



## MEMORANDUM

**TO:** CMAP Board

**FROM:** CMAP Staff

**Date:** May 5, 2021

**Re:** Draft Update to the CMAP By-laws

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The last year presented unexpected situations that the current by-laws do not address. In response, staff conducted a review of the by-laws along with a comparison to those from other MPO or Regional Councils. This memo will review the draft recommendations.

**Article 1:** Expand the purpose and introduction to more thoroughly describe the statutory functions of CMAP.

**Article 3 Section 6:** Provide the option to conduct meetings virtually to the extent permitted by state law.

**Article 3 Section 11:** Allow workshops on or off site (no actions are taken) without requiring a quorum of the full board. If CMAP wanted to go on a field trip or hold another type of board workshop, they could do so without the need for a quorum to be present. No actions would be permitted at workshops and all OMA requirements would still apply including full notification of board members, advance public notice, posting of the agenda and meeting location, and minutes.

**Article 3 Section 13:** Refer to Chair, First Vice Chair and Second Vice Chair. The title throughout the document has been changed from Chairman to Chair.

**Article 3 Section 17:** Delegation of some administrative authorities to the Executive Committee and Acknowledging that the Citizens' Advisory Committee is required.

**Article 4:** Creates Powers and Duties of the Executive Committee. Previous to the pandemic, CMAP by-laws did not outline procedures for CMAP to use when there is a need to conduct business during an emergency or other situation when a full quorum of the board is not available. In addition, CMAP typically does not hold meetings in July, August, and December. This section provides limited authorities to the executive committee to allow business to

proceed. It requires the Executive Director or other member of the Executive Committee report its actions on all matters to the board at the next available meeting.

**Article 9 Section 1 B:** Increase the contract authority of the Executive Director not to exceed a cumulative amount of \$50,000. The current limit is \$25,000 and was set at the inception of CMAP by-laws in 2006.

**Article 9 Section 2:** Provides emergency purchase authority for a Board Officer and the Executive Director during a federal or state disaster or emergency declaration. Purchases over \$50,000 require emergency ratification by the Board or Executive Committee. All emergency purchases must be reported to the board at their next available meeting.

ACTION REQUESTED: Discussion

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**BY-LAWS**

**OF THE**

**CHICAGO METROPOLITAN AGENCY FOR PLANNING**

Adopted June 21, 2006

Revised November 28, 2007

Revised November 13, 2013

Revised October 11, 2017



**BY-LAWS  
OF THE**

**CHICAGO METROPOLITAN AGENCY FOR PLANNING**

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## ARTICLE ONE

### Purpose of the Chicago Metropolitan Agency for Planning

~~The Chicago Metropolitan Agency for Planning (“CMAP”) was created by the Regional Planning Act (70 ILCS 1707/1 et. seq.) (the “Act”). The Act provides for a consolidated regional planning agency to plan for the most effective public and private investments in the northeastern Illinois region and to better integrate plans for land use and transportation. CMAP was created to address the development and transportation challenges in Cook, DuPage, Kane, Kendall, Lake, McHenry and Will Counties.~~

The Chicago Metropolitan Agency for Planning (“CMAP”) was created by the Regional Planning Act (70 ILCS 1707/1 et. seq.) (the “Act”), and the agency’s Policy Committee is the federally-designated Metropolitan Planning Organization for northeastern Illinois as detailed in the Federal-Aid Highway Act of 1962 [23 U.S.C. § 134]. The Act provides for a consolidated regional planning agency to plan for the most effective public and private investments in the northeastern Illinois region, and to better integrate plans for land use and transportation, program transportation funds, and serve as the region’s data hub.

CMAP was created to address the development and transportation challenges in Cook, DuPage, Kane, Kendall, Lake, McHenry and Will Counties. The agency also provides research on transportation system safety and equity, freight, housing, economic development, and environment and natural resources through the federally-required metropolitan planning process.

These Rules shall serve to guide the proper functioning of the urban transportation planning process by CMAP as well as general procedures and policies for CMAP, and CMAP committees.

## ARTICLE TWO

### Definitions

As used in these By-Laws, the following terms shall mean:

- (a) Act means the Regional Planning Act, effective August 9, 2005, as amended now and hereafter.
- (b) Board means the fifteen voting members and non-voting members of CMAP.
- (c) Board member means a voting member or non-voting member of CMAP.
- (d) Policy Committee means the decision-making body of the MPO.
- (e) ~~Chairman~~Chair means the ~~Chairman~~Chair of the Board.

- (f) Executive Director means the Executive Director of the Chicago Metropolitan Agency for Planning.
- (g) Northeastern Illinois region means Cook, DuPage, Kane, Kendall, Lake, McHenry, and Will Counties.
- (h) CMAP means the Chicago Metropolitan Agency for Planning created pursuant to the Act.

**ARTICLE THREE**  
**Organization of the Chicago Metropolitan Agency for Planning**

1. Composition of the Board

The CMAP is governed by a board (“Board”) consisting of—the following 15 voting members and non-voting members, all as appointed by the Regional Planning Act (the “Act”) and serving for initial terms as follows:

- A. One member from DuPage County appointed cooperatively by the mayors of DuPage County and the chief elected county official of DuPage County with a term expiring on July 1, 2007.
- B. One member representing both Kane and Kendall Counties appointed cooperatively by the mayors of Kane County and Kendall County and the chief elected county officials of Kane County and Kendall County with a term expiring on July 1, 2007.
- C. One member from Lake County appointed cooperatively by the mayors of Lake County and the chief elected county official of Lake County with a term expiring on July 1, 2009.
- D. One member from McHenry County appointed cooperatively by the mayors of McHenry County and the chief elected county official of McHenry County with a term expiring on July 1, 2009.
- E. One member from Will County appointed cooperatively by the mayors of Will County and the chief elected county official of Will County with a term expiring on July 1, 2009.
- F. Five members from the City of Chicago appointed by the Mayor of the City of Chicago. As designated at the time of appointment, the terms of 2 of these members shall expire on July 1, 2007 and the terms of the other 3 members shall expire on July 1, 2009.



- G. One member from that portion of Cook County outside of the City of Chicago appointed by the President of the Cook County Board of Commissioners with a term expiring on July 1, 2007.
- H. Four members from that portion of Cook County outside of the City of Chicago appointed, with the consent of the President of the Cook County Board of Commissioners, as follows:
  - 1) One by the mayors representing those communities in Cook County that are outside of the City of Chicago and north of Devon Avenue with a term expiring on July 1, 2007.
  - 2) One by the mayors representing those communities in Cook County that are outside of the City of Chicago, south of Devon Avenue, and north of Interstate 55, and in addition the Village of Summit with a term expiring on July 1, 2009.
  - 3) One by the mayors representing those communities in Cook County that are outside of the City of Chicago, south of Interstate 55, and west of Interstate 57, excluding the communities of Summit, Dixmoor, Posen, Robbins, Midlothian, Oak Forest, and Tinley Park with a term expiring on July 1, 2007.
  - 4) One by the mayors representing those communities in Cook County that are outside of the City of Chicago and east of Interstate 57, and, in addition, the communities of Dixmoor, Posen, Robbins, Midlothian, Oak Forest, and Tinley Park with a term expiring on July 1, 2009.
- I. The Policy Committee may appoint one of their members to serve as a non-voting member and the CMAP Board may appoint other non-voting members of the Board. All members must reside in the seven-county region.

2. Terms

After their initial terms, Board members shall hold a term of 4 years or until successors are appointed and qualified.

3. Vacancies

If a vacancy occurs, the appropriate appointing authority shall fill the vacancy by an appointment for the unexpired term.

4. Compensation

Board members shall receive no compensation, but shall be reimbursed for expenses incurred in the performance of their duties.

5. Attendance by Video or Audio Conference

Board members or committee members may attend a Board or committee meeting via audio or video conference as permitted under the Open Meetings Act (5 ILCS 1201/1, *et seq.*), now and as hereafter amended.

6. Virtual Meetings

The Board and its committees may conduct meetings by audio or video conference, without the physical presence of a quorum of the members, to the extent permitted by, and in accordance with, Section 7(e) of the Illinois Open Meetings Act, as may be amended.

67. Quorum

A majority of the voting Board members holding office shall constitute a quorum for the purpose of convening a meeting of the Board.

78. Voting

- A. A vote shall be taken on any motion, resolution, or ordinance of the CMAP Board and shall be included in the record of the meeting.
- B. The affirmative votes of at least 4/5 of the voting Board members in office is necessary for the Board to take any action. A Board member or committee member who attends a meeting via telephone (as provided in 5. above)—is considered present for purposes of voting.

89. Regular Meetings and Time and Place of Meetings

Regular meetings of the Board shall be held at least once in each calendar quarter. The time and place of Board meetings shall be fixed by resolution of the Board.

910. Special Meetings

Special meetings of the Board may be called by the ~~chairman~~Chair or a majority of the Board members.

11. Workshop Meetings

The Board may choose to hold workshop meetings from time to time, by a call of the ~~chairman~~Chair or a majority of the Board members. A quorum shall not be necessary for conducting a workshop; however, all board workshops shall be noticed in the same manner as regular meetings of the Board, and no final action may be taken at any Board

workshop. Workshop meetings shall be considered meetings of the Board for purposes of these By-Laws and the Open Meetings Act.

1012. Notice to Board Members

A written notice of the time and place of any special meeting or workshop shall be provided to all Board members at least 96 hours prior to the date fixed for the meeting by regular mail, e-mail or facsimile, except that if the time and place of a special meeting is fixed at a regular meeting at which all Board members are present, no such written notice is required.

113. Chair, First Vice Chair, man and Second Vice Chairmen

At its initial meeting and its first regular meeting after July 1 of each year thereafter, the Board shall appoint from its membership a chairmanChair, a first vice chairmanChair and a second vice chairmanChair who will all serve until their successors are appointed. The first vice chairmanChair shall act as chairmanChair during the absence or disability of the chairmanChair and in case of resignation or death of the chairmanChair and shall carry out such other duties as designated by resolution of the Board. If the first vice chairmanChair is unavailable to take on such duties, the second vice chairmanChair shall act as chairmanChair during the absence or disability of the chairmanChair and in case of resignation or death of the chairmanChair and shall carry out such other duties as designated by resolution of the Board.

1214. Agenda Development and Distribution For Board Meetings

- A. Before a Board meeting, the ChairmanChair shall review a tentative agenda prepared by the Executive Director and set a final agenda for the upcoming Board meeting. Board members' requests to place an item on the agenda shall be made to the Executive Director or the ChairmanChair at least 96 hours prior to the date fixed for the meeting.
- B. The Executive Director shall provide the agenda for each regular meeting to all Board members at least 72 hours before such meeting. The Executive Director shall also provide to each Member a draft of each ordinance or resolution to be proposed for action of the Board at least 72 hours before such meeting. The agenda for such meeting shall be posted at the principal office of CMAP and at the location where the meeting will be held, at least 48 hours before such meeting. Revisions to the agenda may be made by the ChairmanChair or by a majority of the Board not less than 72 hours prior to the meeting, including addition to the agenda of items requiring adoption of an ordinance or resolution at the meeting, provided, however, that a copy of each ordinance or resolution is also made available to each Member.

1315. Minutes of Board and Committee Meetings

Written minutes of all Board and committee meetings shall be prepared. Such minutes shall include, but need not be limited to:

- 1) the date, time and place of the meeting;
- 2) the members recorded as either present or absent (if any members attended via audio or video conference, the minutes of such meetings must state which members were physically present and which members were present via audio or video conference); and
- 3) a summary or discussion on all matters proposed, deliberated or decided, and a record of any votes taken.

Board members may request that specific comments be included in the minutes.

Minutes of all meetings open to the public shall be maintained on file by the Executive Director.

Minutes of prior meetings open to the public and prior meetings closed to the public shall be furnished to Board members in the advance Board packages for review and approval at the ensuing Board meeting.

Minutes of meetings open to the public shall be available for public inspection during the regular business hours of CMAP at the principal office of CMAP within 7 days of the approval of such minutes. Minutes of meetings closed to the public shall be placed in a confidential file and available for public inspection only after the Board determines that it is no longer necessary to protect the public interest or the privacy of an individual by keeping them confidential.

The Board shall periodically, but no less than semi-annually, meet to review minutes of all closed meetings. At such meetings a determination shall be made, and reported in an open session that (1) the need for confidentiality still exists as to all or part of those minutes or (2) that the minutes or portions thereof no longer require confidential treatment and are available for public inspection.

#### 1416. Compliance with the Open Meetings Act

All meetings of the Board and committees shall be held in compliance with the Open Meetings Act (5 ILCS 1201/1, *et seq.*), now and as hereafter amended.

#### 4517. Board Committees

The committees of the Board may make recommendations to the Board, but, except as provided to the contrary in these By-Laws with respect to the Executive Committee, the Board takes all actions for CMAP. The committees of the Board are as follows:

- A. Executive Committee. The Executive Committee shall serve as the audit and finance committee and (i) manage the day-to-day operations of CMAP; (ii) review and direct the activities of the other committees of CMAP; (iii) make recommendations on an executive director; (iv) develop strategic plans and policies for CMAP; and (v) develop a funding plan for the CMAP. Further, the Executive Committee shall have those powers and duties set forth in Article Four of these By-Laws.
- B. Transportation Committee. The CMAP Board shall jointly determine the structure and member organizations of the Transportation Committee with the Policy Committee. The Transportation Committee shall fulfill duties outlined in the Memorandum of Understanding (MOU) between CMAP and the Policy Committee.
- C. Citizens' Advisory Committee. The CMAP Board shall create a standing Citizens' Advisory Committee to provide continuous and balanced public representation in the development of regional plans and policies.
- D. Any other committees created by the Board. Such committees shall have such duties as the Board designates.

The Board can change the duties of any committee or dissolve any committee at any time, with the exception of the Citizens' Advisory Committee and the Transportation Committee which shall be done jointly with the Policy Committee. The ~~Chairman~~Chair shall appoint members to committees and designate committee chairmen at the beginning of each calendar year or at the time the Committee is created. The ~~chairman~~Chair of each committee shall serve for the balance of the calendar year and until a successor is appointed. The ~~chairman~~Chair of any committee may be reappointed as ~~chairman~~Chair of the committee.

The ~~Chairman~~Chair may delegate to the Executive Director management of committees created pursuant to this section, including but not limited to the appointment of committee members and ~~chairman~~Chair, establishment of meeting dates, and the setting of meeting agendas. The Executive Director may also establish technical committees to advise CMAP staff.

Any question of committee jurisdiction over an issue shall be raised with the Executive Director.

#### 4618. Live-streaming

The Board will broadcast open meetings of the board in real time using a high-speed Internet connection in compliance with the Regional Planning Act.

**ARTICLE FOUR**  
**Powers of the Executive Committee**

1. In addition to those duties set forth in Article Three, Paragraph 17.A of these By-Laws, the Executive Committee has been established by the Board to:
  - A. discuss CMAP agenda items, legislative issues, and similar concerns and business, for recommendation(s) to the Board;
  - B. take— action— on— certain— administrative— items, including procurements for work activities—that have been approved by the board in CMAP’s annual budget and workplan;
  - C. annually review the performance of the Executive Director, and upon completion of its review, to forward its findings and recommendations to the full Board; and
  - D. consider— and— provide— direction— to— the— Executive— Director— regarding— such— other matters— that— may— come— before— CMAP from time to time.
2. The Executive Committee shall report its actions on all matters to the Board at the next available meeting.

**ARTICLE FOURFIVE**  
**Citizens’ Advisory Committee**

Pursuant to Section 40(c) of the Act, a standing Citizens' Advisory Committee will be created by the Board to provide continuous and balanced public representation in the development of regional plans and policies.

**ARTICLE FIVESIX**  
**Public Participation at Public Hearings, Board Meetings, and Citizens’ Advisory Committee Meetings**

1. Requirement  

In connection with its review and development of any regional plans and prior to any plan's approval, the Board must hold a public hearing.
2. Participation

Any person may participate in a public hearing, Board meeting, or Citizens' Advisory Committee meeting by oral presentation or by submitting written material within 24 hours of the close of the meeting or hearing. The ~~ehairman~~Chair or presiding officer shall have the power to restrict the presentation of any person desiring to participate in the hearing or meeting to oral presentation or to submission of written materials, and to impose any other reasonable limitations upon the conduct of such public hearing or meeting as necessary to effectuate its purpose. The ~~ehairman~~Chair or presiding officer shall limit any individual speaker's testimony to five minutes; provided that the ~~ehairman~~Chair or presiding officer shall have the sole discretion on whether to grant speaker's request for additional time.

### 3. Conduct of Hearings

The presiding officer for each hearing shall be designated by the ~~Chairman~~Chair, and shall be a Board member or officer or employee of CMAP. Notice of the time, date, and place set for the hearing must be by posting a copy of such notice at the principal office of CMAP, by giving notice to those news media which have filed a request for public notices pursuant to law, and by posting on CMAP's website, published in a newspaper having a general circulation within the northeastern Illinois region at least 30 days prior to the date of the hearing. The notice must contain a short explanation of the purpose of the hearing. The hearing may be continued, as deemed necessary by the Board.

Procedures for public hearings, Board meetings and Citizens' Advisory Committee meetings set forth in this Article shall apply to all such hearings and meetings under the Act, except as otherwise noted herein. Hearings required under any statute or regulation of the United States or the State of Illinois shall be held under this part to the extent consistent with such statute or regulation.

Minutes for each hearing and copies of all written materials submitted in connection with each hearing shall be maintained by the Executive Director.

## **ARTICLE ~~SIX~~SIXSEVEN**

### **Powers of the Executive Director**

1. In addition to those powers provided by law, ordinance or resolution of the Board, the Executive Director:
  - A. shall hire deputy directors and other employees as needed.
  - B. shall have the authority to enter into contractual commitments where the total of the compensation provided under such commitment or the compensation to that provider of contractual services under all other contractual commitments made within the fiscal year does not exceed \$~~50,000~~25,000.

**ARTICLE ~~SEVENEIGHT~~**  
**Access to Public Records**

CMAP shall grant access to public records in compliance with the Freedom of Information Act (5 ILCS 140/1 *et seq.*) and the Regional Planning Act. In accordance with the Regional Planning Act, the Board shall post recordings of its open meetings on its website within a reasonable time after the meeting.

**ARTICLE ~~EIGHTNINE~~**  
**Maintenance of Public Records**

CMAP shall maintain records in accordance with the provisions of the State Records Act (5 ILCS 160/1 *et. seq.*) and the Regional Planning Act.

**ARTICLE ~~NINETEN~~**  
**Miscellaneous**

1. Annual Report

The Board shall prepare, publish, and distribute an annual report and any other reports and plans that relate to the purpose of this Act.

2. Emergency Purchases

In the event the Federal government or the Governor declares a “State of Emergency,” the Chair, ~~First~~ Vice Chair, ~~Second~~ Vice Chair, or Executive Director may authorize the purchase of, or contract for, or services required in contemplation of, preparation for, or during, an emergency utilizing the competitive bidding or competitive proposal procedures set forth in the CMAP’s Procurement Rules. During a “State of Emergency,” the Executive Director shall be authorized to provide for the distribution of federal or state aid for repairs, replacements, or the distribution of aid. Notwithstanding the foregoing, at least two signatures, one by a Board Officer (use of an electronic signature may be authorized for this purpose) and one by the Executive Director, shall be required to effectuate an emergency expenditure. Emergency purchases of goods or services where the expenditure by CMAP is estimated to be \$50,000 or greater shall be subject to ratification by the Executive Committee or Board as soon as practicable. The Chair, ~~First~~ Vice Chair, ~~Second~~ Vice Chair, or Executive Director will inform the Board of any such emergency actions at the next available meeting.



23. Policy Committee Representation

At the beginning of every other calendar year, the ~~Chairman~~Chair shall appoint two of the Board's members to the MPO Policy Committee as permitted by the Policy Committee bylaws and the Board shall approve the appointments. The two appointments shall reflect the geographic distribution of the region and shall not both be from the same geographic area (the City of Chicago as defined in Article Three, paragraph F; Suburban Cook County as defined in Article Three, Paragraphs G and H; or the Collar Counties as defined in Article Three paragraphs A-E).

34. Amendments

These By-Laws may be amended or repealed by the affirmative votes of at least 4/5 of the voting Board members in office at a special or regular meeting, provided that the proposed amendments to these By-~~L~~aws or a notice stating that the Board seeks to repeal these By-~~L~~aws (whichever is applicable) is sent to the Board members at least 14 days before said meeting.

45. Parliamentary Authority

Except where inconsistent with the provisions of the Act or these By-Laws, Robert's Rules of Order shall govern the conduct of—all meetings of the Board and the committees.

56. Effective Date

These By-Laws shall be effective upon approval of at least 4/5 of the voting Board members then in office.

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