



**Urban Affairs Association
University of Delaware
297 Graham Hall
Newark, DE 19716 USA
Phone: 302-831-1681
Fax: 302-831-4225
uaa@udel.edu**

BYLAWS
(as amended 2/95)

ARTICLE I: OBJECTIVES

The objectives of the Association are:

- A. To promote more effective policies and procedures relative to the development and administration in colleges and universities of education, training, service, and basic and applied research programs in the field of urban affairs.
- B. To provide a forum for the discussion and exchange of information and experiences on mutual problems related to such programs.
- C. To provide for the dissemination of information and research findings about urbanism and urbanization
- D. To foster the development of urban affairs as a professional and academic field.

ARTICLE II: OFFICES

The principal office of the Association shall be located in the City of Washington, District of Columbia, and the Association may have such other offices, either within or without the District of Columbia, as the Governing Board may determine from time to time.

The Association shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office.

ARTICLE III: MEMBERSHIP

Section 1. Classes of Members: The association shall have three (3) classes of membership: Institutional, Individual, and Student.

A. Institutional Membership. Any institute, center, or department for urban affairs which is administered by a college or university or by a consortium thereof shall be eligible for Institutional Membership. For purposes of this subsection, an “institute, center, or department” is defined as a unit which is broad in mission and scope of activity, multi-disciplinary in staff competence and program approach, and recognized formally in the university structure by things such as having a budgeted staff, office space, and a professional head. Institutional members shall designate an official representative who shall exercise the powers and privileges of institutional membership.

B. Individual Membership. Any individual involved in education, training, service, administration, or research in the field of urban affairs is eligible for individual membership.

C. Student Membership. Any undergraduate or graduate student with an interest in urban affairs is eligible for student membership.

Section 2. Membership Committee: The Membership Committee, with the approval of the Governing Board, may establish additional criteria and standards for membership which are not inconsistent with these Bylaws. The Membership Committee shall develop a strategy for active recruitment of appropriate membership.

Section 3. Membership Dues; Termination of Membership: An eligible applicant shall not become a member until payment of the appropriate dues. The Governing Board, by affirmative vote of two-thirds (2/3) of its members, may suspend or expel a member for cause after an appropriate hearing and by majority vote as provided in Article III, may terminate the membership of any member who becomes ineligible for membership or suspend or expel any member who shall be in default in the payment of dues.

Section 4. Representation and Voting: Each Institutional and Individual Member shall be entitled to one vote on each matter submitted to a vote of the members. No other class of membership shall have voting rights.

Section 5. Transfer of Membership: Membership in the Association is not transferable or assignable.

ARTICLES IV: GOVERNING BOARD

Section 1. Composition: The Governing Board of the Association shall be comprised of fifteen (15) persons elected from among its members by the voting members of the Association. The term of office shall be three (3) years, but members of the Governing Board shall serve until their respective successors are duly elected and qualify. Terms of Governing Board members shall be staggered in a manner to permit the election of one-third (1/3) the Board each year. No member of the Governing Board shall serve more than two full consecutive terms.

Section 2. Powers and Duties: The Governing Board shall have the following powers and duties:

- A. Conduct of Affairs.** Between meetings of the members of the Association, the Governing Board shall conduct the affairs of the Association and shall regularly report its actions to the membership.
- B. Petition Agenda.** The Governing Board shall place on its agenda and consider at its meeting next following receipt of a petition signed by at least three (3) voting members all matters raised in such a petition.
- C. Staff.** The Governing Board may, from time to time, appoint such staff as in its discretion are needed.
- D. Dues.** The Governing Board shall fix the annual dues for each class of member and may fix special categories of dues for students.

Section 3. Compensation: Governing Board members shall not receive compensation for any service they may perform as members of the Board. They shall, however, be entitled to reimbursement for expenses incurred in connection with attendance of regular meetings of the Board or at membership meetings of the Association.

Section 4. Vacancies: The Governing Board shall have the power to fill, for the unexpired portion of the term, a vacancy on the Governing Board or in an office caused by the death, resignation, or failure to serve of a member of the Board or an officer.

Section 5. Meetings: The Governing Board shall meet twice annually; winter and spring, and the Association's Annual Meeting will be held in the spring. The Association may hold other regularly scheduled meetings at times and places which it designates. It shall hold special meetings upon the call of the Chairperson or upon the written request of a majority of its members, at the time and place designated in said call or said request, as the case may be.

Annual and regularly scheduled meetings shall be general meetings, that is to say, open for transaction of any business within the powers of the Governing Board without special notice of such business, except in any case in which special notice is required by law or these Bylaws. No business other than that specified in the notice of the meetings shall be transacted at any special meeting.

Section 6. Notice of Meetings: Not less than ten (10) days' written notice of any meetings shall be given to each member of the Governing Board. Such notices of meetings shall state the place, day, and hour of such meetings, and, in the case of special meetings, or when required by law or these Bylaws, shall also state the business proposed to be transacted thereat. Such notice shall be given to all members of the Governing Board by leaving the same with them or at their addresses as they appear upon the books of the Association. No notice of the time, place, or purpose of any meetings, whether prescribed by law, by the Articles of Incorporation, or by these Bylaws, need to be given to any member of the Governing Board who attends in person (except where such attendance is for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened) or who, in writing, executed and filed with the records of the meeting either before or after the holding thereof, waives such notice.

Section 7. Attendance: A Governing Board member who is absent for three (3) consecutive meetings may be removed from the Governing Board by action of the Governing Board at a Board meeting.

Section 8. Quorum: A majority of the members of the Board shall constitute a quorum for the transaction of business; but in the absence of a quorum, a majority of the members of the Board present may adjourn a meeting from time to time without further notice.

Section 9. Manner of Acting: At any meeting at which there is a quorum present, the Board may act upon the affirmative vote of a majority of its members present.

Section 10. Informal Action: Any action which is required to be taken or which may be taken at a meeting of the Governing Board, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all the members of the Governing Board.

Section 11. Depositories: The Governing Board by resolution may determine the depositories in which the funds of the Association are maintained and may designate the person or persons authorized to sign and endorse checks and other instruments on behalf of the Association.

ARTICLE V: MEETINGS OF MEMBERS

Section 1. Annual and Regular Meetings: The Annual Meeting of the members of the Association shall be held in the spring of each year at such time and such place as may be designated by the Governing Board. Additional regular meetings may be scheduled and the place thereof designated by resolution of the Association.

Section 2. Business Meetings: A business meeting of the voting members of the Association shall be held during the Annual Meeting of the Association.

Section 3. Special Meetings: The Chairperson of the Association shall call a special meeting no sooner than thirty (30) days nor later than one hundred twenty (120) days after receipt of a written petition of twenty five (25) percent of the voting members and shall call a special meeting pursuant to a resolution adopted by the Association at a regular or special meeting or pursuant to the vote by mail of a majority of the voting members of the Association.

Section 4. Notice of Meeting: Written or printed notice of all meetings of the Association stating the place, date, and hour of each meeting shall be delivered, either personally or by mail, to each member of the Association (whether or not such member has the right to vote) not less than thirty (30) days before the date of the meeting by direction of the Chairperson of the Association. In case of a special meeting or when required by law or by these Bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed by to be delivered when deposited in the United States mail addressed to the member at his or her address as it appears on the records of the Association with postage thereon prepaid.

Section 5. Manner of Acting: Unless the vote of a greater number is required by law or by these Bylaws: at any annual, regular, or special meeting, the Association may act upon the affirmative vote of a majority of those voting members present, but such action shall not go into effect until affirmed by a majority of the members of the association responding to a written ballot to be mailed to the membership within sixty (60) days of said meeting. Ballots shall not be counted until forty-five (45) days after the date on which they are mailed to the membership.

Section 6. Informal Action by Members: Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken shall be signed by all the members entitled to vote with respect to the subject matter thereof.

ARTICLE VI: OFFICERS

Section 1. General: The officers of the Association shall consist of a Chairperson, a Vice Chairperson, and a Secretary-Treasurer.

Section 2. Duties of Chairperson: The Chairperson shall be the chief executive officer of the Association, and he or she shall preside at all meetings of the Governing Board and the Association. In general, he or she shall perform all duties incident to the office of Chairperson and such other duties as may be prescribed by the Governing Board from time to time.

Section 3. Duties of Vice Chairperson: The Vice Chairperson shall perform the duties of the Chairperson in the event of the absence, disability, or death of the latter. In addition, he or she shall perform such other duties as from time to time may be assigned by the Chairperson or by the Governing Board.

Section 4. Duties of the Secretary-Treasurer: The Secretary-Treasurer shall be a custodian of the minutes of the meetings of the Governing Board and the Association, of all other books and records, and of the seal of the Association. He or she shall see that all notices are duly given in accordance with the provision of these Bylaws or as required by law. He or she shall have custody of all funds of the Association, shall keep account thereof, and shall prepare and submit to the membership of the Association an annual financial report. In general, he or she shall perform all duties incident to the office of Secretary-Treasurer and such other duties as from time to time may be assigned by the Chairperson or by the Governing Board.

Section 5. Election and Term of Office: Each of the officers shall be elected by secret ballot by and from the Governing Board for a term of one (1) year at a meeting of the Governing Board held immediately following the annual business meeting. No person shall serve more than two (2) consecutive years in the same office. Each officer shall hold office until his or her successor has been duly elected and shall have qualified.

ARTICLE VII: COMMITTEES

Section 1. General: Except as otherwise provided herein, the Governing Board, by resolution, shall determine the ad hoc or permanent committees which may be necessary or appropriate to administer the activities and program of the Association and shall delegate to such committees the authority which it is intended to exercise. The members of such committees shall be appointed by the Chairperson

Section 2. Membership Committee: A five-person committee on membership, consisting of Institutional and Individual Members, shall be named by the Chairperson, with the consent of the Governing Board. The committee shall be broadly representative except that one member may be in the same geographical area as the chairperson of the committee. Members of the committee shall serve for a term of three (3) years, except that one member of the first membership committee shall be appointed for a term of one year, one member shall be appointed for a term of two years, and one member shall be appointed for a term of three years. The chairperson shall be a member of the Governing Board. Vacancies shall be filled by appointment made in the same manner as the original appointments.

Section 3. Nominating Committee:

- A. Composition:** A five-person committee on nominations shall be appointed by the Chairperson of the Association with the advice of the Governing Board at least six months prior to the Annual Meeting. No more than two members of the Nominating Committee may be Governing Board members. The Chairperson of the Association shall designate one of the Nominating Committee members as its chairperson.
- B. Nominees:** The Nominating Committee shall each year recommend to the membership of the Association a slate of persons to fill the vacancies on the Governing Board occurring by virtue of the expiration of terms of office. The Nominating Committee must nominate at least two more candidates for the above-named positions than vacancies exist.
- C. Procedure:** The initial report of the Nominating Committee shall be sent by mail, postage prepaid, to all members of the Association, at their address shown by the records of the Association, not less than seventy-five (75) days prior to the Annual Meeting of the Association. Additional nominations may be made in writing signed by any twelve (12) members of the Association representing at least three (3) institutions and mailed to the chairperson of the Nominating Committee not less than forty-five (45) days prior to the Annual Meeting. The Nominating Committee shall prepare a printed ballot listing its slate of nominees for the Governing Board and all nominations properly made by the membership. Said ballots shall be sent by mail, postage prepaid, to all members of the Association, at their addresses shown by the records of the Association, not less than thirty (30) days prior to the Annual Meeting and shall be marked and returned by mail to the Chairperson of the Association not later than ten (10) days prior to the Annual Meeting. The ballots shall than be opened and counted under the supervision of the Executive Director. Each member shall have the right to vote for the same number of nominees as there are vacancies to be filled. The appropriate number of nominees receiving the highest number of votes shall be elected and so declared at the Annual

Business Meeting. In the event of a tie among candidates for the Governing Board, a winner shall be selected by lot at the Annual Meeting.

ARTICLE VIII: MISCELLANEOUS PROVISIONS

Section 1. Seal: The seal of the Association shall be a disc inscribed with the words:
 URBAN AFFAIRS ASSOCIATION
 1970 District of Columbia

Section 2. Bonds: The Governing Board may require any officer, agent, or employee of the Association to give a bond to the Association for the faithful discharge of his or her duties, in such amount, on such conditions, and with such surety or sureties, as may be required by the Board.

Section 3. Fiscal Year: The fiscal year of the Association shall expire on June 30 of each year unless otherwise provided by the Governing Board.

ARTICLE IX: AMENDMENTS

Section 1. Amendments: The Bylaws of the Association may be amended by a majority vote of those responding to a written ballot mailed at any time on the initiative of the Governing Board to all voting members. Ballots shall not be counted until forty-five (45) days after the date on which they are mailed to the membership. The Governing Board shall exercise such initiative within thirty (30) days after receipt in writing of a proposed amendment in proper form, signed by not less than ten (10) voting members of the Association.

Section 2. Review: At the Annual Meeting of the Association in 1971 these Bylaws shall be reviewed in detail by the membership.

ARTICLE X: TRANSITIONAL PROVISIONS

The Council of the University Institutes for Urban Affairs, Inc. (now the Urban Affairs Association) was organized as the successor to a similar unincorporated association of the same name (excluding "Inc.") which is hereinafter referred to as the Predecessor Association. Therefore, notwithstanding any other provision in these Bylaws to the contrary, as of the date of the adoption of these Bylaws.

- A. The Council accepts an assignment of all the assets, tangible and intangible, and assumes the liabilities of the Predecessor Association.

- B. The members of the Governing Board and the standing committees and the officers of the Predecessor Association shall succeed to the same elective or appointive positions in the Council and shall serve as such for the balance of the terms to which they were elected or appointed by the Predecessor Association.
- C. The members of the Predecessor Association shall be recognized as members of the Council and shall be given appropriate credit for the dues paid the Predecessor Association.
- D. The schedule of dues adopted by the Predecessor Association shall be the initial schedule of dues of the Council.

In order to afford new members of the Council the opportunity to participate in the election of officers, members of the Nominating Committee and of persons to fill vacancies on the Governing Board, the pre-meeting procedures specified in Section 3c, Article VII, of these Bylaws shall not be applicable to the elections to be held at the 1971 Annual Meeting, but in lieu of such pre-meeting procedures the Nominating Committee shall present its initial report to the membership at said Annual Meeting, nominations shall be permitted from the floor, and elections shall be conducted by secret ballot.

Urban Affairs Association

RESOLUTION

Be it resolved,

That any funds provided to an institution for the delivery of a service to, or a program of, the Association or its members, be restricted to direct operational expenses, i.e., no Association funds may be diverted to overhead or administrative costs.

Approved this 21st day of October, 2000
