

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.

76893513_1