

# **BYLAWS OF THE URBAN AFFAIRS ASSOCIATION**

(Revised/Approved by the Governing Board and UAA Membership: Nov 2024)

## ***Article I: Mission and Goals***

**Section 1. Mission:** The Urban Affairs Association is dedicated to creating interdisciplinary spaces for engaging in intellectual and practical discussions about urban life. Through theoretical, empirical, and action-oriented research, the UAA fosters diverse activities to understand and shape a more just and equitable urban world.

**Section 2. Goals:** The goals of the Urban Affairs Association are to:

- A.** Foster education, professional development and student mentoring in urban affairs;
- B.** Foster and build the capacity among scholars, policymakers and other members of the community for collaboration on significant urban issues;
- C.** Foster interdisciplinary scholarship on urban affairs;
- D.** Offer spaces for the examination of university engagement in urban communities such as service learning, engaged scholarship and university/community partnerships;
- E.** Support university based urban affairs education, research and service; and
- F.** Recruit, develop and sustain scholars to serve and influence the field of urban affairs and its institutions.

## ***Article II: Membership***

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

- A.** Institutional Membership. Any formally organized unit or organization that engages in education, research, training, service or administration in the field of urban affairs shall be eligible for Institutional Membership subject to Board review. For purposes of this subsection, a "formally organized unit or organization" is defined as an operational entity possessing attributes such as a budgeted staff, office space, website presence, and a professional head.
- 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 shall develop a strategy for active recruitment of appropriate membership.

**Section 3. Membership Dues; Term of Membership:** An eligible applicant shall not become a member until payment of the appropriate dues. Membership is on an annual basis from January 1 through December 31. Continuing membership requires annual renewal.

**Section 4. Representation and Voting:** Each Member shall be entitled to one vote on each matter submitted to a vote of the members.

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

**Section 6. Annual Conference:** The Annual Conference 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. Annual Conference registration fees will be proposed by the Executive Director as part of the spring budget review process. The Governing Board has final authority to fix such fees.

**Section 7.** Annual Business Meeting: A business meeting of the voting members of the Association shall be held during the Annual Conference of the Association.

**Section 8.** 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.

### ***Article III: Governing Board and Officers***

**Section 1.** 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. Of the total board, three positions will be filled by persons drawn from institutions in countries that have historically been underrepresented (as defined by Board guidelines) in UAA membership or leadership. The Nominations committee will seek nominees who fill this criterion. These nominees will appear on the election ballot for the “restricted” category; nominees for other available seats (“unrestricted”) will be listed on a separate portion of the ballot. The term of office for all governing board members shall be three (3) years, but members of the Governing Board shall serve until their respective successors are duly elected and qualify. The exact number of open Board seats may vary each year due to individual decisions to end Board service prior to the normal end of a term. 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 five percent of the membership representing at least three institutions the items contained in that petition.
- C.** Dues. The Governing Board shall fix the annual dues for each class of member.

**Section 3.** Compensation: Governing Board members shall not receive compensation for any service they may perform as members of the Board

**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; fall and spring. The spring meeting will be held during the Association’s Annual Conference. It may hold special meetings upon the call of the Chair 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.

**Section 6.** Attendance: A Governing Board member who is absent for three consecutive meetings may be removed from the Governing Board by a majority vote of the Governing Board.

**Section 7.** 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.

**Section 8.** 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 9.** 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.

**Section 10.** Conflicts of Interest: To promote fair and ethical decision-making, the Governing Board will establish, interpret and enforce a conflict of interests policy that applies to all Board deliberations and decisions.

**Section 11.** Officers: The officers of the Association shall consist of a Chair, a Vice Chair, a Secretary, and a Treasurer.

**A.** Duties of Chair: The Chair 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. He or she is also responsible for inviting institutional or individual members to serve on all UAA committees. In general, he or she shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Governing Board from time to time.

**B.** Duties of Vice Chair: The Vice Chair shall perform the duties of the Chair in the event of the absence, disability, or death of the latter. He or she is also responsible for arranging for professional development sessions at the annual conference and working with the membership committee to maintain or expand the membership. In addition, he or she shall perform such other duties as from time to time may be assigned by the Chair or by the Governing Board.

**C.** Duties of the Secretary- The Secretary shall record and circulate the minutes of the meetings of the Governing Board and the Association, and such other duties as from time to time may be assigned by the Chair or by the Governing Board.

**D.** Duties of the Treasurer: The Treasurer shall perform all duties incident to the office of Treasurer. The Treasurer shall have access to the financial records of the UAA. The Treasurer shall review said records on a monthly basis, approve expenditures that are above the spending level established by the Governing Board, and carry out such other duties as from time to time may be assigned by the Chair or by the Governing Board. Treasurer will sit ex officio on the Finance Committee.

**Section 12.** 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 following the annual business meeting. Said ballots shall be sent to all new and continuing members of the Governing Board no less than ten (10) days prior to the Annual Business Meeting and shall be marked and returned no later than five (5) days prior to the Annual Business Meeting. The ballots shall then be counted under the supervision of the Executive Office. The results of the officers' elections will be reported by the Nominations Committee chair at a meeting of the Governing Board 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 IV: Elections and Voting***

**Section 1.** Voting: The members of the Governing Board shall be elected by the membership of the Association. Each member shall have the right to vote for the same number of nominees as there are vacancies to be filled, in both the restricted and unrestricted categories. The appropriate number of nominees receiving the highest number of votes in each category shall be elected. Election outcomes shall be announced at the Association's Annual Business Meeting.

**Section 2.** Nomination of the Governing Board: Committee must nominate at least two more candidates than vacancies exist for each category (restricted and unrestricted). Members of the

Association may send informal suggestions to the Nominations Committee Chair.

**A.** Nominees. The Nominations 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 or vacancy of terms of office. The Nominations Committees must nominate at least two more candidates than vacancies exist in each category (restricted and unrestricted). Members of the Association may send informal suggestions to the Nominations Committee Chair.

**B.** Procedure. The initial report of the Nominating Committee shall be sent to all members of the Association, using their contact information shown by the records of the Association, not less than seventy-five (75) days prior to the Annual Business 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 not less than forty-five (45) days prior to the Annual Business Meeting.

**Section 3.** Election of the Governing Board: The Nominating Committee shall prepare a listing of its slate of nominees for the Governing Board and all nominations properly made by the membership. Said ballots shall be sent to all members of the Association, using their contact information shown by the records of the Association, not less than thirty (30) days prior to the Annual Business Meeting and shall be marked and returned not later than (10) days prior to the Annual Business Meeting. The ballots shall then be counted under the supervision of the Executive Office.

## ***Article V: 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 Chair.

**Section 2.** Membership Committee: A committee on membership, of at least five persons, consisting of Institutional, Individual and Student Members, shall be named by the Board Chair. Vacancies shall be filled by appointment made in the same manner as the original appointments. The Membership Committee shall develop and assist in the implementation of a strategy for active recruitment of new members. The Board Chair shall designate one of the Membership Committee members as its chair.

**Section 3.** Nominations Committee: A committee on nominations shall be appointed by the Board Chair with the advice of the Governing Board and Executive Director. The committee will consist of at least five Association members. Current Board members are prohibited from serving on the Nominations Committee to avoid any potential conflict of interest. The Board Chair shall designate one of the Nominations Committee members as its chair.

**Section 4.** Publications Committee: A committee on publications shall be appointed by the Board Chair with the advice of the Governing Board and Executive Director. The committee will consist of at least five Association members. No more than two members of the Publications committee may be Governing Board members. The Board Chair shall designate one of the Publication Committee members as its chair. Vacancies shall be filled by appointment made in the same manner as the original appointments. This committee is responsible for overseeing all of the Association's publications and making recommendations to the Governing Board as to their usefulness, format, content, cost and other related issues.

**Section 5.** Finance Committee: A committee on the Association's finances shall be appointed by the Board Chair with the advice of the Governing Board and Executive Director. The committee will consist of at least five Association members. No more than two members of the Finance

Committee may be Governing Board members. The Board Chair shall designate one of the Finance Committee members as its chair. Vacancies shall be filled by appointment made in the same manner as the original appointments. Specific responsibilities of the Finance Committee will be determined by the Governing Board

**Section 6.** Program Review Committee: A committee consisting of at least five Association members shall be named by the Board Chair to develop the annual conference theme, review abstracts/session proposals, and develop session titles as needed. Committee members may serve for more than one year as needed to provide experienced leadership. The Board Chair shall designate one of the Program Committee members as its chair.

**Section 7.** Award Committees: The Chair of the Governing Board shall appoint members of the Association to award selection committees as warranted by established award guidelines. The Board Chair will designate the chair of each award committee with advice from the Governing Board and Executive Director.

**Section 8.** Conference Policy Committee: The Conference Policy committee shall consist of at least five members of the Association appointed by the Board Chair. The committee will assist the Association, and the Executive Director, with advice, development and monitoring of conference policy on an as-needed basis.

**Section 9.** International Committee: A committee addressing international Association issues shall be appointed by the Board Chair with the advice of the Governing Board and Executive Director. The committee will consist of at least five Association members. Committee members may serve for more than one year as needed. The committee is responsible for the promotion of international engagement on behalf of the Association and its members. The Board Chair shall designate one of the International Committee members as its chair.

**Section 10.** Conflicts of Interest among Committee Members: To promote fair and ethical decision-making, the Governing Board will establish, interpret and enforce a conflict of interest policy that applies to all award committee deliberations and decisions.

**Section 11.** Term of Service: The length and period of service on any Association committee will be stipulated by the Board Chair.

**Section 12.** Bylaws Committee. A committee of at least three Association members will be appointed by the Board Chair to ensure that the rules specified in the organization's bylaws are regularly reviewed, and that deviations from the bylaws are identified and addressed. The Bylaws Committee will review proposals for bylaws amendments (as stipulated in Article VIII, Section 1) and make recommendations to the Governing Board. The Board Chair shall designate one of the Bylaws Committee members as its chair.

**Section 13.** Ad Hoc Committees. When the need arises, the Chair may appoint a committee of Association members for a limited term to carry out a particular task with advice and consent from the Board. The committee's charge and term of service will be determined by the Board Chair. The Board Chair shall designate one of the ad hoc committee members as its chair.

**Section 14.** Local Host Committee. The Board Chair will appoint individuals with knowledge of the local conference area to serve as members of this committee. The Executive Office will make recommendations to the Board Chair of persons who possess local knowledge and institutional affiliations that have agreed to support the planning of the conference event. Under the direction of the Executive Office, the Local Host Committee will assume designated responsibilities in support of the annual conference.

**Section 15.** Fundraising Committee. A committee of at least five Association members will be appointed by the Board Chair to plan and assess fundraising initiatives of the Association. The committee will work collaboratively with the Executive Office which has the responsibility to implement fundraising initiatives that have been approved by the Board.

**Section 16.** Honor Society Committee. A committee of at least five Association members will be appointed by the Board Chair and tasked with specific duties in support of the Association's honor society.

**Section 17.** Personnel Committee. A committee of at least five Association members will be appointed by the Board Chair to: assist the Association in the development of personnel policies and plans, and provide advice and assessments of personnel performance or staffing needs, on an as-needed basis.

**Section 18.** Committee Vacancies. Any vacancies on committees will be filled by the Board Chair with advice from the Governing Board and Executive Director.

## ***Article VI: Publications***

**Section 1.** Publications Committee: All the publications of the Association shall be under the general direction of the Publications Committee, subject to the approval of the Governing Board.

### **Section 2.** Editorial Management

**A.** Any publication of the Association, shall have an editorship selected by the Governing Board. The Publications Committee shall issue a request for proposals (RFP) for the editorship and make a recommendation to the Governing Board. The Executive Director prepares and signs an editorial services contract with the selected Editor(s). The editorial services contract shall be written for a term authorized by the Governing Board, and renewable only with the Board's explicit approval.

**B.** The Editor(s) shall be responsible for the day-to-day management of the respective publication.

**C.** The Editor(s) shall have the authority to appoint special issue editor(s) deemed necessary and relay the right to reject for publication any paper or other communication that is submitted.

**D.** Each Editor(s) must work within the policies and budget established by the editorial services contract. Changes in the scope of work, policies or budget must be submitted by the Editor(s) for review by the Governing Board.

**Section 3.** Editorial Board: If a publication of the Association is established with an Editorial Board as a structural component, the Editor(s) will select the members of this board in keeping with the overall goals of the publication. The Editor(s) may select a Managing Editor(s) and/or Associate Editor(s) at his/her discretion. The role of the editorial board is to provide advice to the Editor(s) and to assist in the review of manuscripts submitted for publication. Editorial board(s) shall meet at least once a year.

**Section 4.** Publisher: The Publications Committee shall issue a request for proposals (RFP) for a publisher of any Association publication when such services are warranted. The Executive Office will assist the Publications Committee in disseminating and collecting responses to the RFP. The Publications Committee will review the proposals, seek input from the Executive Director, and make a recommendation to the Governing Board. The Executive Director

negotiates, prepares and signs a publishing services contract with the selected Publisher.

## ***Article VII: Executive Office and Budget***

**Section 1.** Executive Office Functions: The Executive Office shall be responsible for the coordination and implementation of plans, policies and procedures established by the Governing Board and specified under the Bylaws. Primary functions will include overall financial management, hiring and supervision of Association staff and volunteers, general communications, maintenance of official records, coordination of membership services, liaison with publications, coordination of Annual Conference, negotiation, preparation and maintenance of contracts (e.g., publisher, editorial services, conference hotels), coordination of annual Board elections, fundraising and marketing, and administrative support to the Board and Association committees.

**Section 2.** Relationship with Governing Board: The Executive Director and Executive Office staff shall serve at the discretion of the Governing Board. The Board will select the Executive Director and specify a term of contract. The Executive Director will exercise day-to-day discretion for decisions in support of the Association's established plans, policies and procedures. The Executive Director and Board Chair shall engage in communications as needed to implement decisions, policies and procedures established by the Governing Board. An annual schedule of administrative tasks, with agreed upon division of responsibilities, shall be developed through joint discussions between the Executive Director and Chair as authorized by the Governing Board.

**Section 3.** Annual Budget and Financial Reports: The Executive Director shall submit a budget proposal to the Finance Committee prior to the end of each fiscal year. The proposed budget shall state anticipated revenue and expenses for the coming fiscal year. The Finance Committee will review the budget and make a formal recommendation to the Governing Board. The Board will take a formal vote on its adoption. The Executive Director shall implement the budget and use discretion in the management of all financial activities. The Board will have the right to review and restrict any expenditure. The Executive Director shall submit an annual financial report to the Governing Board after the conclusion of the fiscal year.

**Section 4.** Annual Audit and Tax Return: The financial records of the Association shall be audited after the end of each fiscal year. The fiscal year shall run from July 1 to June 30. The audit will be conducted by a certified public accountant that adheres to generally accepted auditing standards in the United States. The audit will be completed to allow for the timely completion of the Association's annual tax return. The Executive Director will be responsible for retaining the services needed to complete the audit and tax return. The audit statement shall be submitted to the Finance Committee for its review within one month of the completion of the audit. The Finance Committee will issue a report with its recommendation regarding the audit to the Governing Board. The Governing Board will vote to accept the audit or ask for further financial analysis until it is satisfied that all financial matters are under proper management. The audit statement will be shared with the membership at the Annual Business Meeting.

**Section 5.** Location and Institutional Host: The Governing Board shall determine the location of the Executive Office. The Board shall seek locations that provide advantages and/or resources in support of the operations of the Executive Office. At its discretion, the Board may issue a request for proposals to seek an institutional host for the Executive Office.

## **Article VIII: Amendments**

**Section 1.** Amendments: The Bylaws of the Association may be amended by a majority vote of those responding to a written ballot sent at any time on the initiative of the Governing Board to all voting members. Proposals for amendments may be made by an Association committee, a member of the Governing Board, the Executive Office, and/or by written petition signed by not less than 10 percent of the members of the Association.

The Bylaws Committee will review all proposals for amendments and make a recommendation to the Governing Board.

The Governing Board shall review proposals along with the recommendation of the Bylaws Committee, and formally vote on such proposal. A majority vote of approval by the Governing Board will initiate a ballot voting process for Association members.

## **CHRONOLOGY OF CHANGES**

### **Significant revisions were made to Bylaws in Fall, 2024**

The revisions require that three (3 out of 15 total) Board seats be reserved for persons from institutions/countries outside of the U.S. in countries that have been under-represented in Board composition.

1. Article III (Governing Board and Officers), Section 11 (Governing Board) - Specific details regarding the minimum number of seats and the responsibilities of the Nominations Committee were added.
2. Article IV (Elections and Voting), Section 1 (Voting) - Specific details regarding voting procedures for these seats were added.
3. Article IV (Elections and Voting), Section 2, 2A (Nomination Process) - Specific details regarding the nomination process for these seats were added.

### **Significant revisions were made to Bylaws in Fall, 2023**

1. Article III (Governing Board and Officers), Section 12 (Election and Terms of Office) - Specific details regarding the timing of the election were added.
2. Five Ad Hoc committees were changed to permanent committees of the Board.
  - a. Honor Society Committee
  - b. Personnel Committee
  - c. Fundraising Committee
  - d. Recognitions Committee
  - e. Program Review Committee

### **Significant revisions were made to Bylaws in Spring, 2021**

The UAA Governing Board asked for approval of 17 amendments to the Association's bylaws. The requested changes are sought for four reasons:

1. To increase the number of committee service opportunities available to UAA members by allowing the Board Chair more flexibility in determining the size of committees;

2. To have bylaws text better reflect past and current practices of committee construction whereby the Board Chair seeks information and input from the Executive Office to capture institutional memory and protocols;
3. To make wording more consistent throughout the bylaws document; and,
4. To reduce bureaucratic delays and adopt more common governance practices reflected in bylaws of other major member-based associations.

### **Significant revisions were made to Bylaws in Spring, 2019**

1. Article III (Governing Board and Officers), Section 1 (Governing Board) – Number of board seats up for election will vary.
2. Article V (Committees), Section 2 (Membership Committee) – Revised to allow service by student Members.
3. Article V (Committees), Section 3 (Nominating Committee) – Current Board members prohibited from serving due to conflict of interest. Name of committee changed to Nominations.
4. Article V (Committees), Section 6 (Program Committee) – Revised to reflect increased committee size and updated responsibilities.
5. Article V (Committees), Section 12 (Bylaws Committee) – New committee created with official name of Bylaws Committee
6. Article V (Committees), Section 11 (Terms of Service) – Length and period of committee service to be stipulated by Chair.
7. Article V (Committees), Section 13 (Ad Hoc Committees) – New committee group created with official name of Ad Hoc Committees.
8. Article V (Committees), Section 14 (Local Host Committee) – New committee group created with official name of Local Host Committee.
9. Article VI (Publications), Section 2 (Editorial Management); Section 3 (Editorial Board); and Section 4 (Publisher) – Revised to reflect not one Editor-in-Chief and publication, but Editor(s) and multiple publications.
10. Article VII (Executive Office and Budget), Section 2 (Relationship with Governing Board); Section 3 (Annual Budget and Financial Reports); and Section 4 (Annual Audit and Tax Return) – Revised to include role of the Finance Committee and newer procedures for budget and financial reporting.
11. Use of the Term “Chairperson” – The term “Chairperson” replaced by “Chair”.

### **Significant revisions were made to Bylaws in Fall, 2017**

Article V: Committees, Section 8 (Site Selection Committee) – New committee created with official name of Conference Policy Committee

### **Significant revisions were made to Bylaws in Spring, 2016:**

1. Article II (Membership), Section 1 (Institutional Membership) - Eligibility for Institutional Membership
2. Article III (Governing Board and Officers), Section 11 (Duties of Secretary-Treasurer) - The separation of Secretary/Treasurer Board Officer position

**Significant revisions were made to Bylaws in Spring, 2014:**

1. Article II (Membership), Section 4 (Representation and Voting)—Revised to allow voting by student members.
2. Article V (Committees) - International Committee established as a standing committee.

**Significant revisions were made to Bylaws in Spring, 2011:**

1. The following articles were merged:
  - a. Article V (Meetings) with Article III (Members)
  - b. Article IV (Governing Board) with Article VI (Officers)
  
2. The following three articles were added:
  - a. Article IV (Elections and Voting)
  - b. Article VI (Publications)
  - c. Article VII (Executive Office and Budget)
  
3. The following articles were deleted:
  - a. Article II (Offices)
  - b. Article VIII (Miscellaneous)
  - c. Article X (Transitional Provision)