



CONGRESS  
FOR THE  
NEW  
URBANISM

PROCEDURE FOR SELECTING THE  
CHAPTER REPRESENTATIVE TO  
THE CNU BOARD

December 9, 2014

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CNU Board of Directors Responsibilities

## Chapter Representative

### 1. General

- a. Chapters have one representative position on the Board of Directors
- b. The Chapter Representative will work closely with the Chapter Coordinator and the Chapter Steering Committee in order to assist Chapters in supporting the mission of the Congress for the New Urbanism
- c. The Chapter Steering Committee is composed of Presidents or Chairs from each of the Chapters. The Chapter Steering Committee will be presided over by the Chapter Representative and facilitated by the Chapter Coordinator

### 2. Qualifications

- a. Eligible candidates must qualify via the standards prescribed in the CNU Conflict of Interest Policy
- b. A candidate must be a member of a Chapter Executive Committee at the time of nomination
- c. A candidate is required to provide a letter of recommendation from their chapter indicating the chapter's support of their candidacy one week prior to the opening of the voting process
- d. A candidate is required to provide a resume or curriculum vitae for use by voting Chapter Leaders one week prior to the opening of the voting process
- e. Once an individual is selected to be the Chapter Representative they are allowed to, but are not required to, continue their service on a Chapter Executive Committee

### 3. Responsibilities

- a. Represent the interests of all CNU chapters in moving forward the mission of the Congress of the New Urbanism
- b. Communicate opportunities and issues that affect the Chapters' effectiveness in moving forward the mission of the Congress of the New Urbanism
- c. Fulfill the duties and responsibilities of a board member of the Congress of the New Urbanism as stated in the bylaws
- d. Report on issues relevant to the Chapters following CNU Board of Directors meetings
- e. Set the agenda and lead the Chapter Steering Committee conference calls that occur every two months
- f. Set the agenda and chair the Chapter Steering Committee business meeting at each annual Congress

#### 4. Procedure for Selection

- a. The Nominating & Governance Committee alerts the Chapter Steering Committee of an impending nomination process
- b. Chapter Leaders announce the opportunity to serve to their respective chapters
- c. Chapter Leadership nominates one individual from amidst their Chapter Executive Committee
- d. The Nominating & Governance Committee reviews the candidate list to ensure that each individual is eligible to serve given the aforementioned qualifications
- e. An instant run-off style voting procedure occurs; each chapter, represented by their Chapter Leader, has one vote
- f. The candidate with the highest vote total is deemed the Chapter Representative nominee
- g. CNU Board of Directors votes on the confirmation of the Chapter Representative nominee
- h. If the CNU Board of Directors votes not to confirm the Chapter Representative nominee, the Chapter Leadership will decide whether they will nominate the candidate who received the second highest cumulative ranking or start a new candidacy process that will provide a nominee for which the CNU Board of Directors will vote to confirm

#### 5. Term Duration

- a. The Chapter Representative serves one term on the Board of Directors
- b. The length of the term is two years
- c. An individual cannot serve two consecutive terms as the Chapter Representative

#### 6. Resignation or Removal

- a. The Chapter Representative may resign at any time by giving written notice to the Board of Directors. A resignation is effective at the time the notice is delivered unless the notice specifies a future date. The pending vacancy may be filled prior to the effective date, however the successor shall not take office until the effective date.
- b. The Chapter Representative may be removed from the Board of Directors for a failure to meet her or his obligation to further the mission of the Congress of the New Urbanism and its Chapters. Such removal shall be by a majority vote of the Board of Directors at a meeting at which the quorum is present.
- c. The Chapter Representative may be removed from the Board of Directors if the Chapter Steering Committee feels that the Chapter Representative is not meeting their obligation to represent and support them in their efforts to further the mission of the Congress for the New Urbanism. The Chapter Steering Committee may approach the Executive Committee of the Board of Directors with such a complaint. The Executive Committee shall investigate the matter and recommend or not recommend removal of the individual by vote of the Board of Directors.

#### 7. Vacancy of the Position

If the Chapter Representative position is vacated prior to the end of the 2-year term, the Chapter Representative-elect will fill the vacancy. If there is no Chapter Representative-elect at the time of the vacancy, the Chapter Coordinator and the Chapter Steering Committee will carry out a special candidate selection process in order to nominate an individual that the CNU Board of Directors will confirm via vote in order to fill the role.

8. Chapter Representative-Elect

- a. Following the first Chapter Representative selection, in the second year, the voting process will be repeated in order to select the successor to the Chapter Representative - the Chapter Representative-Elect
- b. The identification, nomination and confirmation will occur every other year
- c. The Chapter Representative-Elect may attend Board of Directors meetings, but attendance is not required. The Chapter Representative-Elect has no official role on the Board of Directors and is non-voting
- d. The Chapter Representative-Elect will become acclimated to the leadership role and assist the Chapter Representative with issues related to the Chapters
- e. Once an individual is selected to be the Chapter Representative-Elect they are allowed to, but are not required to, continue their service on a Chapter Executive Committee

**CONGRESS FOR THE NEW URBANISM**  
**CONFLICT OF INTEREST POLICY**

Adopted February 29, 2008

**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 excess 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 Person**

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 compensation 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**

- a.** An interested person may make a presentation at the governing board or committee meeting.
- b.** 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.
- c.** After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d.** 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 Conflicts of Interest Policy**

- a.** 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.

**b.** If, after hearing the member's response and after making further investigation 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 delegated powers shall annually sign a statement which 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 which accomplish one or more of its tax-exempt purposes.

A copy of the annual statement is provided as **Exhibit A**.

### **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 need not, 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



**Exhibit A**

**Annual Statement**

Please sign and return this Annual Statement to the appropriate official of Congress for the New Urbanism.

I certify that:

1. I have received a copy of the Conflicts of Interest Policy of which this Annual Statement is a part.
2. I have read and understand the Conflicts of Interest Policy.
3. I agree to comply with the Conflicts of Interest Policy, and
4. I understand that Congress for the New Urbanism is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Name: \_\_\_\_\_

Signature: \_\_\_\_\_

Date: \_\_\_\_\_

## **CONGRESS FOR THE URBANISM BOARD MEMBER RESPONSIBILITIES**

**DECEMBER 9, 2014**

### **BOARD MEETINGS**

As a fellow Board member, we require you to participate in our three annual Board meetings. These meetings are typically held in the Winter (February/March), Spring (with the Congress), and Fall (September /October). The dates for subsequent Board meetings are set at each meeting. You will be expected to cover the travel and lodging costs associated with each Board meeting. Our quorum requirement is at least 1/3 of board members.

### **MEMBERSHIP AND EVENTS**

You are required to attend and, if requested, participate in presentations, press conferences, VIP events, and other events at our annual Congress and Summit. You may also be asked to represent the organization at various events and conferences throughout the year.

To set an example for other members, board members are required to remain a paid member of CNU, and pay full registration costs and travel expenses for the annual Congress and/or Transportation Summit. As an event sponsor, your registration may be included in the package.

### **FUNDRAISING AND FINANCIAL CONTRIBUTIONS**

Board members are required to take responsibility for and be involved in fundraising for the organization. Overall, there is an expectation that the each board member will raise a minimum of \$5,000 for the organization through personal contributions, solicitations, or high-level memberships from individuals and organizations, securing corporate sponsorships, and/or playing a leadership role in obtaining foundation or government grant support. Each board member will be contacted on an annual basis to determine his/her fundraising commitment for that year. Board members agree to have an annual conversation with the Development Director to discuss leveraging their networks for fundraising purposes. The minimum requirement is that each board member personally contributes \$250.00 per year (by Dec. 31) in addition to any other fundraising activities.

### **SUPPORT TO THE ORGANIZATION**

In addition to the duties listed above, board members are expected to participate in various working committees during the year, as assigned. These committees are made up of board members and possibly other CNU members and help establish policies for the organization. The executive committee, consisting of the Chair, Vice-Chair, Secretary, and Treasurer together with the Chief Executive Officer, is entitled to take actions on the board's behalf between meetings that fall within certain parameters. They meet via conference call on a monthly basis. The executive committee membership is reviewed every two years by the full board. Finally, Board members are expected to assist the CEO as requested.

## **TERMS OF OFFICE**

Board members serve two-year terms when nominated or 3 year terms when elected, with a maximum of four consecutive terms. At the end of the two-year term, each Board member will be evaluated on his/her Board performance prior to renewal. Former board members who have served four consecutive terms may be reappointed to the board after a two-year hiatus. The Board has the right to review your status as a board member if you miss two meetings, the Congress, or financial responsibilities within your two-year term.

## **FINANCIAL OBLIGATIONS**

Annual board expenses, including travel costs, and board give/get is estimated at \$8,150. An individual member can expect to pay at least \$3,150 of the \$8,150 out of pocket, and the balance will come from solicitations of outside support.