

**BYLAWS
OF
THE ULI FOUNDATION
as adopted by the
Members of the ULI Foundation
Initially Adopted: February 3, 2000**

ARTICLE I. PURPOSES, APPLICATION OF FUNDS, AND NAME

Section 1. General Purposes

The principal purpose of the ULI Foundation (“the 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 Urban Land Institute (“ULI”). The Foundation may receive and hold by bequest, devise, gift (including remembrance fund gifts), grant, purchase, lease, or otherwise, either absolutely or jointly with any other person or persons or corporation, for any of the purposes herein set forth and for no other purposes, any property, real, personal, or mixed, or any undivided interest therein; convey, sell, or otherwise dispose of such property, and invest, reinvest, administer, and deal with the same in such manner as in the judgment of the Board of Directors of the Foundation will best promote the purposes of the Foundation, but without and free from restrictions applicable to trustees or trust funds.

Section 2. Application of Funds

The Foundation shall apply its income, and if the Foundation so decides, all or any part of its principal, exclusively to the following educational, charitable, scientific, or literary purposes, or any of them:

- a. To make grants to ULI, provided ULI is described in section 170(b) (1) (a) of the internal revenue code of 1986, as amended, to support ULI’s educational and research programs and activities, and
- b. To make grants to other organizations or individuals provided that such grants are requested by ULI and are in support of ULI’s educational and research programs and activities, and
- c. To make grants consistent with the purposes and conditions, if any, accompanying the establishment of designated funds held by the Foundation.

Section 3. Name

The name of this organization shall be the ULI Foundation.

ARTICLE II. OFFICES

Section 1. Offices

The Foundation shall have and continuously maintain in the District of Columbia a registered office and a registered agent whose office is identical with such registered office, and may have such other offices within or without the District of Columbia as the Board of Directors may from time to time determine. The Foundation’s principal office shall be at the same location as the principal office of ULI.

ARTICLE III. MEMBERS

Section 1. Identity of Members

The members of the Foundation shall be those persons who from time to time constitute the Trustees of ULI, except that the Chairman and designated members of the Board of Directors and Board of Overseers may or may not be a Trustee. Any person, other than the Chairman and designated members of the Board of Directors and Board of Overseers, who ceases to be a Trustee of ULI, shall cease to be a member of this Foundation.

Section 2. Annual Meeting of the ULI Foundation

There shall be an annual meeting of the members of the Foundation at the same time and place as the spring meeting of the Trustees of ULI.

Section 3. Special Meetings

Special meetings of the Foundation may be held at such time and place as may be determined by the Board of Directors or one-third (1/3) of the members of the Foundation. Written notice of said meetings shall be given not less than thirty (30) days prior to the date thereof.

Section 4. Quorum

At any meeting of the members of the Foundation, twenty percent of the members present in person or by proxy shall constitute a quorum.

Section 5. Voting

Each member shall be entitled to one vote on each matter submitted to a vote of the members. Members shall be entitled to vote as to any amendment to these Bylaws but shall not otherwise be entitled to vote. These votes may be cast in person or by written proxy. Member voting may be conducted by mail or electronic ballot pursuant to procedures established by the Board of Directors. A majority vote shall govern.

Section 6. Transfer of Membership

Membership in this Foundation is not transferable or assignable.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Governing Body

The business of the Foundation shall be managed by its Board of Directors. The Board of Directors shall be the principal policy-making body of the Foundation and shall be responsible for the strategic direction of the organization. No member of the Board of Directors shall be extended credit. Each member of the Board of Directors shall sign the Foundation Conflict of Interest policy.

Section 2. Eligibility/Composition

The members of the Board of Directors shall be the Foundation Chairman, the ULI Chairman, a member of the ULI Board of Directors selected by the ULI Chairman, the Chairman of the ULI Policy and Practice Committee (or his/her designee), the Foundation Treasurer, and four at-large members. The U.K. Charitable Trust

Chairman, the Annual Fund Chairman, and the Capital Campaign Chairman (if Capital Campaign is in existence) will serve as ex officio members of the Foundation Board of Directors. The ULI CEO will serve on the Foundation Board of Directors as an ex officio member without vote. To be eligible for an at-large position, an individual must be a ULI Full Member, a ULI Foundation Governor, a ULI Leader (current or within last 10 years), as well as a Foundation Board of Overseers participant, a philanthropist (according to criteria defined by the Foundation Board of Directors), an Annual Fund participant at double the ULI Trustee level, and a donor of at least \$100,000 to the Foundation. The Foundation Chairman shall present a slate of at-large Directors to the Board of Overseers for approval. Such slate shall then be presented to the ULI Governance and Nominating Committee for nomination to the ULI Board of Directors, which will submit a formal nomination for election by the ULI Trustees.

Section 3. Duties

The Board of Directors shall have general authority for managing the property and business of the Foundation, including but not limited to the following specific areas of responsibility:

- Establishing strategic direction of the Foundation, in alignment with ULI Business Plan and Program of Work.
- Approving the Foundation audit and reviewing annual Form 990 submissions.
- Approving the Foundation strategic plan and budget.
- Reviewing and approving investment policy for the Foundation (pursuant to recommendations from the ULI/ULIF Investment Committee) and overseeing implementation by the ULI/ULIF Investment Committee (chaired by ULI Foundation Treasurer).
- Certifying that contributions to ULI made through the Foundation are spent in accordance with donor agreements and with project “oversight teams” input (annual fund, governors, planned giving, foundations, gifts, endowments, etc).
- Designating Foundation representative(s) to serve on the ULI Policy and Practice Committee.
- Overseeing efforts of the Foundation Board of Overseers, and defining the eligibility and selection criteria for the Board of Overseers.

Authority for approval of ULI Foundation bylaws amendments remains with ULI Foundation Members.

Section 4. Chairman

Upon recommendation of the ULI Governance and Nominating Committee, the ULI Board of Directors shall submit a candidate for Foundation Chairman to the ULI Trustees for election. Such candidates must be a ULI Trustee, a ULI Life Trustee, or an Honorary/Emeritus Member who is a former ULI Trustee, or a ULI Foundation Governor. The Foundation Chairman shall serve as Chairman of the Foundation Board of Directors and the Foundation Board of Overseers, provided that neither the Chairman nor the CEO of ULI shall serve as Chairman of the Foundation. The specific procedure for selecting the Chairman shall be set forth in the ULI Governance Manual. The Chairman of the Foundation shall preside at any meeting of the Foundation Board of Directors, Board of Overseers, or members of the Foundation.

Section 5. Terms of Office

The Chairman shall serve a term of two years, renewable for one consecutive, additional two-year term. The at-large members of the Foundation Board of Directors shall serve one-year terms, subject to reappointment

for up to four additional one-year terms. The ex officio and designated members of the Foundation Board of Directors shall serve as long as they hold the office that provides the basis for their Board seats.

Section 6. Quorum/Voting

A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, provided that if less than a majority of the Directors is present at said meeting, a majority of such Directors present may adjourn the meeting without further notice. A majority vote of the members of the Board of Directors present and voting shall govern unless otherwise specified in these Bylaws.

Section 7. Meetings

The Board of Directors shall hold at least one meeting annually.

Section 8. Regular Meetings

This regular annual meeting of the Board of Directors shall either be held without other notice than by these Bylaws, and in conjunction with the spring meeting of ULI, or upon at least thirty days notice at a time and place determined by the Chairman or President. The Board of Directors shall also meet in conjunction with the ULI Fall Meeting and the Board of Overseers Annual Meeting. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board of Directors without other notice than such resolution.

Section 9. Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman or the President of the Foundation or three or more of the Directors. The person or persons authorized to call special meetings of the Board of Directors may fix the time and place of such special meetings, provided that the President shall give each Director at least ten days notice of any special meeting.

Section 10. Action without Meeting

Action taken by the Board of Directors without a meeting is nevertheless Board action if written consent to the action in question is agreed to in writing by all of the voting Board members and filed with the minutes of the proceedings of the Board of Directors, whether done before or after the action so taken.

Section 11. Telephone or Electronic Meeting

Any one or more Board members may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device that allows all persons participating in the meeting to communicate with each other and such participation in a meeting shall be deemed presence in person at such meeting.

Section 12. Compensation

Directors as such shall not receive any stated compensation for their services. Nothing herein shall preclude a Director from serving the Foundation in any other capacity and receiving compensation for such services.

ARTICLE V. COMMITTEES

Section 1. Creation and Membership

The Board of Directors may from time to time appoint such standing or special committees as it may deem desirable, and shall provide for their powers and duties. Members of each standing committee shall be appointed annually to serve for one year or until their successors have been appointed. Committee chairmen shall be appointed by the Chairman and shall submit to the Board of Directors at each meeting a report of the actions, if any, which such committee may have taken since the previous meeting of the Board of Directors, which action shall be subject to revision or alternation by the Board of Directors.

Section 2. Chairman's Advisory Committee

The Chairman may, at his/her discretion, appoint a Chairman's Advisory Committee comprised of not less than three and not more than seven Governors of the Foundation. Members shall serve for one year or until their successors have been appointed. The Committee shall provide advice and counsel to the Chairman and to the Board of Directors regarding the operations and activities of the Foundation and shall make recommendations to the Board of Directors regarding special, non-budgeted grant requests.

Section 3. Board of Overseers

Subject to approval of the Board of Directors, the Foundation Chairman and President shall annually appoint a Board of Overseers comprised of not more than one hundred Governors who meet criteria established by the Board of Directors. Members of the Board of Overseers shall serve renewable one-year terms. The Board of Overseers shall serve in an advisory capacity to the Chairman and the Board of Directors regarding fundraising strategies and priorities. It shall also recommend members for the ULI/ULIF Investment Committee and approve the slate for at-large members of the Board of Directors presented by the Foundation Chairman (for subsequent review and recommendation by the ULI Governance and Nominating Committee to the ULI Board of Directors for nomination for election by the ULI Trustees). The Board of Overseers shall meet at such times and places designated by the Chairman and shall operate pursuant to procedures established by the Board of Directors. The Chairman shall also serve as Chairman of the Board of Overseers.

Section 4. ULI/ULI Foundation Investment Committee

The ULI/ULI Foundation ("ULI/ULIF") Investment Committee will provide advice and recommendations to the ULI and ULI Foundation Boards of Directors on ULI and ULI Foundation investment policies and practices. The Committee is chaired by the ULI Foundation Treasurer and includes the ULI Vice Chairman/Treasurer (who will serve as Assistant Chairman of the Committee), the Chairman of the ULI Audit Committee, one member of the ULI Board of Directors, and up to five at-large members. The at-large members must be ULI Full Members and a majority must be ULI Trustees. The Committee Chairman and Assistant Chairman shall develop a slate of at-large members based upon recommendations by the ULI Foundation Chairman, ULI Chairman, ULI Board of Directors, ULI CEO, and ULI Foundation Board of Overseers. The slate will be jointly approved by the ULI Chairman and ULI Foundation Chairman. The Committee reports to the ULI and ULI Foundation Boards of Directors, with information on ULI and ULI Foundation investments and investment policy provided to the ULI Trustees. The Committee's specific duties are set forth in the ULI Governance Manual.

ARTICLE VI. OFFICERS AND STAFF

Section 1. Elected Officers

The officers of the Foundation shall be the Chairman, a Treasurer, and a Secretary. Such other officers may be appointed and shall serve as the Board of Directors may determine.

- a. The Chairman is selected pursuant to the procedures set forth in Article IV, Sec. 3 and is the chief elected member and presiding officer of the Board of Directors and Board of Overseers. The Chairman has responsibility for directing the overall vision and strategic direction of the Foundation.
- b. The Treasurer shall be the custodian of the funds and securities of the Foundation and shall be the disbursing officer of the Foundation. He/she shall have charge of any of the property, both real and personal, in which the Foundation has an interest, and shall be responsible for the purchase, sale, lease, insurance, and management of the same as authorized by the Board of Directors. The Foundation Treasurer shall be appointed by the Foundation Chairman from a pool of candidates who have held the position of Chairman of the ULI Audit Committee, have been a member of the ULI/ULIF Investment Committee for at least two terms, and have demonstrated an understanding of the financial relationship between ULI and the Foundation and the long term investment objectives of the two organizations.
- c. The Secretary shall be responsible for the keeping of the complete and proper minutes of all meetings of the members and all meetings of the Board of Directors, and shall send copies of said minutes to each member of the Board of Directors, and shall present said minutes at the next regular meeting of the Board of Directors. He/she shall keep and file all documents committed to his/her custody and shall keep the Corporate Seal of the Foundation and use it when authorized. The Foundation Chairman will appoint a member from the Foundation Board of Directors to serve as Secretary.

Section 2. Appointed Officers

The CEO of ULI shall be 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 have general management oversight for the Foundation.

The President shall be the Chief Staff Officer of the Foundation. He/she shall have the authority to represent the Foundation and act in its name, subject to its declared policies, and shall perform all other duties usual to such office.

The ULI CEO may appoint an Assistant Treasurer and/or Assistant Secretary.

Section 3. Vacancies

Any vacancy in the President position shall be filled by the ULI Board of Directors. Any vacancy in the Treasurer position shall be filled by the Chairman pursuant to Article VI, Sec. 1.b. of these Bylaws. Any vacancy in the, Secretary position shall be filled by the Chairman pursuant to Article VI, Sec. 1.c. of these Bylaws.

Section 4. Staff

The President, in consultation with the ULI CEO, may appoint full-time or part-time staff for such period and for such compensation as the President may determine. The Foundation staff shall perform such duties as the President may from time to time prescribe.

ARTICLE VII. SPECIAL DESIGNATIONS

The Board of Directors may designate special classes of individuals and special groups to serve as advisors to the Board of Directors. These special classes of individuals and special groups shall have such titles, purposes and duties as shall be determined by the Board of Directors.

One such special group shall be the Governors of the Foundation. Governors are a special class of experienced leaders who have provided demonstrable financial support to the Foundation. Through generous capital gifts, Governors express their lifelong commitment to excellence in land use, as embodied in the research, education, and advisory services programs of ULI.

ARTICLE VIII. FISCAL AND LEGAL PROCEDURES

Section 1. Fiscal Year

The fiscal year of the Foundation shall be the same as the ULI fiscal year.

Section 2. Contracts

Except as otherwise provided in these Bylaws, the Board of Directors may authorize any officer or officers, agent or agents of the Foundation to enter into any contracts, and to execute and deliver or draw upon any instruments on behalf of the Foundation, and such authority may be general or confined to specific instances.

Section 3. Loans

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

Section 4. Deposits

All funds of the Foundation shall be deposited to the credit of the Foundation under such conditions and in such depositories as the Board of Directors may select, or as may be selected by an officer or officers, agent or agents of the Foundation to whom such power may be delegated by the Board of Directors. All funds of the Foundation, 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.

Section 5. Revenue

All revenue from the Foundation shall be collected by such officer or officers, agent or agents, as the Board of Directors may designate for that purpose.

Section 6. Checks, Drafts, Etc.

All notes, drafts, acceptances, checks, endorsements, or other evidence of indebtedness shall be signed by such officer or officers, agent or agents of the Foundation as the Board of Directors may by resolution provide.

Section 7. Investments

Funds of the Foundation may be invested and reinvested in such manner and for such purposes as may be lawful and authorized by resolution of the ULI/ULI Foundation Investment Committee and approved by the ULI Foundation Board of Directors.

Section 8. Parliamentary Guide

The Foundation will use the same parliamentary procedure authority for meetings as used by ULI.

Section 9. Gifts

The Board of Directors may accept on behalf of the Foundation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Foundation.

Section 10. Annual Report

The Treasurer shall have general supervision over the financial records of the Foundation and shall annually provide to the Board of Directors a report of all receipts and disbursements of Foundation funds. An annual report may subsequently be published as the Board of Directors may determine.

Section 11. Incurring Indebtedness

No individual Director, member, or employee of the Foundation shall incur any indebtedness in the name of the Foundation or make any commitment involving the Foundation unless authorized to do so by action of the Board of Directors.

Section 12. Surety Bond

The Treasurer and other officers, or agents of the Foundation, as may be determined by the Board of Directors, shall give and file with the President and Secretary 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 the Foundation.

Section 13. Legal Counsel

The Foundation shall use ULI's legal counsel as its general legal counsel unless separate representation is necessary to avoid a conflict of interest, or for other legal, ethical, or business reasons, in which case the Board of Directors may appoint alternative legal counsel.

Section 14. Audit

The Foundation shall have an audited financial statement prepared by an independent certified public accountant annually. The independent certified public accountant shall be the same accountant as shall be responsible for the annual audit of ULI. The audited financial statement will be approved by the Board of Directors and provided to the members of the Foundation on an annual basis.

Section 15. Budget

The Board of Directors shall approve a budget for each fiscal year at a meeting held in the spring of each year.

The budget development process will occur in tandem with, and with similar procedures to, the development of the ULI annual budget, as more fully set forth in the ULI Governance Manual.

ARTICLE IX. LIMITATIONS OF LIABILITY AND INDEMNIFICATION

Section 1. Limitations of Liability

Nothing herein shall constitute members of the Foundation as partners for any purpose. No Officer, Director, committee member, member, agent, or employee of the Foundation shall be liable for his/her act or failure to act on the part of any other Officer, Director, committee member, member, agent or employee of the Foundation, nor shall any Officer, Director, committee member, member, agent or employee be liable for his/her act or failure to act under these Bylaws, excepting the acts or omissions to act arising out of his/her willful misfeasance.

Section 2. Indemnification

Every Officer, Director, committee member, member, agent, or employee of the Foundation shall be indemnified by the Foundation against all expenses and liabilities, including counsel fees, reasonably incurred or imposed upon him/her in connection with any proceeding to which he/she may be made a party, or in which he/she may be involved, by reason of his/her being or having been an Officer, Director, committee member, member, agent, or employee of the Foundation, to the fullest extent permitted by the District of Columbia Nonprofit Corporation Act or any other applicable provisions of law. The standards applicable to and the procedures for indemnification for Officers, Directors, committee members, members, agents, or employees of the Foundation are identical to the standards and procedures with respect to indemnification of Officers, Directors, committee members, agents or employees of ULI. The current standards and procedures with respect to ULI are set forth in the ULI Governance Manual. These standards and procedures are incorporated by reference into these Bylaws as if fully set forth herein. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Officer, Director, committee member, member, agent, or employee may be entitled.

ARTICLE X. DISTRIBUTION OF ASSETS

The Foundation shall use its funds only to accomplish the objectives and purposes specified in the Bylaws, and no part of said funds shall inure or be distributed to the members of the Foundation. On dissolution of the Foundation, any funds remaining, after paying or making provision for the payment of all liabilities of the Foundation, shall be distributed to ULI, provided that, at the time of dissolution, ULI is in existence and qualifies as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1986, as amended. If ULI is not in existence or if it is in existence but does not qualify as an exempt organization, the assets of the Foundation shall be distributed to one or more regularly organized charitable, education, scientific, or philanthropic organization(s), to be selected by the members of the Foundation, provided such organization(s) is exempted as described above.

ARTICLE XI. 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 the Foundation, date of incorporation, and the words, "Corporate Seal, District of Columbia."

ARTICLE XII. AMENDMENTS TO ARTICLES/BYLAWS

Section 1. Initiation of Amendments

Amendments to the Articles of Incorporation or these Bylaws may be initiated by a majority of the Board of Directors or by one-third (1/3) of the members of the Foundation.

Section 2. Adoption of Amendments

The Articles of Incorporation or these Bylaws may be altered, amended, or repealed and new Articles/Bylaws may be adopted, provided that such alteration, amendment, repeal, or new Articles of Incorporation or Bylaws are recommended by two-thirds of the Directors at a regular or special meeting of the Board of Directors and are approved by at least a majority of the members at a regular or special meeting of the members and further provided that at least ten (10) days written notice is given to the members of the intention to alter, amend, repeal, or to adopt new Articles of Incorporation or Bylaws at such meeting.

ARTICLE XIII. PROHIBITED ACTIVITIES

Section 1. Classification as Private Foundation

If, for any period, this Foundation shall be classified as a "private Foundation" as defined by Section 509 of the Internal Revenue Code, as amended from time to time, the Foundation shall:

- a. Distribute its income at such a time and in such a manner as not to subject the Foundation to tax under Section 4942 of the Internal Revenue Code.
- b. (i) Not engage in any act of self-dealing (as defined in Section 4941 (d) of the Internal Revenue Code),
(ii) Not retain any excess business holdings (as defined in Section 4943 (c) of such Code),
(iii) Not make any investment in such a manner as to subject the Foundation to tax under Section 4944 of such Code, and
(iv) Not make any taxable expenditures (as defined in Section 4945 (d) of such Code).

ARTICLE XIV. OFFICIAL COMMUNICATIONS: RECOGNITION OF ELECTRONIC COMMUNICATIONS, RECORDS, AND SIGNATURES

Unless otherwise required by applicable law, if any provision of these Bylaws requires a notice or communication to or from any Officer, Director, committee member, member, or agent, 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 these Bylaws requires the signature of a member, Director, or committee member, an electronic signature satisfies the requirement.