

**BYLAWS**  
**OF**  
**CONGRESS FOR THE NEW URBANISM-ILLINOIS, INC.**  
**AN ILLINOIS NOT FOR PROFIT CORPORATION**  
**(Adopted as of August 24, 2006)**

**BYLAWS  
OF  
CONGRESS FOR THE NEW URBANISM-ILLINOIS, INC.**

**ARTICLE I. NAME**

**Section 1.1 Name.** The Corporation shall be known as Congress for The New Urbanism-Illinois, Inc.

**Section 1.2 Principal Office.** The Principal Office of the Corporation shall be located in the State of Illinois at such place as places as the Board of Directors may from time to time designate.

**ARTICLE II. PURPOSES AND POWERS**

**Section 2.1 Purpose and Powers.** The purposes and powers of the Corporation shall be as stated in its Articles of Incorporation.

**ARTICLE III. MEMBERS**

**Section 3.1 Regular Members.** At the discretion of the Board of Directors, the Corporation may or may not have members. Initially, there shall be no members of the Corporation. The Board of Directors may from time to time establish and identify members of the Corporation. If members are designated and established, the requirements, responsibilities and benefits shall be as determined by the Board of Directors. Membership in the Corporation is non-transferable. Members shall have no ownership rights or interest of any kind whatsoever in the Corporation or its assets. In no event shall members be entitled to vote. Any notice to or the presence, vote, consent, or other action of members required by the Illinois General Not-For-Profit Corporation Act of 1986, as amended (or the corresponding section of any future not-for-profit Corporation law), shall be satisfied by notice to or the presence, vote, consent or other action of the Board of Directors.

**Section 3.2 Advisory Board.** The Board of Directors, in its discretion, may establish and designate members of an advisory board or committee to assist the Board of Directors. Initially, there shall be no advisory board or committee. The requirements for and responsibilities of such advisory board or committee, if any, shall be as established by the Board of Directors. Advisory board or committee membership, if any, is non-transferable, and persons serving on such board or committee shall have no ownership rights or interest of any kind whatsoever in the Corporation or its assets. In no event shall any member of the Advisory Board, or any member of any other committee, be entitled to vote.

**ARTICLE IV. BOARD OF DIRECTORS**

**Section 4.1 Membership.** The Board of Directors of the Corporation shall be composed of not less than six and not more than twelve individuals.

**Section 4.2 Election of Directors and Term of Office.** The initial Directors shall be the nine (9) persons appointed by the Incorporator.

Thereafter, members of the Board of Directors shall be elected by the majority vote of the Board of Directors, to serve until their respective successors are elected and qualified. The election of the Directors shall be staggered so that in each year, one-third of the total number of the Board of Directors of the Corporation is elected. Three (3) of the initial Directors shall serve a term of one (1) year, three (3) of the initial Directors shall serve a term of two (2) years, and three (3) of the initial Directors shall serve a term of three (3) years. The initial Board of Directors shall determine which Directors shall serve one (1), two (2) and three (3) year terms. Thereafter, Directors shall be elected from the membership.

The Board of Directors shall set a date for the nomination and subsequent election of new Directors. Any person desiring to be a Director (an "Applicant") shall inform the Board at least ten (10) days prior to the selection of nominees by Membership. All Applicants shall submit an application to the Board in such form as prescribed by the Directors. A Director shall be appointed by the affirmative vote of a majority of the Directors then in office, not including a current Director whose election is being voted on.

**Section 4.3 Duties.** The governance of the Corporation is vested in the Board of Directors, which may be assisted in specific duties by the officers, if any, of the Corporation. The Board of Directors shall have final authority over all Corporation business, and over all matters contained in the Bylaws. The Board may, in its discretion, elect from among its members a Chair, Vice-Chair, Secretary and Treasurer who shall have such duties and powers as may be specified by the Board and who shall serve until a successor is elected or until the position is terminated.

**Section 4.4 Meetings.** The Directors may hold regular or special meetings in or outside of Illinois, at times and places and on dates as may be determined by the Board. Meetings may be held after ten days' notice of the date, time, place or purpose, unless the Directors unanimously waive in writing the ten days' prior notice requirement, unless the meeting is a special meeting of directors to remove a director under Section 108.35(b) of the Illinois General Not For Profit Corporation Act of 1986, in which case written notice of the proposed removal must be delivered to all directors at least twenty (20) days prior to such meeting. A regular meeting of the Directors shall be held at least once a year, which may be in conjunction with the Corporation's annual meeting in January. Special meetings of the Board may be called by the Chair or by a majority of the Directors. Notice of time and place of special meetings of the Board of Directors shall be given to each Director and to an executive director or officer, if one is appointed, by personal notification, mail, e-mail, telefax or other form of written communication, charges prepaid, at least three days prior to said meeting or by mail posted so as to provide at least three days notice. Neither the business to be transacted at, nor the purpose of, any special meeting of the board need be specified in the notice.

Members of the Board or of a committee of the Board may participate in a meeting of such Board or such committee by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting may communicate and can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

**Section 4.5 Action Without Meeting.** Any action required or permitted to be taken by the Board of Directors under any provision of law, the Articles of Incorporation, or these Bylaws may be taken without a meeting if all Directors shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Action by written consent shall have the same force and effect as a unanimous vote of such Directors.

**Section 4.6 Quorum.** A majority of the membership of the Board shall constitute a quorum. The act of the majority of the Directors present and voting at any special or regular meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors.

**Section 4.7 Resignation or Removal.** Any Director 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. Any Director may be removed from the Board of Directors for a failure to meet her or his obligations to the Corporation. Such removal shall be by a majority vote of the Board of Directors at a meeting at which the quorum is present.

**Section 4.8 Vacancies.** Except as otherwise provided herein, the Chair shall submit to the remaining Directors nomination(s) to fill vacancies on the Board for unexpired terms. The Chair's nomination(s) must be approved by a majority of the remaining Directors in attendance at a meeting where a quorum of Directors is present.

**Section 4.9 Voting.** Every Director present and voting at any special or regular meeting of the Board at which a quorum is present shall have the right and be entitled to one vote upon every proposal submitted to vote at any such meeting of the Board.

**Section 4.10 Compensation.** The Board shall serve without compensation but may fix reasonable allowance for reimbursement of expenses actually incurred in connection with their duties.

**Section 4.11 Executive Committee.** The Chair, Vice-Chair, Secretary and Treasurer shall constitute an Executive Committee of the Board of Directors. The Executive Committee shall meet periodically to carry out the purposes of the Corporation. The Executive Committee shall have all the powers of the Board except that it shall not have the following powers: 1) to adopt a plan for the distribution of the Corporation's assets; 2) to amend or repeal the Bylaws; 3) to elect, appoint or remove and officer or director or any member of any committee, or fix the compensation of any member of a committee; 3) dissolve the Corporation, change the purpose of

the Corporation or adopt, amend or repeal the Bylaws or the Articles of Incorporation; or 4) adopt a plan of merger or adopt a plan of consolidation with another corporation, or authorize the sale, lease, exchange or mortgage of all or substantially all of the property or assets of the corporation. The Executive Committee may establish rules and regulations for the operations of the Executive Committee and the Corporation, including officers, voting, meetings and other procedural matters. All actions of the Executive Committee must be ratified by the Board at its next meeting. The Executive Committee will report its actions between Board meetings at the next regular meeting of the Board. Meetings of the Executive Committee shall be called by the Chair, or in her or his absence, the Vice-Chair. A majority of the members of the Executive Committee shall constitute a quorum. The vote of a majority of the members of the Executive Committee present at a meeting at which a quorum is present shall be the act of the Executive Committee.

**Section 4.12 Special Committees.** A majority of the Board of Directors may from time to time appoint temporary or special committees, which in its discretion may be deemed necessary and advisable. Upon doing so, the Board of Directors shall appoint directors or such other persons as the Board of Directors designates, to serve on the committee or committees. Each committee shall have two or more directors, a majority of its membership shall be directors, and all committee members shall serve at the pleasure of the Board.

## **ARTICLE V. OFFICERS**

**Section 5.1 Number, Qualifications, Term, and Election of Officers.** The officers of the Corporation shall be the Chair, Vice Chair, Treasurer, and Secretary, each of whom shall be elected by the Board of Directors from among its members. There may be an Executive Director appointed by the Board of Directors. A Director may hold the offices of Treasurer and Secretary, concurrently. Each officer shall hold office for a term from the time he or she is elected until the next succeeding annual meeting of the Board of Directors or until his or her successor shall have been duly elected and qualified. In the Board's discretion, any officer may be re-elected at the end of his or her term of office. The Board of Directors may from time to time appoint such officers, agents and employees as the Board of Directors may deem necessary or advisable, each of whom shall hold office or employment for such period, have such authority, and perform such duties as the Board of Directors may from time to time determine.

**Section 5.2 Removal.** Any officer of the Corporation may remove with or without cause at any time by a majority vote of the Board of Directors at a meeting at which the quorum is present.

**Section 5.3 Chair.** The Chair shall be the chief executive officer of the Corporation, and, subject to the supervision of the Board of Directors of the Corporation shall have general supervision and direction of the business and affairs of the Corporation. The Chair shall preside at each meeting of the Board of Directors. The Chair shall be entitled to notice of and to attend meetings of all committees. The Chair shall see that all orders and resolutions of the Board of Directors and committees of the Board of Directors are carried into effect.

**Section 5.4 Vice Chair.** The Vice Chair will assist the Chair in carrying out his/her duties, as set forth in Section 5.3 of this Article. He/she shall preside in the Chair's absence at meetings of the Board of Directors and Executive Committee when such are called for under these Bylaws. With the Chair and the Board of Directors, the Vice Chair shall be responsible for the formation and implementation of the general policies of the Corporation. He/she shall also perform other duties as may be requested of him or her from time to time by the Chair of the Board of Directors. In case of the Chair's absence or inability to act, the Vice Chair shall perform the duties of the Chair and when so acting shall have all the authority of and be subject to all the restrictions upon the Chair.

**Section 5.5 Secretary.** The Secretary shall be responsible for supervising the recording and keeping of minutes of all meetings of the Board of Directors and the Executive Committee. The Secretary shall keep a register of the post office address of each Director, which shall be furnished to him or her by such Directors, and shall cause to be given notice of all meetings of the Board of Directors. He/she shall have the authority to certify the bylaws, resolutions of the members and Board of Directors and committees thereof, and other documents of the corporation as true and correct copies thereof. He/she shall be the custodian of the seal of the Corporation and shall affix the seal, or cause it to be affixed, to all documents the execution of which on behalf of the Corporation under its seal shall have been specifically or generally authorized by the Board of Directors. He/she shall have the charge of the books, records, and papers of the Corporation relating to its organization as a Corporation and shall see that the reports, statements and other documents required by law are properly kept or filed. He/she shall perform all duties incident to the office of the Secretary and such other duties as may from time to time be assigned to him or her by the Board of Directors or any Chair.

**Section 5.6. Treasurer.** The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; shall keep full and accurate accounts of assets, liabilities, receipts and disbursements, and other transactions of the Corporation in books belonging to the Corporation; shall cause regular audits of such books to be made under the guidance and direction of the Board of Directors; and shall deposit or cause to be deposited all monies and other valuable effects in the name of and the credit of the Corporation in such banks or other depositories as may be designated by the Board of Directors. The Treasurer, with the authority of the Chair, shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements. He/she shall render, whenever the Board of Directors, Chair, or these Bylaws require, a statement of all transactions as Treasurer and an account of the financial condition of the Corporation.

**Section 5.7 Vacancies.** Excepts as otherwise provided in these Bylaws, in case the office of the Chair, Vice Chair, Treasurer, Secretary, or other person appointed by the Board of Directors becomes vacant due to death, resignation or removal, the vacancy may be filled for the unexpired term by action of the remaining Board Directors.

**Section 5.8 Resignations.** Any officer, agent or employee appointed by the Board of Directors may resign his or her office at any time by giving written notice of his or her resignation to the Chair or Secretary of the Corporation. Such a resignation shall take effect at

the time of its receipt, and the acceptance of the resignation shall not be necessary to make it effective.

**Section 5.9 Non-Liability of Directors.** The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

**Section 5.10 Personnel.** The Board of Directors may employ an Executive Director who shall be the chief operating and administrative officer of the Corporation, subject to the direction of the Board of Directors. He/she shall be responsible for the Corporation's day-to-day operations, organization and staff. In general, he/she shall perform all duties incident to the position of administrative office and such other duties as may from time to time be assigned to him or her by these Bylaws or by the Chairperson. The Board of Directors shall fix the compensation for such office and approve a salary structure. The Executive Director shall serve at the pleasure of the Board of Directors.

The Board of Directors may also employ such other personnel and retain consultants as may be deemed necessary to attain the objectives of the Corporation.

## **ARTICLE VI. FINANCIAL AFFAIRS**

**Section 6.1 Audit and Bookkeeping.** All books and records of the Corporation, and all funds thereof, shall be managed as may be required from time to time by applicable law.

**Section 6.2 Fiscal Year.** The fiscal year of the Corporation shall begin on the first (1<sup>st</sup>) day of January and end on the thirty-first (31<sup>st</sup>) day of December in each calendar year.

## **ARTICLE VII. MISCELLANEOUS**

**Section 7.1 Account Books, Minutes, Etc.** The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors and committees.

**Section 7.2 Designated Contributions.** The Corporation may accept any designated contribution, grant, bequest or devise consistent with its general tax-exempt purposes, as set forth in its Articles. As so limited, donor-designated contributions will be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the Corporation shall reserve all right, title and interest in and to and control of such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax-exempt purposes.

**Section 7.3 Indemnification.** Directors and officers of the Corporation shall be indemnified by the Corporation in accordance with the provisions of Section 108.75 of the Illinois General Not for Profit Corporation Act of 1986, as amended.

**Section 7.4 References to Internal Revenue Code.** All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

**Section 7.5 Amendments.** The power to alter, amend or repeal these Bylaws or the Articles of Incorporation or adopt new Bylaws shall be vested in the Board of Directors, and shall require a majority vote of the Board of Directors.

**Section 7.6 Severability.** The invalidity of any provision of these bylaws shall not affect the other provisions hereof, and in such event these bylaws shall be construed in all respects as if such invalid provision were omitted.

CONGRESS FOR THE NEW  
URBANISM-ILLINOIS, INC.

By: \_\_\_\_\_  
Name: \_\_\_\_\_  
Title: \_\_\_\_\_

**CERTIFICATE**

THIS IS TO CERTIFY that the attached Bylaws of the Congress for the New Urbanism-Illinois, Inc. is a complete and accurate copy (conformed copy) of the original document.

\_\_\_\_\_  
Secretary

DATE: \_\_\_\_\_, \_\_\_\_\_

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