

# **URBAN LAND INSTITUTE GOVERNANCE MANUAL**

Approved  
January 15, 2013

*Amended September 7, 2021*

# Table of Contents

Overview.....	1
<b>The Basics of ULI .....</b>	<b>2</b>
Name .....	3
Incorporation.....	3
Purposes .....	3
Mission .....	3
Statement of Principles.....	3
Priorities.....	3
Office .....	3
Annual Report.....	3
Website.....	4
Voting, Balloting, Communications .....	4
Antitrust Compliance Policy .....	4
Governance Manual Amendments .....	4
<b>The Staff Structure of ULI.....</b>	<b>5</b>
Organization Charts.....	6
Staff .....	6
Policies .....	6
<b>The Organization and Member Structure of ULI.....</b>	<b>7</b>
Overview.....	8
ULI Trustees .....	9
ULI Board of Directors .....	9
ULI Chairman .....	9
ULI Treasurer .....	9
ULI Secretary.....	10
ULI CEO .....	10
ULI Operating Committee .....	10
ULI Foundation .....	10
ULI Past Chairmen .....	10
ULI Former Trustees.....	10
ULI Life Trustees .....	10
ULI Leadership .....	10
ULI Full Members--Annual Meeting .....	11
Elections, Announcements .....	11
<b>The Membership of ULI.....</b>	<b>12</b>
Types.....	13
Packages.....	13
Procedures .....	13
Requirements .....	14
Development Activities .....	14
Special Designations .....	15
Inclusivity .....	16
<b>The Committees &amp; Participatory Structures of ULI.....</b>	<b>16</b>
Committees .....	17
Participatory Structures .....	17
Operational Details .....	18

<b>The Councils of ULI.....</b>	<b>20</b>
Overview.....	21
Purposes .....	21
Value Proposition.....	22
Documents .....	22
Governance .....	22
Teams.....	23
Trustees Affiliation .....	25
Finances .....	25
<b>The District/ National Councils of ULI .....</b>	<b>26</b>
Overview.....	27
Purpose/Mission/Concept.....	27
Documents .....	28
Teams.....	29
Finances .....	29
Certification.....	30
Support (Staff/Consultants) .....	30
Governance .....	30
<b>The ULI Foundation.....</b>	<b>31</b>
Overview.....	32
Members.....	32
Chairman .....	32
Officers .....	33
Board of Directors.....	33
Board of Overseers.....	33
Staff .....	33
Finances, Investments, Budgets.....	33
Governance .....	34
Funding Sources and Uses .....	35
<b>The Fiscal and Legal Policies &amp; Procedures of ULI .....</b>	<b>36</b>
Overview.....	37
Authorities and Activities.....	37
Limitation of Liability and Indemnification .....	41
<b>The Regional Structures of ULI.....</b>	<b>42</b>
Overview.....	43
Europe .....	44
Asia Pacific .....	47
Japan.....	50

## Overview

A ULI Governance Manual was first created and adopted “in concept” in 1998 in conjunction with a major revision and simplification of the ULI Bylaws (where details relating to administration and procedural matters moved to a ULI Governance Manual). The purpose of a ULI Governance Manual is to supplement the ULI Bylaws by providing more detailed and specific information about ULI policies and procedures, to document other ULI information and to host all in a simple, single location.

Where a particular provision of the Bylaws is self-executing or self-explanatory, there is no parallel provision in the Governance Manual. Where more information about a Bylaws section is provided, the Bylaws reference will be provided. The Bylaws and Governance Manual are intended to be used together. The Governance Manual is not, though, organized in the same structure as the Bylaws, but in an organizational structure format. If there is any conflict or confusion between the provisions of the Bylaws and the Governance Manual, the Bylaws language will control.

The ULI Trustees have oversight for the Bylaws. They may amend the Bylaws in ways which require changes to the Governance Manual. The ULI Board of Directors has oversight for the Governance Manual. Any amendments made to the Governance Manual must be consistent with the Bylaws and Illinois law, which is the controlling document.

The procedures for amendments to the Governance Manual are outlined in “The Basics of ULI” section of this Governance Manual.

The Governance Manual is constantly being reviewed and updated to conform with changing ULI activities. It is, and always will be, a “working document”.

# The Basics of ULI

## **Name**

ULI's name is set forth in the Bylaws (Article I, Section 1).

## **Incorporation**

ULI's incorporation is set forth in the Bylaws (overview). The Articles of Incorporation (and amendments) are on file in the office of the CFO.

## **Purposes**

ULI's Purposes are set forth in the Bylaws (and are specified in the Articles of Incorporation as "Objectives") (Article II, Section 1).

## **Mission**

ULI's Mission is set forth in the Bylaws (Article II, Section 2). ULI implements its Mission, as detailed in Appendices 1 and 2.

## **Statement of Principles**

ULI's Statement of Principles is described in the Bylaws (Article II, Section 3), as detailed in Appendix 3.

## **Priorities**

ULI's Priorities are described in Appendix 4. The Framework for setting the Priorities is described in Appendix 5. The implementation process for the Priorities is described in Appendix 6.

## **Office**

ULI's office(s) are set forth in the Bylaws (Article III).

ULI's Executive Office is in Washington, D.C.

Currently, ULI also has offices in London (ULI Europe), Hong Kong (ULI Asia), Tokyo (ULI Japan), and specific locations in multiple cities throughout the world. The specifics are on file in the office of the CFO.

## **Annual Report**

ULI, from time to time, publishes in the third quarter of each year an Annual Report. It details the activities of ULI from the just completed fiscal year.

## **Website**

ULI maintains a main website – [www.uli.org](http://www.uli.org). It details current information and issues of ULI and the real estate and land use communities.

## **Voting, Balloting, Communications**

Unless otherwise required by applicable law, if any provision of the Bylaws or the Governance Manual requires a notice or communication to any Member, Trustee, Board of Director Member, or other committee member, or any record, to be in writing, an electronic record or an electronic communication satisfies the requirement. Similarly, unless otherwise required by applicable law, if any provision of the Bylaws or the Governance Manual requires the signature of a Member, Trustee, Board of Director Member, or other committee member, an electronic signature satisfies the requirement. Specific guidelines for formal Ballots are detailed in Appendix 7.

## **Antitrust Compliance Policy**

ULI has a strict policy of compliance with federal and state antitrust laws. ULI's formal policy, for staff and members, is detailed in Appendix 8.

## **Governance Manual Amendments**

The provisions for amendments to this Governance Manual are detailed in Appendix 9.

# **The Staff Structure of ULI**



## **Organization Charts**

ULI's global organization chart ("ULI Georgetown"), with its staff structure, is detailed in Appendix 10. ULI's District Council chart, ULI's Asia organization chart, and ULI's Europe organization chart, are detailed in Appendices 10a, 10b, 10c.

## **Staff**

### a. CEO

ULI is managed by a CEO (an appointed officer), as set forth in the Bylaws (Article VIII, Section 2). A position description is in Appendix 11.

### b. Other Appointed Officers

ULI has several other staff defined as appointed officers, as set forth in the Bylaws (Article VIII, Section 2) including: Executive Officer; Chief Executive, Europe, Middle East, Africa (EMEA); CFO; and a separate ULI Foundation President (if designated). Position descriptions are in Appendices 12-16.

### c. Appointment and Removal

The CEO and other appointed officers may hold employment contracts.

The CEO is selected and removed by the Board of Directors, as set forth in the Bylaws (Article VIII, Section 2).

### d. Other Staff

ULI is supported by a professional staff. The CEO has responsibility for the selection and removal of all staff not defined above.

## **Policies**

All staff sign:

1. Conflict of Interest Policy Statement (Appendix 17)
2. Code of Ethics Policy Statement (Appendix 18)

All staff act under defined guidelines:

1. Employee Handbook (Appendix 19)
2. Accounting Policies and Procedures Manual (Appendix 20)
3. Spending Authorities (on file in the office of the CFO)

\*Appendix 21 is a placeholder for future use.

# **The Organization and Member Structure of ULI**

## Overview

The structure and organization of ULI underwent a strategic new design in the Spring of 2011. This structure is detailed in Appendix 22.

The following tenets were prescribed.

- A structure is needed that fits a large and dispersed Institute.
- A structure is needed that can distinguish between efficient administration and pursuit of a “professional” mission.
- An endowment is needed, that is professionally managed, properly independent and wholly supportive of the Institute and its mission.

The following principles were utilized.

- Confirm the Trustees’ collective role as guardians and stewards.
- Allow the Trustees to devolve responsibility for ULI’s business strategy and delivery to a Board of Directors.
- Ensure the Board devolves day to day administration to an Operating Committee.
- Establish Board Committees for Governance and Nominating, Investments, Audit, and Global Strategy.
- Allow the ULI Foundation its own structure to support its work.

This structure is implemented through a series of meetings at ULI Spring and Fall meetings, at ULI Foundation Retreats, at Mid Winter Trustees meetings, and at a Summer Board of Directors meeting, as well as at interim conference calls, and global region events.

This structure provides ULI the ability to support and influence and engage three levels of the real estate and land use industry: members, users and customers, and the real estate and land use community and general public. This framework is detailed in Appendix 23.

The Institute’s impact is detailed below.

- Strategic partnerships.
- Connections to University and High School programs.
- Media exposure.
- Membership connections.
- Program of Work that addresses key markets and key activities, with fiscal sustainability, with valued information, insights, knowledge.
- Reach, brand, credentials, visibility extended.
- Public policy influenced.
- Thought Leadership platform enhanced.
- Members utilized effectively and efficiently.

## **ULI Trustees**

The Trustees are fully described in the ULI Bylaws (Article VI).

The Trustees selection and nominations process is detailed in Appendix 24.

Upon recommendation by the Chairman, or Board of Directors, or the Trustees, at any meeting of the Members, by a two-thirds vote of those present, an elected Trustee can be removed from office for any reason which is deemed adequate, including specific reference to convicted felonies, violations of the Code of Ethics for ULI Full Members or excessive absences from Trustees meetings. Before such removal, the Trustee concerned shall receive written notification from the ULI Chairman and be granted an opportunity to be heard at a meeting of the Trustees.

An elected Trustee may resign upon presenting his/her written resignation to the ULI Chairman. The resignation shall become effective immediately.

All Trustees agree to adhere to and sign the Trustees Roles and Responsibilities Compact (Appendix 25). All Trustees also agree to and sign the Conflict of Interest Policy for Trustees (Appendix 80).

## **ULI Board of Directors**

The Board of Directors is fully described in the ULI Bylaws (Article VII).

## **ULI Chairman**

ULI has a Chairman who is the Chief Elected Member, as set forth in the Bylaws (Article VIII, Section 1).

The Chairman serves for one term of two years (except as qualified by the vacancy provision) or until his/her successor is elected. The ULI Chairman serves as the Chairman of the Trustees and the Board of Directors, and is a member of the following Committees: ULI Foundation Board of Directors, Operating Committee (ex-officio), Global Strategy Committee, Governance and Nominating Committee, Compensation Committee, and the Past Chairs Advisory Group.

The selection process for the Chairman is detailed in Appendix 27; the vacancy provision for the ULI Chairman is detailed in Appendix 28; the job description for the ULI Chairman is detailed in Appendix 29.

## **ULI Treasurer**

ULI has a Treasurer, as set forth in the Bylaws (Article VIII, Section 1). The Treasurer is selected as part of the Board of Directors selection process. A job description is detailed in Appendix 30.

\*Appendix 26 is a placeholder for future use.

## **ULI Secretary**

ULI has a Secretary, as set forth in the Bylaws (Article VIII, Section 1). The Secretary is selected as part of the Board of Directors selection process. A job description is detailed in Appendix 31.

## **ULI CEO**

The CEO is described in the ULI Bylaws (Article VIII, Section 2), and in the Staff section of this Governance Manual.

## **ULI Operating Committee**

The Operating Committee is described in the ULI Bylaws (Article IX, Section 1), and in the Committee section of this Governance Manual.

## **ULI Foundation**

The ULI Foundation is described in the ULI Foundation Bylaws, in the ULI Bylaws (Article XV), and the ULI Foundation section of this Governance Manual, including Board of Directors, Board of Overseers, Officers, Leadership, staff, and other policies and activities.

## **ULI Past Chairmen**

The Past Chairmen of ULI are described in Appendix 32. A full list of the people who have held this position are detailed in Appendix 32A.

## **ULI Former Trustees**

The Former Trustees are described in Appendix 33.

## **ULI Life Trustees**

The Life Trustees are described in Appendix 34.

## **ULI Leadership**

A Leadership System is detailed in Appendix 35.

## **ULI Full Members--Annual Meeting**

Illinois law requires an annual meeting of the Full Members of ULI. Written notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than 30 days before the date of the meeting, or in the case of a removal of one or more Trustees, a merger, consolidation, dissolution or sale, lease or exchange of assets not less than 20 nor more than 60 days before the date of the meeting, by or at the direction of the Chairman, or the secretary, or an officer or persons calling the meeting, to each member of record entitled to vote at such meeting (Article XII of the Bylaws).

## **Elections, Announcements**

If there are two or more candidates for any single elective office, the person receiving the largest number of votes shall be elected to the office. In the event of a tie for election, the Board of Directors shall choose from those receiving the same number of votes and such choice shall constitute election to the office (Article XI of the Bylaws).

The results of ballots and the identity of persons elected shall be announced at the Spring Meeting (if possible), in *Urban Land Magazine*, and on the ULI website (Article XI of the Bylaws).

# **The Membership of ULI**

## **Types**

ULI has two main classes of individual members – Full and Associate, as set forth in the Bylaws (Article IV).

The current structure of ULI memberships is detailed in Appendix 36. Main categories breakdown as follows:

- Private Sector (Associate and Full) (U.S., Europe, and rest of world)
- Public Sector (non-profit, academic, government) (Associate and Full) (U.S., Europe and rest of world)
- Young Leader (U.S., Europe and rest of world)
- Student (U.S., Europe and rest of world)
- Retiree (Associate and Full)

Membership benefits are detailed in Appendix 36A.

ULI Full Members are required to sign the ULI Code of Ethics, as detailed in Appendix 37, and as set forth in the Bylaws (Article XVIII).

## **Packages**

ULI has a variety of membership packages that maintain the ULI individual member concept but support public agencies and private companies in bundling memberships for single payments. They include:

- Sustaining
- Public Agency
- Non-U.S. Corporate

## **Procedures**

ULI has membership applications for all geographic regions and for all membership categories/types. They are on file in the ULI Membership Department and posted on the ULI website. Application for membership requires the payment of annual dues, as set forth in the Bylaws (Article V; Article IV, Section 4).

All Members pay annual dues, as determined by the Board of Directors in the annual budget process. Unless membership status is terminated, Members continue automatically from year to year with dues payable depending upon the particular type of membership upon invoicing. Dues are paid in advance, and are not refundable.

The requirement to pay annual dues is waived for specific special honors or designation categories, detailed in this Governance Manual.

Any Member who has an outstanding financial obligation, more than thirty days in arrears, will have their membership terminated. In the case of extenuating circumstances, termination, upon promise of payment, can be waived. Members terminated for nonpayment of dues must reapply for membership and pay dues to be reinstated.

A person's membership may be terminated for a violation of the ULI Code of Ethics, or for any other good cause. This determination will be made by the region's nominations committee and termination approved by the region's executive committee. A written recommendation from a ULI member or ULI staff must be submitted to the region's



nominations committee for consideration. If the nominations committee approves the request, it will make its recommendation to the region Executive Committee for final approval. Before any termination, the member concerned shall receive written notification and shall be granted an opportunity to be heard by region's nominations committee if requested within 10 days of the notification. Termination of membership is final, and the member cannot apply for membership in the future.

## **Requirements**

- a. Full
  - Separate application.
  - Separate admission and Member review process.
  - Limitation on number determined by the Board of Directors.
  - Experience level determined by the Board of Directors.
- b. Private
  - Working in private sector.
- c. Public
  - Serving as an elected or appointed official or employee of a government entity.
  - Serving as a salaried faculty member or professional employee of an accredited college or university.
  - Serving as a non-profit organization executive.
- d. Retiree
  - No longer working full time, retired or disabled.
  - Over age 65.
  - Must have been a ULI member for 10+ years.
- e. Student
  - Full time (12 credits for undergraduate and 6 credits for graduate).
  - Accredited college or university.
- f. Young Leader
  - Under 35.
- g. Associate
  - Open to all.

## **Development Activities**

ULI is a multi-discipline and multi-profession organization.

ULI has a goal of maintaining at least 50% of Full Members in the developer/owner category, to support the goal of a fully diversified membership (including the financial sector; the public, academic, nonprofit sector; the professional services sector) with a strong developer/owner influence.

The process of determining who is/isn't a developer is based on the question "how do you spend your professional energies"; the following concepts apply:

- Developers are individuals who control the decision making process regarding land use and project creation, utilizing various professional disciplines throughout that process, and take political, financial, and emotional risk.
- Professional service individuals who are part of a development company's organization, and are sponsored for Full Members by that company, should be deemed part of the "developer/owner" grid. Anyone senior enough to be sponsored by their development organization for Full Member is most likely a major part of the land-use decision process in that organization.
- Although all "owners" are not necessarily land-use decision makers, they do control how the end product is managed, and therefore, they should be considered part of the "developer/owner" grid.

But, given ULI recognizes the need for a diverse membership to support its mission, the following concepts also apply:

- It is imperative to design, finance, build, lease and sell, therefore developers must seek the knowledge of professional services experts and finance professionals as part of the development process.
- It is imperative to acknowledge that public officials/non-profits/academics are integral to the development process, and their involvement in ULI activities is critical.

ULI collects data to analyze its membership in several categories:

- Land Use and Development Pillars (Appendix 38)
- Professional Roles and Career Stages (Appendix 39)
- Psychographic segmentation data (Appendix 40)
- Extended demographics (Appendix 41)

## **Special Designations**

### a. Emeritus Member, Honorary Member, Life Council Member

Three membership recognitions were phased out in 2003 – Emeritus Member, Honorary Member, Life Council Member. Individuals who hold these titles are still entitled to all benefits; no new appointments are or will be made. These special designations are detailed in Appendix 42.

### b. Urban Community Advisors

ULI from time to time has had an Urban Community Advisors program, detailed in Appendix 43.

### c. Academic Fellows

ULI from time to time has had an Academic Fellows program, detailed in Appendix 44.

## **Inclusivity**

ULI is committed to a diverse and inclusive membership.

# **The Committees & Participatory Structures of ULI**

## **Committees**

The ULI Board of Directors is described in the Bylaws (Article VII).

ULI has four main Board of Directors Committees, as set forth in the Bylaws (Article IX).

- Governance and Nominating Committee, detailed in Appendix 45.
- Global Strategy Committee, detailed in Appendix 46.
- Audit Committee, detailed in Appendix 47.
- Investment Committee, detailed in Appendix 48.

The ULI Operating Committee is described in the Bylaws (Article IX), and also in this Governance Manual, detailed in Appendix 49. The Operating Committee recommends city locations for Spring and Fall Meetings based on defined criteria (see Appendices 49a and 49b).

ULI has five main Committees of the Operating Committee, as set forth in the Bylaws (Article IX).

- Membership Committee, detailed in Appendix 50.
- Policy & Practice Committee, detailed in Appendix 51.
- Program Committee, detailed in Appendix 52.
- District Councils, detailed in that Governance Manual section, and in summary in Appendix 53.
- Councils, detailed in that Governance Manual section, and in summary in Appendix 54.

ULI also has a Compensation Committee, detailed in Appendix 55.

## **Participatory Structures**

ULI has several other participatory structures in place, as set forth in the Bylaws (Article X).

- a. Advisory Groups
  - Past Chairmen Advisory Group  
(see Governance Manual Section “The ULI Member Structure of ULI”)
- b. Juries and Management Committees
  - Awards for Excellence Jury
  - Awards for Excellence Management Committee
  - J.C. Nichols Prize Jury
  - J.C. Nichols Prize Management Committee
  - Hines Competition Jury
  - Community Action Grants (Urban Innovation Grants) Jury
  - Apgar Award Jury
  - O’Donnell Award Jury
  - Graduate Student Fellowships Jury

c. Task Forces

Task Forces are appointed (and sunsetted) from time to time by the ULI Chairman or ULI CEO, and exist for limited duration to examine specific issues considered to be of significant importance.

d. Content Advisory Boards

ULI has several Centers and Initiatives. Individual contracts and agreements exist for the management of the funded centers. All are described in Appendix 56.

- Capital Markets Center.
- Climate Change, Land Use, and Energy (CLUE) Initiative.
- Greenprint Center.
- Terwilliger Housing Center.
- Infrastructure Initiative.
- Larson Leadership Initiative.
- Rose Public Officials Center.

f. Delivery Systems

ULI has several mechanisms for the delivery of its content, in addition to its Centers and Initiatives activities, that also offer participation opportunities. All are described in Appendix 57.

- Advisory Services.
- Awards.
- Flagship Meetings.
- Professional Development and Education.
- Publications.
- Senior Resident Fellows.
- Urban Land Magazines (online and print).

### **Operational Details**

Chairmen of Committees and other participatory structures are selected by the ULI Chairman and should be Trustees (or an Honorary or Emeritus Member who has formerly served as a Trustee or a Life Trustee).

Chairmen terms are annual appointments, for a maximum of three terms.

Members (ULI Full Members) are nominated by the Chairmen of each Committee or participatory structure, and are appointed by the ULI Chairman. Terms of office are established by each team.

Members should serve simultaneously on no more than two ULI teams.

Staff may be designated to serve as ex officio members, without vote.

ULI CEO assigns staff to provide liaison and assistance.

Each Committee or participatory structure (unless more specifically defined elsewhere in the Governance Manual) shall meet as needed, face to face or by conference call.

Actions are in conformance with policies of the Institute, and subject to the approval of the ULI Chairman or ULI Board of Directors.

A simple majority shall constitute a quorum and majority votes shall govern.

Reports on activities--to the ULI Board of Directors, Operating Committee, Trustees, etc.--are made as needed as determined by the ULI Chairman.

ULI Chairman or ULI CEO may request a specified task or responsibility be undertaken by a specific team.

# **The Councils of ULI**

## **Overview**

Councils are small, intimate groups of ULI Full Members who meet for a full day of programming at the ULI Fall and Spring Meetings. Council meetings usually consist of members sharing best practices, guest and member speakers, roundtable discussions, and off-site private tours. In addition to their bi-yearly meetings, Councils communicate throughout the year, both virtually and through teleconferences on specific topics.

Members choose to be on a Council because they encompass what ULI was at its outset – a relatively small group of real estate professionals with diverse backgrounds and experiences getting together to discuss issues in their respective disciplines. Council members are able to share “mistakes made, lessons learned” in a trusted forum where Council members relate the details of how they succeeded – or failed – in various projects. Full Members believe that participation on a Council is vital to their member satisfaction. Councils serve as forums where information exchange and networking can lead to lifelong relationships, both personal and business. They also give back to ULI by contributing to programming for Spring and Fall meetings and ULI’s Program of Work.

Councils are the cornerstone of ULI and the Council members are ULI’s most highly retained membership class.

Americas Councils are detailed in Appendix 58.

Europe Councils are detailed in Appendix 59, and in this Governance Manual in the Regional Structures of ULI section.

## **Purposes**

The general purposes of the Council program are:

- Provide a forum for confidential information exchange on state-of-the-art real estate practices.
- Provide an industry focus on the major social and economic goals and issues of the day.
- Provide a forum for discussing the priorities of the Institute as they relate to members’ businesses.
- Capitalize upon the efforts of ULI’s membership talent to strengthen the Institute’s overall impact by contributing to ULI’s research and information dissemination.
- Provide input to impact and influence community attitudes and lifestyles regarding development.
- Attract to membership the most talented and successful people in the real estate development field.



## **Value Proposition**

The value proposition of a member in the Council program follows.

- a. Professional Development:
  - Establishes recognition as an industry leader.
  - Provides a forum for information exchange among peers on the “state-of-the-art” in the development field.
  - Assures an opportunity to develop and maintain an educational environment for addressing development problems and opportunities.
  
- b. Forum for Industry Issues:
  - Provides access to industry leader discussion on the major social and economic goals and issues of the day related to development.
  - Provides interaction with public official members in order to interact constructively with public agencies and public interest organizations.
  - Allows participants to apply research to innovative applications in land use planning which can then be disseminated through Urban Land Magazine and/or other publications, forums, and meetings.
  - Provides opportunities to focus on trends and issues of specific industry segment.
  - Provides opportunities to shape ULIs priorities, agenda, Program of Work.
  
- c. Networking:
  - Offers accessibility to ULI’s leadership and policy makers.
  - Provides networking opportunities with recognized industry leaders in specific field of interest.
  - Offers meaningful ways for all Councils to relate to and interact with each other.

## **Documents**

ULI recognizes and embraces the entrepreneurial nature of the Council program. There are certain guidelines and best practices that have been developed to help Councils develop strong programs, recruit leaders in the industry, and ensure a productive Council experience. The ULI Council Resource Guide (currently under revision) provides Council leadership with the resources needed to create successful and rewarding experiences. All policies, procedures, definitions and responsibilities for the Council program – formation, membership, leadership, terms, program planning, staff and support, and best practices – are detailed in the Guide.

## **Governance**

The addition or elimination of a Council must be brought to the ULI Board of Directors for approval. Any changes to policies and procedures for the Council program must be brought to the ULI Operating Committee for approval.

## Teams

### a. Operating Committee Representative for Councils

The Operating Committee Representative for Councils is the Chairman of the Council Counselors and of the Council Chairs Advisory Group, is a member of the ULI Operating Committee, and works with staff to set a strategy for the Council program and integrate Councils into the overall ULI Program of Work.

The Councils Representative serves a one-year renewable term with a three year limit. They should have been a long time member of a Council and served as Council Chair as well as a Council Counselor (in addition to being a Trustee of ULI). This will provide the breadth of experience and understanding of the Council program to be an effective leader.

### b. Council Counselors

The Council Counselors support the activities of Councils and are made up of current and former Council Chairs who are assigned a group of Councils for which they mentor Council leadership. The Council Counselors work with new Council Chairmen, help current Council Chairmen build and maintain strong Councils, aid in new Council formations, ensure solid succession planning, lend advice in planning successful Council programs, and, as a body, provide oversight to the overall Council program.

A Council Counselor is a Full Member who is appointed to serve a minimum of three and a maximum five one-year renewable terms (within three staggered classes) subject to the approval of and annual reappointment by the Councils Representative. As a prerequisite to appointment, a Counselor must have served a minimum of one term as a Council Chair. The span of control for each Counselor will vary by the number of single or multi-flight Councils such that for multi-flight Councils a Council Counselor might oversee 4 to 6 flights, but for single flight Councils might typically be assigned only 2 or 3 Councils.

The Council Counselors, as a group, advise the Vice Chair for Councils on the performance of individual Councils, provide training of Council leadership teams, and suggest recognitions of service. In addition, the Counselors advise the Councils Representative on the needs for formation of new Councils or the consolidating of existing Councils (if the membership declines below the optimum membership to have a quality Council experience for members). For each new Council a Counselor is assigned to assess adequate member interest and leadership potential.

### c. Council Chairs Advisory Group

The Council Chairs Advisory Group consists of all current Council Chairs and Council Counselors, and provides advice about the Council program to ULI's Operating Committee (through the Councils Representative) and facilitates information sharing and coordination among the various Councils. (A Council Chairs Guide is under development to support this work.)

#### d. Council Leadership

Each Council has a leadership team. Criteria for selection as well as roles and responsibilities for these leadership positions are defined in the Resource Guide.

- Chair
- Assistant Chair
- Membership Vice Chair
- Vice Chair At-Large

The Council program will only be as strong as the members engaged in its leadership. This is influenced by three main factors: effective leadership training and professional development, standards for leadership selection, and incentives to remain engaged as a Council leader. ULI has a unique culture and the Council program's survival depends on ensuring that its leadership understands and embraces this culture. While someone may be a successful leader in his or her business, it does not necessarily mean they have the skills for leading a Council; the leadership skills may or may not be transferable. Council leadership needs to be nurtured in the culture of ULI. This is also critical for succession planning, from Council chairs and vice chairs, to Council counselors, to the vice Chair of Councils. In recognition of this, the Council Counselors are working on increasing the value and benefit of leadership sessions at the Spring and Fall meetings. The model is to provide more guidance on running effective Council meetings and programs, as well as access to ULI's senior leadership at the Spring meeting and more professional and personal leadership development - with marquis name speakers - at the Fall Meeting. Additional incentives are always being developed and vetted.

#### e. Council Members

Each Council is made up of no more than 65 total members. (For the purpose of Council membership numbers, Trustees are not included in this cap--see Trustee affiliation section that follows.) Councils can also invite guests to their meetings (at the discretion of the Council Chair). Council guests are expected to register for the meeting and pay one half of the current Council Affiliation Fee to offset the costs to ULI of them attending the meetings. A Council can have as many guests as the Chair approves. Each member is appointed to a Council for one year term, renewable up to five years at the discretion of the Chair.

Council member expectations follow.

- Only ULI Full Members are eligible to participate on Councils.
- ULI membership must be current and Council Affiliation Fees (CAF) paid in full.
- Council members, upon payment of the CAF, agree to remain on the Council to which they have been appointed through June 30 of the year of their appointment.
- Council members must attend two out of three consecutive meetings in order to retain their seat, or obtain an excused absence from the Council Chair.

## **Trustees Affiliation**

Except for Trustees serving as Council Chairs, Assistant Chairs or Vice Chairs, Trustees may choose which Council they would like to join and are not required to participate in the Council draft process. Trustees are asked to follow the same attendance requirements made of all Council members and are asked to contribute to Council programs in a meaningful way.

## **Finances**

An annual Council Affiliation Fee, determined by the ULI Board of Directors, is required of all who serve on Councils, payable at the start of the fiscal year. If appointment to a Council occurs after the ULI Fall Meeting, one-half the fee specified will be required. If payment is not received by newly appointed Council members within sixty days of their date of appointment, the appointment will not take effect and the Council slot will be filled by another appointment. Any continuing Council member who does not remit the Council Affiliation Fee within 60 days will be dropped from his or her Council.

All funds relating to the operation and activity of each Council shall be administered through the general funds of ULI and shall be governed by the provisions for fiscal policy of ULI, as contained in the Governance Manual and as determined by the ULI Board of Directors.

Council Affiliation Fees help defray the costs of Council meetings (continental breakfast, buffet lunch, audio visual, meeting room rentals, tour buses), but do not support Council receptions/dinners. A separate, additional fee will be collected. Dinner funds are managed by each Council unless they ask ULI staff to collect and administer the fees. In that case, ULI collects the designated dinner fee and pays all dinner and reception expenses from the fees collected. If there are insufficient funds in the Council's account to cover the costs of the dinner/reception, additional funds will be collected from the Council members. These funds are not part of ULI's operating budget.

# **The District/ National Councils of ULI**

## Overview

District and National Councils are locally focused entities charged with delivering the ULI mission and program of work at the local level. The success and growth of the District and National Councils has been a result of its organic and entrepreneurial structure, and the openly shared information across the system.

In 2006 ULI created a new decentralized structure for the Institute, moving activities and resources away from a central core. Three regions were established: The Americas, Europe, and Asia Pacific.

District and National Councils sponsor educational forums and events, project tours, community outreach programs, and provide industry expertise to their community. They influence local land use policy through an unbiased and non-partisan exchange on issues. They provide for active dialogues between private industry, other organizations, and public agencies, to help provide solutions to local and regional issues. Over 70,000 people attended over 1,000 District/National Council meetings in FY12, involving more than half of the ULI membership.

ULI has experienced enormous growth, in geographic reach and locations of activity, in District Councils, as a point of major and increasing member experience, in staff, and in revenues and costs of doing business. A new business model for the District Councils was designed in 2010-2011.

The District Councils (and Satellites) in the Americas are detailed in Appendix 60. The National Councils in Europe are detailed in Appendix 61, and in this Governance Manual in the Regional Structure of ULI section. The National and Regional Councils in Asia are detailed in Appendix 62, and this Governance Manual in the Regional Structure of ULI section.

The specifics that follow currently relate to District Councils in the Americas, and may need to be adapted for other regions in the world.

## Purpose/Mission/Concept

**Purpose:** District Councils exist to advance and carry out the mission of ULI in cities, communities and regions throughout the areas of the world where ULI has a concentration of members.

**Mission:** The Mission Statement of District Councils is ULI's Mission Statement: to provide leadership in the responsible use of land and in creating and sustaining thriving communities worldwide.

**Concept:** The idea of "One ULI" is a desirable goal. In order to achieve that while providing appropriate autonomy to District Councils to operate most effectively in their local markets, a limited set of Governance Standards and Operating Principles are needed. As ULI adopts a structure of "decentralization – generally defined as an organization formed by a number of entities, each retaining control of its own internal affairs" – the Standards and Principles will support the "One ULI" goal.

## Documents

ULI has taken the initiative to provide greater autonomy and independence to District and National Councils through a decentralized organizational structure. The goal of a decentralized structure is to establish the working relationship between ULI and the District and National Councils that will make them more effective and productive.

The term “effective and productive” is intended to apply to ULI’s ability to better serve its mission and to support a sustainable financial position. Establishing and respecting boundaries is fundamental to managing possible conflicts and converting missed opportunities into cooperative and productive achievements. The establishment of consistent policies provides a framework for the organization and operations of the District and National Councils.

The advancement of decentralization requires a need for consistent standards, but the rationale of such is made in the spirit of minimizing absolutes and maximizing flexibility, responsibility and accountability within each District and National Council.

Documents available are:

- Decentralization of the District Council Program, detailed in Appendix 63.
- District Council Governance Standards (four leadership positions; three committees), detailed in Appendix 64.
- District Council Ten Key Principles, detailed in Appendix 65.
- District Council Operating Agreement (Recertification & Budget documents), detailed in Appendix 66.
- District Council Executive Director Best Practice Guide, detailed in Appendix 67.
- ULI Products for District Councils, detailed in Appendix 68.
- ULI Human Resources Services for District Councils, detailed in Appendix 69.
- ULI Financial Procedures for District Councils, detailed in Appendix 70.
- ULI Administrative Services for District Councils, detailed in Appendix 71.
- District Council Chairman Handbook, detailed in Appendix 72.

These and additional resources are available on the ULI website, and from the District Council staff in the Georgetown office.

## **Teams**

### a. Operating Committee Representative for District Councils

The Operating Committee Representative chairs the District Council Chairs Advisory Group, serves on the ULI Operating Committee, and works with staff to set a strategy for the District Council program.

### b. District Councils Chairs Advisory Group

The District Council Chairs Advisory Group consists of all current District Council Chairs, is chaired by the District Council Representative, and facilitates information sharing and coordination among the various District Councils.

### c. District Council Leadership

Three committees are defined: Advisory Board, Management Committee, and Governance Committee (see Appendix 64).

Four leadership positions are defined: Chair, Governance Chair, Treasurer, and Mission Advancement Chair (see Appendix 64).

### d. District Council Members

All Full Members, Associate Members, Young Leaders, Students and individuals classified within a Special Honor or Designation, residing within the designated zip code boundaries of an existing District Council, are automatically registered as a member of that District Council. They also may choose to become a visiting member of another existing District Council.

## **Finances**

All funds collected by or relating to the activity of each District Council shall be administered through the general funds of ULI and shall be governed by the provisions for fiscal policy for ULI, as contained in the Governance Manual. Individual financial reports on each District Council are provided monthly by the ULI CFO to the District Council Chairs, Treasurers and staff. Only District Council Chairs, Treasurers and Executive Directors may sign contracts, invoices and vouchers.



## **Certification**

A District Council may be recognized as a Certified District Council provided the respective District Council can demonstrate that it meets or continues to meet the Certified District Council Criteria. To be certified and thus eligible for dues sharing (defined in ULI's annual budget), a District Council must meet the following criteria:

1. In existence for a minimum of one year.
2. Active leadership positions and committees.
3. Provide content programs/events to its community.
4. Establish sponsorship program.
5. Positive cash balance for a minimum of one year.
6. Annual Budget, Strategic Plan, Business Plan.
7. No less than 100 Members.
8. Completion of annual District Council Operating Agreement.

## **Support (Staff/Consultants)**

Two support opportunities exist at the local level for District Councils: ULI Staff and contracted coordinators. Documents for the hiring processes for both are maintained in ULI's Human Resources department.

## **Governance**

The addition or elimination of a District or National Council must be brought to the ULI Board of Directors for approval. Any changes to policies and procedures for the District/National Council program must be brought to the ULI Operating Committee for approval.

# **The ULI Foundation**

## **Overview**

The ULI Foundation is a separately incorporated 501(c)3 organization with its own bylaws (on file in the ULI Foundation office), as set forth in the ULI Bylaws (Article XV). (In 2011, as part of the overall change to the ULI organization structure, a more independent, but still connected, ULI Foundation was designed.)

The principal purpose of the ULI Foundation is to establish and build an endowment, together with related designated funds, to provide assured ongoing financial support for the educational and research mission of ULI. The ULI Foundation ensures the continuation and expansion of ULI work in key areas, regardless of external market forces. The ULI Foundation solely supports ULI.

The ULI Foundation has its own Board of Directors (chaired by the ULI Foundation Chairman) with the ability to oversee funds it raises, and which ULI deploys in support of ULI's mission. It approves its strategy and plans to raise funds. It approves investment policies for the endowment. It is essential that ULI Foundation has a dedicated Board, albeit it with safeguards to ensure the ULI Foundation and ULI remain in 'lockstep' with each other and the ULI mission.

The Foundation's principal office is the same location as the principal office of ULI. The Foundation's corporate seal is located with the ULI CFO.

## **Members**

The members of the Foundation are those persons who from time to time constitute the Trustees of ULI. [The Foundation Chairman automatically becomes a Trustee of ULI, if not already.] Other officers and members of the ULI Foundation Board of Directors may or may not be a Trustee.

## **Chairman**

The ULI Foundation Chairman is detailed in the ULI Foundation Bylaws.

Upon recommendation of the ULI Governance and Nominating Committee, The ULI Board of Directors approves a candidate for ULI Foundation Chairman, for election by the ULI Foundation members (the ULI Trustees). The individual should be a Trustee (or an Honorary or Emeritus Member who has formerly served as a Trustee, or a former Trustee, or a ULI Life Trustee or a ULI Foundation Governor). Neither the Chairman nor the CEO of ULI can serve as Chairman of the ULI Foundation. The ULI Foundation Chairman shall preside at meetings of the ULI Foundation Board of Directors, meetings of the ULI Foundation Members, and meetings of the ULI Foundation Board of Overseers. The ULI Foundation Chairman serves on the ULI Board of Directors and the ULI Governance and Nominating Committee.

The process for electing a ULI Foundation Chairman begins in the middle of the incumbent Foundation Chairman's second year in office (the middle of the incumbent ULI Chairman's first year in office). A ULI Foundation Chairman Elect is selected at a ULI Mid-Winter Meeting and submitted for election before Spring Meeting. The nominee succeeds to the ULI Foundation Chairmanship on July 1 of the same year of his/her election.

Additional nominations may be made by written petition signed by at least five of the ULI Foundation Board of Directors, and received by the Chairman of the Governance and Nominating Committee at least ten days prior to the Spring Meeting.

The ULI Foundation Chairman can serve for up to two terms of two years each (alternating term from ULI Chairman).

A ULI Foundation Chairman job description is detailed in Appendix 73.

### **Officers**

In addition to the ULI Foundation Chairman, there is a ULI Foundation Secretary and a ULI Foundation Treasurer, as detailed in the ULI Foundation Bylaws.

A ULI Foundation Treasurer job description is detailed in Appendix 74. A ULI Foundation Secretary job description is detailed in Appendix 75.

### **Board of Directors**

The specifics are defined in the ULI Foundation Bylaws.

### **Board of Overseers**

The specifics are defined in the ULI Foundation Bylaws.

### **Staff**

The ULI CEO is the President of the Foundation, unless the ULI Board of Directors chooses to appoint a different person to serve as President of the Foundation, in which case, the President of the ULI Foundation shall report to the ULI CEO, and the ULI CEO shall maintain general management oversight for the Foundation. A ULI Foundation President job description is detailed in Appendix 16.

### **Finances, Investments, Budgets**

The ULI/ULI Foundation Investment Committee oversees the investments of the ULI Foundation (see Appendix 48). There are two investment policies, approved by the ULI Foundation Board of Directors, that guide this work--a ULI Foundation Fund Investment Policy (see Appendix 78) and a ULI Foundation ULI Loan Investment Policy (see Appendix 78). (There is a third investment policy, approved by the ULI Board of Directors, that guides the work for a ULI Fund Investment Policy; see Appendix 78.) The ULI Foundation Treasurer chairs the ULI/ULI Foundation Investment Committee.

On February 3, 2000, ULI authorized the transfer of a portion of its reserves (\$10 million) to the ULI Foundation to continue to grow the ULI Foundation endowment. To maintain the ULI reserve policy, any portion of the ULI funds transferred to ULI Foundation that are part of the reserves must be restricted and able to be recalled. Any portion of the ULI funds transferred to ULI Foundation that are over the reserves shall be unrestricted and for the general endowment. A formal promissory note exists (see Appendix 76).

The ULI Foundation provides ULI an annual contribution equal to 5% of its principal, as well as additional specific funds through restricted grants, as well as special grants for specific projects.

ULI includes the operating budget of the ULI Foundation in its annual budget, absorbing key expenses (direct, staff, overhead, G&A). Events held by the Foundation that are designed to raise revenues to cover (i.e. retreats, study tours, etc.) are excluded, as are costs specific to any capital campaigns. The ULI Foundation budget process is as follows:

- The ULI Foundation Chairman, Treasurer, President, and ULI CEO recommend a budget to the ULI Foundation Board of Directors.
- The ULI Foundation Board approves a budget and recommends approval to the ULI Board of Directors, for inclusion in the ULI budget.
- Line items variances (more than 10%) from the approved budget, or requests for additional spending, require the approval of the ULI CEO.

## **Governance**

The procedures and standards applicable to the relationship between ULI and the ULI Foundation are set forth in the ULI Bylaws.

Key documents that support and further define the work of the ULI Foundation are on file in the ULI Foundation office, and include:

- ULI/ULI Foundation Governance Chart
- ULI/ULI Foundation Bylaws
- ULI Governance Manual (with ULI Foundation section)
- Annual Reports
- Annual Budgets
- Strategic and/or Business Plan(s)
- Board of Directors Conflict of Interest Policy
- Audit and 990 statements
- Gifts, donors, naming, fundraising policies

## **Funding Sources and Uses**

The ULI Foundation has established several revenue programs to support its efforts. All are detailed in a ULI Foundation Annual Report.

- Governors Program and Endowment.
- Major Gifts and Endowments.
- Planned Giving (Heritage Society).
- Annual Fund.
- Foundation Grants.
- U.K. Charitable Trust

The ULI Foundation contributes to ULI to support core content programs in education, research and community building. All uses of funds are detailed in a ULI Foundation Annual Report.

# **The Fiscal and Legal Policies & Procedures of ULI**

## Overview

ULI is a nonprofit 501(c) (3) organization. All fiscal and legal procedures are designed to assure compliance with all tax and regulatory rules, to maintain this status. Oversight and responsibilities regarding the Articles, Bylaws, Governance Manual, fiscal year, distribution of assets, annual audit, accounting and record keeping, safeguards and internal controls are described in the Bylaws.

## Authorities and Activities

In addition to such duties and authorities as are specified in the Bylaws or in other portions of the Governance Manual, the Board of Directors shall have the authority to act as described with respect to the matters set forth below (except where noted).

### a. Receipt of Property and Allocation of Funds

The Board of Directors is authorized to receive by devise, bequest, donation, or otherwise, either real or personal property; to hold the same absolutely or in trust; to invest, reinvest, and manage the same; and to apply said property and the income arising there from to the objectives of ULI. The Board of Directors shall also have the power to allocate funds of ULI for the purpose of carrying out the objectives of ULI.

### b. Annual Budget/Business Plan

The Board of Directors shall, by such procedure as it may prescribe, approve the budget for each fiscal year, appropriating and authorizing expenditures of funds for the operation of ULI. This should be done in accordance with a Business Plan.

The annual budget process is defined each year by the ULI Chairman in conjunction with the CEO and CFO. The ULI Chairman establishes a budget team of the Board of Directors to oversee the process and to present a draft budget to the Board of Directors for approval.

Each annual budget shall be developed with the goal of delivering 5% of revenues in excess of expenditures to the reserve fund annually (not included in the calculation: sponsorships, ads, ULIF transfers). If economic conditions or program objectives require consideration of a change, additional budgeted funds should be requested through the following prioritization: (1) a goal lower than 5%, (2) ULI Reserves, and (3) ULI Foundation.

The following types of expenditure requests must be submitted to the Board of Directors for approval when they occur outside of the budget cycle:

1. New or existing projects that will incur \$500,000 of unbudgeted expense in the current fiscal year or contractually commits ULI for one or more future fiscal years.
2. Projects or programs that result in a change to the strategic direction of the organization from the set strategy identified in the approved annual budget and program of work.



### c. Financial Reviews

At the end of each month all books are closed; two weeks later a monthly analysis report is issued from the CFO to the ULI Board of Directors and Senior Staff.

### d. Member Expenses

- Chairman

Out-of-pocket expenses personally incurred by the Chairman (and spouse) in attending to the business of ULI will be paid by ULI. Reimbursement requests must have receipts. ULI will book hotels when travel is associated with a ULI event. ULI would prefer to book air, to be efficient with costs of business travel and to use earned airline miles.

The Chairman should make payment of ULI fees as follows: dues -- pay; council affiliation fees -- do not pay; meeting registration fees for spring, fall, mid-winter -- pay.

The expenses incurred and reimbursed for the Chairman's spouse are considered taxable income to the Chairman. The Chairman will receive a 1099 from ULI at calendar year end reflecting the costs reimbursed.

- Chairman-Elect

Chairman-Elect out-of-pocket expenses are reimbursable, for activities required in the conduct of this position.

- Others

Out-of-pocket expenses incurred by Members participating in a Panel Advisory Service or other specified activities of ULI, as defined by the Board of Directors and included in the annual budget, will be paid by ULI.

A travel fund for special project needs, if appropriate, can be established in the annual budget, or funds can be used from department budgets, and will be managed by the ULI Chairman and/or ULI CEO.

### e. Contracts

Except as otherwise provided in the Bylaws, the Board of Directors may authorize any Officer or Officers, Agent or Agents, to enter into contracts and to execute or draw upon any instruments on behalf of ULI, and such authority may be general or confined to specific instances. ULI's policy on contracts with Members and Trustees are detailed in Appendix 77.

f. Loans

No loans shall be contracted on behalf of ULI, and no negotiable papers other than checks shall be issued in its name, unless and except as authorized by the Board of Directors.

g. Deposits

All funds of ULI shall be deposited to the credit of ULI in such depositories as the Board of Directors may select, or as may be selected by an Officer or Officers, Agent or Agents, to whom such power may be delegated by the Board of Directors. All funds of ULI, except for investment accounts, shall be in depositories insured by an agency of the United States and shall be withdrawn according to procedures prescribed by the Board of Directors.

h. Revenue

All revenue from ULI shall be collected by such Officer or Officers, Agent or Agents, as the Board of Directors may designate for that purpose.

i. Checks, Drafts, Etc.

All notes, drafts, acceptances, check endorsements, or other evidence of indebtedness shall be signed by such Officer or Officers, Agent or Agents, of ULI as the Board of Directors may by resolution provide.

j. Investments Policies

The ULI/ULI Foundation Investment Committee supervises and oversees the investments of the Institute's funds. The Board of Directors approve investment policy and decisions, upon recommendation from the Investment Committee. The Board of Directors approve any cash transfers to the ULI Foundation.

ULI's investment policies and guidelines (including three portfolios – ULI, ULI call back loan from ULI Foundation, ULI Foundation) are detailed in Appendix 78. ULI Board of Directors has oversight for the ULI portfolio; ULI Foundation Board of Directors has oversight for the ULI Foundation portfolio and the ULI Loan portfolio.

k. Reserve Policy

ULI has established and maintains a funded reserve, with minimum and maximum targets. It is detailed in Appendix 79.

l. Disposition of Surplus Funds

Any surplus in excess of normal operating requirements, plus a reasonable reserve to be determined by the Board of Directors, shall be used to further the objectives of ULI.

m. Reports

The Treasurer shall have general supervision of and responsibility for the financial records (status of budget, variance analysis, cash status, financial position) of ULI and shall upon request provide to the Board of Directors a report of all receipts and disbursements of ULI funds. Appropriate internal controls, separation of powers, and procedures shall be in place, overseen by the Vice Chairman and Treasurer, with reports to the Board of Directors and the Trustees, to safeguard ULI assets.

n. Incurring Indebtedness

No individual Member or Committee or employee of ULI shall incur any indebtedness in the name of ULI or make any commitment involving ULI unless authorized to do so by action of the Board of Directors.

o. Surety Bond

If needed, the Vice Chairman and Treasurer, CEO, and other Officers or Agents of ULI, as may be determined by the Board of Directors, shall give and file with the CFO surety bonds for the faithful performance of their duties in such sums as may be fixed by the Board of Directors. The cost of such bonds shall be paid by ULI.

p. Legal Counsel

The Board of Directors may appoint legal counsel as necessary for the conduct of ULI business.

q. Seal

The Board of Directors shall provide a Corporate Seal, which shall be in the form of a circle and shall have inscribed thereon the name of ULI, date of incorporation, and the words, "Corporate Seal, Illinois."

r. Waiver of Notice

Whenever any notice of whatever nature is required to be given under the provision of the Illinois General Not for Profit Corporation Act of 1986, as amended, or under the provisions of the Articles of Incorporation, the Bylaws or this Governance Manual, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

s. Transfers of Cash to ULI Foundation

The Board of Directors approval will be required for any cash transfers to ULI Foundation. The stipulation when cash is transferred is that ULI must have cash available to it in order to keep the minimum of reserve. If upon the transfer to ULI Foundation the ULI reserves go below the approved level, then the difference between the ULI reserves and the reserve figure must be made in the form of an advance (loan) to ULI Foundation to be called back to ULI if needed. Since the investment portfolio is constantly changing, the date used to calculate the reserve level would be the last day of the month in which the Board of Directors voted to transfer the funds. The Board of Directors must also stipulate where the remainder of the funds should go (i.e., temporarily restricted or permanent endowment). If any of the transfer is recorded as an advance, at some future date the Board of Directors will have to forgive the loan or portions of the loan and then stipulate where the forgiven funds should go.

t. Conflict of Interest Policies

ULI requires the Trustees, the ULI Board of Directors, the ULI Foundation Board of Directors, and the Audit Committee to annually sign a ULI Conflict of Interest Policy. All are detailed in Appendix 80.

**Limitation of Liability and Indemnification**

The specifics of limitations of liability are contained in the Bylaws (Article XIV).

The indemnification standards and procedures pursuant to which ULI shall indemnify Members, Trustees, Officers, and Agents or employees is detailed in Appendix 81.

The ULI adoption of Sarbanes/Oxley provisions is on file in the office of the CFO.

# **The Regional Structures of ULI**

## Overview

In 2005 – 2007 ULI undertook a Strategic Planning Initiative.

It said:

- ULI has grown from fewer than 13,000 to almost 30,000 members and has dramatically increased local activities and has extended the organization from North America to Europe, and Asia.
- Real estate assets, ownership, investment, and practice are also moving across boundaries. To continue ULI success, it is important to consider how a growing ULI can best address worldwide challenges facing those responsible for leadership and decision-making in land use.
- As a leader in land use, ULI will grow in locations around the world, remaining aware of our roots in the USA and increasing our local presence and effectiveness everywhere we are. We will grow globally by being effective locally.

It defined nine Statement of Principles, of which Number Two said:

- ULI will accelerate its expansion worldwide to increase the exchange of ideas.
  - ULI will evolve from an American organization with international outposts to a truly 'global' ULI. ULI will grow with an emphasis on the exchange of ideas, policies, and practices that advance the mission, with a targeted and strategic evolution.

Today, ULI has established the following regions:

- Europe
- Asia Pacific/Japan

Different Organization and Management Structures are in place for each region.

## **Europe**

### **Chairman**

The Europe Chairman is appointed by the ULI Board of Directors, forwarded to them by the Governance and Nominating Committee following a recommendation by Europe Trustees (led by the current ULI Europe Chairman and a ULI Europe Representative on the Governance and Nominating Committee). The Europe Chairman should be a current or past Europe Trustee.

The Europe Chairman is appointed for a two year term.

The Europe Chairman is a member of the ULI Board of Directors.

### **Trustees**

The number of European Trustees should be linked to the proportion of European Full Members.

The number of European Trustees should be distributed amongst the region's countries and their proportion of European Full Members.

European Trustees should have similar responsibilities as all ULI Trustees, but allowing European activities and appropriate giving levels to be substituted.

European Trustees should participate annually in a mix of ULI events chosen from the following:

- Europe Executive Committee Meetings
- Europe Conferences
- Europe Leadership Retreat
- ULI Fall or Mid Winter Trustee Meeting

## **Executive Committee**

The Executive Committee is comprised of all Europe Trustees.

The Executive Committee is chaired by the Europe Chairman.

The Europe Past Chairmen are invited to participate with the Executive Committee.

The Europe Chief Executive is a member of the Executive Committee.

The ULI CEO and any member of the ULI Board of Directors have a standing invitation to attend meetings of the Executive Committee.

The Executive Committee meets a minimum of two times a year.

The Executive Committee appoints National Council, Council and Committee Chairmen, upon the recommendation of the Europe Chairman and Chief Executive.

The Executive Committee is responsible for the devolved activity in Europe. Any issues related to 'Governance' will be referred as recommendations to the ULI Governance and Nominating Committee. Any issues relating to "Business and Management" will be referred as recommendations to the ULI Board of Directors.

## **Advisory Board**

The Advisory Board is a group of senior industry leaders from across Europe who provide input to and support for ULI Europe initiatives. The Advisory Board engages industry leadership in the strategic direction of ULI in Europe.

The Advisory Board consists of 25 ± individuals, representing a wide range of those who have been actively involved in ULI and others who may not have been but who would be important to engage. Sector, discipline and geographic diversity is key. Participants can include: Current and past Trustees; key sponsors/sustaining members; nominees for Trustee; other Professional Organisations.

The Advisory Board is chaired by the current or past Europe Chairman.

The Advisory Board is selected by a special committee (chaired by the Immediate Past Chairman) consisting of Past Chairmen, current Chairman, and the Chief Executive.

## **Steering Committee**

The Steering Committee includes all Trustees, all Past Chairmen, Council Chairmen, Committee Chairs and National Council Chairmen.

The Steering Committee meets at the Winter and Summer Conferences, and the Leadership Retreat if needed.

The Steering Committee is responsible for feeding ideas on policy, programming and organizational development into the Executive Committee.



## **Committees**

Policy and Practice  
Programme  
Young Leaders  
National Council Executive Committees  
Council Executive Committees

## **National Councils**

Belgium  
France  
Germany  
Greece & Cyprus  
Ireland  
Italy  
Spain - Total  
Spain - Barcelona  
Spain - Madrid  
Portugal  
Russia  
Sweden  
The Netherlands  
Turkey  
United Kingdom

## **Councils**

Retail and Entertainment  
Office and Mixed Use  
Urban Regeneration  
Resort and Hotel Development  
Sustainable Development  
UK Residential

## **Business Plan**

The Europe Business Plan, with the Europe Program of Work, is on file with the Chief Executive.

## **Business Model**

Conference & Roundtables: revenue positive  
Advisory Service Panels: revenue positive (strongly)  
Research & Publications: revenue negative (marginally)  
Urban Plan: revenue neutral, sponsored  
Professional Education: revenue positive (moderately)  
Urban Investment Network: revenue negative (historically)  
LessEn: revenue negative (historically)  
Grants and sponsorship: contribute toward overhead and operating costs

## **Asia Pacific**

### **Overview**

ULI Asia Pacific is organized as three regional councils - Japan, North Asia, South Asia.

The formation of a single leadership group is being considered to provide strategic regional oversight and to better integrate and support growth in the region.

The Asia Pacific Business Plan, with the AP Program of Work, is on file with the Executive Director.

The Business Model follows.

- Memberships fund regional overhead
- Registration/sponsors fund events
- Grants/partners fund research
- National Councils are self-financing

### **Trustees**

The number of AP Trustees should be linked to the proportion of AP Full Members, strategically determined and geographically distributed in a manner that supports the regional objectives. AP Trustees should have responsibilities similar to all ULI Trustees, but allowing AP activities to be substituted. AP Trustees should participate annually as follows:

- ULI Asia Pacific Summit or ULI Japan conference
- ULI Fall or Mid-Winter Trustee Meeting
- ULI AP Leadership Retreat or Strategic Planning Session

### **Chairman**

An overall Asia Pacific Chairman is defined for the Asia Pacific region.

The Asia Pacific Chairman is appointed by the ULI Board of Directors, forwarded to them by the Governance and Nominating Committee, following a recommendation by Asia Pacific Trustees.

The Asia Pacific Chairman is appointed for a two year term.

The Asia Pacific Chairman is a member of the ULI Board of Directors.

## **Committees**

Asia Pacific Summit Program Committee  
Awards for Excellence Asia Pacific Jury  
Young Leaders Committee

## **Councils**

Hospitality Development Council (forming)

## **National and Regional Councils**

### Current

ULI Asia (Overall)  
ULI Australia  
ULI Mainland China  
ULI North Asia (Regional Council)  
ULI Philippines  
ULI Singapore  
ULI South Asia (Regional Council)

### Proposed

ULI India  
ULI South Korea

## **North and South Asia**

### Executive Committees

These ExCos are each comprised of 15 ± Full Members active in the region. The ExCos should have multi-disciplinary and pan-regional representation. The AP Executive Director is also a member.

The ExCos should meet at least quarterly.

North Asia Executive Committees' Committees are:

- Program Committee
- Membership Committee
- Mainland China Organizing Committee
- Young Leader Committee

South Asia Executive Committees' Committees are:

- Program Committee
- Membership Committee
- Young Leader Committee
- ULI Australia
- ULI Singapore
- ULI Philippines

## Chairs

North and South Asia Regional Councils have Chairmen that are appointed by the Asia Pacific Chairman, following consultation with ULI CEO and ULI regional staff.

They lead their Regional Council activities, they convene their region's executive committee, and they serve as senior advisors for ULI Asia Pacific/Japan.

## Members

All members in each country are considered members of that country's National Council.

ULI members from outside the region with business activity in the region can participate in National Council activities.

## **Japan**

### **Japan Council**

ULI Japan is provided oversight from the ULI Japan Council.

The Japan Council is made up as follows.

- (1) Council Executive Team  
(Chairman, Vice Chairman, Program Chairman, Program Vice Chairmen, Assistants)
- (2) Council Members
- (3) Council Advisors
- (4) Secretariat

The Chairman is a revolving two-year membership between the Executive Committee appointees of Mori Building, Mitsubishi Estate and Mitsui Fudosan.

The Vice Chair is also a two-year position and is assumed by a leading foreign sponsor who is agreed to between the Chairman and the Secretariat (Executive Director).

The total number of Council members is kept at approximately 60. Each serves a two-year term and is eligible for selection to serve consecutive terms (Executive Committee approval required).

Selection to the Japan Council requires recommendation from two current Japan Council members who have served no less than one year, and approval by the Chair and Vice Chair.

Japan Council Meetings are held two annually, and Council Members are encouraged to take part in the other exclusive gatherings conducted four to eight times per year, as well as the annual Summer and Winter Conferences.

The Japan Council's responsibilities are as follows.

- (1) Decide the annual theme.
- (2) Establish the programs for the Summer, Winter, Council meetings, etc.
- (3) Oversee activities to increase membership.
- (4) Oversee activities to increase sponsorship and approve the accounts for events held by the Japan Council.
- (5) Issuing the newsletter to Japanese members.
- (6) Other items related to ULI activities in Japan.

### **Japan Committees**

- (1) Executive
- (2) Programming
- (3) Young Leader
- (4) Membership (duties are in the Executive Committee)