a member of the Board of Directors of the Congress for the New Urbanism, I have three fundamental fiduciary duties:

- A *Duty of Care* to actively participate in making decisions on behalf of CNU and to exercise my best judgment when doing so. This includes reviewing and approving the annual budget; hiring, firing, and evaluating the CEO; adopting sound ethical and legal governance and financial management policies; and ensuring that CNU has adequate resources to advance its mission.
- A *Duty of Loyalty* to put the interests of the organization before my personal and professional interests when acting on behalf of CNU in a decision-making capacity.
- A *Duty of Obedience* to ensure that CNU complies with the applicable federal, state, and local laws and adheres to its governing documents.

In furtherance of these commitments and responsibilities, I pledge to uphold the following policies and requirements:

- To attend, fully prepare for, and participate in, at least three out of four of regularly scheduled board meetings
- To sign and support CNU board policies and statements
  - Statement on Inclusion (see link)
  - Conflict of Interest (see link)
- To be familiar with, support, and uphold other Board policies (see link)
- To be familiar with, support, and uphold CNU Bylaws (see link)
- To serve on at least one committee and actively participate in its work
- To meet the annual fundraising / financial contribution of \$5,000 through a combination of personal contributions, and solicitation of contributions (i.e. individual donation, high-level memberships, corporate sponsorship, foundation or government grant support, etc.)
- To propose candidates who will further CNU's work for nomination and/or election to the board of directors
- To strictly maintain the privileged or sensitive information provided to me to safeguard the organization's reputation and integrity, as well as the privacy rights of individuals and donors connected with the organization and the Board.
- To get to know CNU's staff members, volunteers, participants, programs, and activities
- To support a culture of respectful dialogue and debate

## CNU POLICIES – Statement of Inclusion

We—the National Board of the Congress for the New Urbanism—challenge, encourage, and support all members of the New Urbanist movement to reaffirm the Charter’s commitment to building great places for all people, regardless of background, race, income, or ability, and to create a more inclusive, engaged movement. Drawing on our movement’s tradition of excellence in community design and (re)development, New Urbanists shall further develop, evolve, and implement strategies and solutions for providing attainable housing, designing and financing diverse neighborhoods, and ultimately building a just place.

The promise of the Charter—to build and make economically viable, stable, and environmentally healthy communities within a coherent physical framework—can only be fulfilled by identifying and confronting exclusionary policies, practices, and behaviors; empowering those who have been most affected; and committing ourselves to accelerating actions and strategies that foster more inclusive communities.

## CNU POLICIES - Charter of the New Urbanism

**The Congress for the New Urbanism** views disinvestment in central cities, the spread of placeless sprawl, increasing separation by race and income, environmental deterioration, loss of agricultural lands and wilderness, and the erosion of society's built heritage as one interrelated community-building challenge.

**We stand** for the restoration of existing urban centers and towns within coherent metropolitan regions, the reconfiguration of sprawling suburbs into communities of real neighborhoods and diverse districts, the conservation of natural environments, and the preservation of our built legacy.

**We advocate** the restructuring of public policy and development practices to support the following principles: neighborhoods should be diverse in use and population; communities should be designed for the pedestrian and transit as well as the car; cities and towns should be shaped by physically defined and universally accessible public spaces and community institutions; urban places should be framed by architecture and landscape design that celebrate local history, climate, ecology, and building practice.

**We recognize** that physical solutions by themselves will not solve social and economic problems, but neither can economic vitality, community stability, and environmental health be sustained without a coherent and supportive physical framework.

**We represent** a broad-based citizenry, composed of public and private sector leaders, community activists, and multidisciplinary professionals. We are committed to reestablishing the relationship between the art of building and the making of community, through citizen-based participatory planning and design.

**We dedicate** ourselves to reclaiming our homes, blocks, streets, parks, neighborhoods, districts, towns, cities, regions, and environment

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We assert the following principles to guide public policy, development practices, urban planning, and design.

### ***The region: Metropolis, city and town***

1. Metropolitan regions are finite places with geographic boundaries derived from topography, watersheds, coastlines, farmlands, regional parks, and river basins. The metropolis is made of multiple centers that are cities, towns, and villages, each with its own identifiable center and edges.
2. The metropolitan region is a fundamental economic unit of the contemporary world. Governmental cooperation, public policy, physical planning, and economic strategies must reflect this new reality.
3. The metropolis has a necessary and fragile relationship to its agrarian hinterland and natural landscapes. The relationship is environmental, economic, and cultural. Farmland and nature are as important to the metropolis as the garden is to the house.
1. Development patterns should not blur or eradicate the edges of the metropolis. Infill development within existing urban areas conserves environmental resources, economic investment, and social fabric, while reclaiming marginal and abandoned areas. Metropolitan regions should develop strategies to encourage such infill development over peripheral expansion.

Charter for the New Urbanism— page 2

2. Where appropriate, new development contiguous to urban boundaries should be organized as neighborhoods and districts, and be integrated with the existing urban pattern. Noncontiguous development should be organized as towns and villages with their own urban edges, and planned for a jobs/housing balance, not as bedroom suburbs.

3. The development and redevelopment of towns and cities should respect historical patterns, precedents, and boundaries.
4. Cities and towns should bring into proximity a broad spectrum of public and private uses to support a regional economy that benefits people of all incomes. Affordable housing should be distributed throughout the region to match job opportunities and to avoid concentrations of poverty.
5. The physical organization of the region should be supported by a framework of transportation alternatives. Transit, pedestrian, and bicycle systems should maximize access and mobility throughout the region while reducing dependence upon the automobile.
6. Revenues and resources can be shared more cooperatively among the municipalities and centers within regions to avoid destructive competition for tax base and to promote rational coordination of transportation, recreation, public services, housing, and community institutions.

***The neighborhood, the district, the corridor***

10. The neighborhood, the district, and the corridor are the essential elements of development and redevelopment in the metropolis. They form identifiable areas that encourage citizens to take responsibility for their maintenance and evolution.
11. Neighborhoods should be compact, pedestrian-friendly, and mixed-use. Districts generally emphasize a special single use, and should follow the principles of neighborhood design when possible. Corridors are regional connectors of neighborhoods and districts; they range from boulevards and rail lines to rivers and parkways.
12. Many activities of daily living should occur within walking distance, allowing independence to those who do not drive, especially the elderly and the young. Interconnected networks of streets should be designed to encourage walking, reduce the number and length of automobile trips, and conserve energy.
13. Within neighborhoods, a broad range of housing types and price levels can bring people of diverse ages, races, and incomes into daily interaction, strengthening the personal and civic bonds essential to an authentic community.
14. Transit corridors, when properly planned and coordinated, can help organize metropolitan structure and revitalize urban centers. In contrast, highway corridors should not displace investment from existing centers.
15. Appropriate building densities and land uses should be within walking distance of transit stops, permitting public transit to become a viable alternative to the automobile.
16. Concentrations of civic, institutional, and commercial activity should be embedded in neighborhoods and districts, not isolated in remote, single-use complexes. Schools should be sized and located to enable children to walk or bicycle to them.
17. The economic health and harmonious evolution of neighborhoods, districts, and corridors can be improved through graphic urban design codes that serve as predictable guides for change.
18. A range of parks, from tot-lots and village greens to ballfields and community gardens, should be distributed within neighborhoods. Conservation areas and open lands should be used to define and connect different neighborhoods and districts.

***The block, the street, the building***

19. A primary task of all urban architecture and landscape design is the physical definition of streets and public spaces as places of shared use.
20. Individual architectural projects should be seamlessly linked to their surroundings. This issue transcends style.
21. The revitalization of urban places depends on safety and security. The design of streets and buildings should reinforce safe environments, but not at the expense of accessibility and openness.
22. In the contemporary metropolis, development must adequately accommodate automobiles. It should do so in ways that respect the pedestrian and the form of public space.
23. Streets and squares should be safe, comfortable, and interesting to the pedestrian. Properly configured, they encourage walking and enable neighbors to know each other and protect their communities.
24. Architecture and landscape design should grow from local climate, topography, history, and building practice.
25. Civic buildings and public gathering places require important sites to reinforce community identity and the culture of democracy. They deserve distinctive form, because their role is different from that of other buildings and places that constitute the fabric of the city.
26. All buildings should provide their inhabitants with a clear sense of location, weather and time. Natural methods of heating and cooling can be more resource-efficient than mechanical systems.
27. Preservation and renewal of historic buildings, districts, and landscapes affirm the continuity and evolution of urban society.