MEMORANDUM

To: MPO Policy Committee

From: Subcommittee Members:
Tom Cuculich-representing DuPage County
Leanne Redden-representing the RTA
Rebekah Scheinfeld- representing CDOT

Date: October 4, 2017

Re: Updating the MPO Policy Committee bylaws

On June 8, 2017, the MPO Policy Committee appointed Tom Cuculich from DuPage County, Leanne Redden from the RTA, and Rebekah Scheinfeld from CDOT to a subcommittee reviewing the bylaws of the MPO Policy Committee, as well as the Policy Committee’s memorandum of understanding with the CMAP Board. This subcommittee met on August 16, 2017 to review the bylaws. This memorandum describes the edits recommended by this subcommittee. Substantive changes include an update of the description of the metropolitan planning area and revisions to the voting membership of the MPO Policy Committee.

Proposed revisions to the MPO Policy Committee bylaws
The following discussion provides a section-by-section review of the proposed changes to the MPO Policy Committee bylaws, including the proposed redlined revisions and a narrative rationale for the change.

Preamble
Proposed edits shown in underline or strikethrough:

The Metropolitan Planning Organization (MPO) Policy Committee is an entity whose principal interests and activities concern themselves with transportation planning in the seven northeastern counties of Illinois, namely, Cook, DuPage, Kane, Kendall, Lake, McHenry and Will Counties; Aux Sable township in Grundy County; and Sandwich and Somonauk townships in DeKalb County. The MPO Policy Committee aspires to achieve consensus on regional transportation planning decisions and commits to an open, transparent process in conducting its work. The following are its bylaws:
Rationale:
Sandwich and Somonauk Townships were added to the region’s MPA in 2014, to reflect the expansion of the Chicago IL-IN urbanized area after the 2010 Census. This expansion of the MPA was made pursuant to federal planning regulations, and must be reflected in the MPO Policy Committee’s bylaws. Upon the request of the subcommittee, new language was added to reflect the importance of consensus and transparency to the regional transportation planning and programming processes.

**Organization and Membership**
No changes recommended.

**Voting Members**
Proposed edits shown in underline or strikethrough:

- Council of Mayors
- Will County
- Regional Transportation Authority (RTA)
- Kane County
- Chicago Department of Transportation (CDOT)
- Illinois Department of Transportation (IDOT)
- Commuter Rail Division of the RTA (Metra)
- Federal Transit Administration (FTA)
- Illinois State Toll Highway Authority
- Cook County
- Chicago Transit Authority (CTA)
- Lake County
- Federal Highway Administration (FHWA)
- DuPage County
- Suburban Bus Division of the RTA (Pace)
- McHenry County
- Private Providers
- Railroad Companies (Class I)
- Kendall County
- Chicago Metropolitan Agency for Planning (CMAP)

The Federal Highway Administration, and the Federal Transit Administration, and the Railroad Companies (Class I) participate as members in an advisory and non-voting capacity.

New members may be admitted to membership upon written application to the Chairman of the MPO Policy Committee, and the affirmative vote of 131 members thereof taken at a regular meeting of the MPO Policy Committee.

Rationale:
The private agencies on the MPO Policy Committee have indicated they are not interested in a voting seat, but would like to remain engaged with the MPO Policy Committee. The subcommittee preferred to retain the Class I railroads as a non-voting member, given their close relationship with passenger rail and the relative homogeneity of the industry. The subcommittee preferred not to retain the private providers as either a voting or non-voting member, given the lack of unified voice across a heterogeneous set of industry sectors.
The proposed changes would result in 17 voting members for the Policy Committee, with three non-voting members (Class I railroads, FHWA, and FTA). The current voting requirement to amend the bylaws or approve new members to the MPO Policy Committee with 19 voting members is 13 affirmative votes (68 percent); a new total of 11 affirmative votes would keep roughly the same ratio for a MPO Policy Committee of 17 voting members (65 percent). The proposed edits also include clarifications: non-voting members were moved from the top of the section to the bottom to clarify they are members, but do not vote, and the committee roster is retitled “Voting Members”.

**Function of the MPO Policy Committee**
No changes recommended.

**Bylaws**
Proposed edits shown in underline or strikethrough:

The MPO Policy Committee shall function under and pursuant to these bylaws.

These bylaws may be amended, by an affirmative vote of 113 members of the MPO Policy Committee, after 30 days written notice thereof to the MPO Policy Committee membership.

The written notice of any such amendments shall incorporate an exact statement of changes proposed in existing bylaws, and shall specifically identify the bylaw to be amended.

*These bylaws must be reviewed after each decennial U.S. Census, but the MPO Policy Committee may also choose to review these bylaws more frequently.*

Rationale:
The current voting requirement to amend the bylaws or approve new members to the MPO Policy Committee with 19 voting members is 13 affirmative votes (68 percent); a new total of 11 affirmative votes would keep roughly the same ratio for a MPO Policy Committee of 17 members (65 percent).

The subcommittee recommended adding new language requiring the MPO Policy Committee’s bylaws to be reviewed periodically. At the minimum, this review would occur after each decennial U.S. Census, which could affect the boundary for the metropolitan planning area.

**Officers**
No changes recommended.

**Meetings**
Proposed edits shown in underline or strikethrough:
The MPO Policy Committee shall meet four times a year on the second Thursday of January, March, June and October.

Special meetings may be called by the Chairman, or by three members of the MPO Policy Committee, upon written notice in either case to all members of the MPO Policy Committee.

Written notices of regular and special meetings must specify the time, date and place of any such meetings, and must be delivered to the voting membership of the MPO Policy Committee at least seven days before any meeting. Copies of agendas for any meeting, together with supporting papers, must be delivered to voting members at least three working days before any meeting.

Bonafide emergency meetings may be required. They shall be convened at the call of the Chairman. Public notice of such meetings shall conform to the provisions of the Illinois Open Meetings Act be given as soon as practicable, but in any event, prior to the meeting.

The Chairman, in consultation with the Vice-Chairman, may postpone a regularly scheduled meeting of the MPO Policy Committee for up to 30 days.

Robert's Rules of Order shall prevail at all meetings of the MPO Policy Committee, the Transportation Committee, and the committees and subcommittees of each.

Rationale:
The bylaws include specific provisions to comply with the Illinois Open Meetings Act in the context of bona fide emergency meetings. Because the other provisions of the bylaws already exceed the requirements of the Open Meetings Act, this language is unnecessary.

The first reference to the Transportation Committee occurs under the “Meetings” section of the bylaws, which comes out of context; it is unclear what the committees and subcommittees of the MPO Policy Committee and Transportation Committee refer to. The reference to these other bodies is deleted from this section.

Quorum
No changes recommended.

Voting Membership
No changes recommended.

Committees
Proposed edits shown in underline or strikethrough:

Committees and subcommittees, task forces, or other advisory bodies of the MPO Policy Committee shall be formed, and their membership established, by a simple majority vote of the MPO Policy Committee.
At the time any such committee or subcommittee body is formed, the MPO Policy Committee shall establish the number of members thereof, and the lengths of their terms, and shall define their duties and responsibilities in writing.

The Transportation Committee is established as a standing committee of the MPO Policy Committee. It shall review recommendations and policy decisions intended for MPO Policy Committee review, approval, or other action. In reviewing all such matters, the Transportation Committee shall act with reasonable dispatch, and shall, in each case, report to the MPO Policy Committee whatever actions, if any, it has taken in respect to such matters, and report any recommendations for approval. The MPO Policy Committee shall jointly determine the structure and membership organizations of the CMAP Transportation Committee with the CMAP Board and shall name an MPO Policy Committee member or alternate as the Chair and Vice Chair of that Committee. The Transportation Committee shall fulfill duties outlined in the Memorandum of Understanding (MOU) between CMAP and the MPO Policy Committee.

Unless otherwise directed by the MPO Policy Committee, all recommendations and policy decisions of any committees, subcommittees, or task forces, or other advisory body intended for MPO Policy Committee review, approval, or other action shall be referred to the CMAP Transportation Committee for consideration and such other action as the Transportation Committee may determine. In reviewing all such matters, the Transportation Committee shall act with reasonable dispatch, and shall, in each case, report to the MPO Policy Committee whatever actions, if any, it has taken in respect to such matters, and report any recommendations for approval. None of the provisions in this paragraph shall be construed to restrict the ability of the MPO Policy Committee to approve, disapprove, or take any other action independent of prior consideration by the Transportation Committee or any other committee, subcommittee, task force, or other advisory body.

Rationale:
The bylaws note that any action of the various advisory committees must be routed through the MPO Policy Committee for final decision; for clarity, the proposed revisions add corresponding language to the separate discussion of the Transportation Committee. They further amend the discussion of the Transportation Committee to match corresponding language in the CMAP Board bylaws and make reference to the MOU between the CMAP Board and MPO Policy Committee regarding the management of the Transportation Committee. The proposed revisions clarify that the MPO Policy Committee may choose to act independently of any report or recommendation of the Transportation Committee or any other advisory group: the MPO often acts on matters when there are timely decisions to be made or when there are not regularly scheduled Transportation Committee meetings. This bylaw change makes the authority of the MPO to take those actions clearer than the current bylaws. The proposed revisions also make various editorial and grammatical updates, including consistent references to names and a more comprehensive list of advisory bodies.

ACTION REQUESTED: Approval

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BYLAWS OF THE METROPOLITAN PLANNING ORGANIZATION POLICY COMMITTEE

March June October 11-13, 2008 1714
BYLAWS OF THE METROPOLITAN PLANNING ORGANIZATION
POLICY COMMITTEE

The Metropolitan Planning Organization (MPO) Policy Committee is an entity whose principal interests and activities concern themselves with transportation planning in the seven northeastern counties of Illinois, namely, Cook, DuPage, Kane, Kendall, Lake, McHenry and Will counties; and Aux Sable township in Grundy County; and Sandwich and Somonauk townships in Dekalb County. The MPO Policy Committee aspires to achieve consensus on regional transportation planning decisions and commits to an open, transparent process in conducting its work. The following are its bylaws:

Organization and Membership

The MPO Policy Committee shall be made up of one member each from the following named agencies, or groups, except for the Chicago Metropolitan Agency for Planning (CMAP) which shall have two members, plus such other parties as the MPO Policy Committee may from time to time elect to membership under the provisions of these bylaws.

Voting Members

Council of Mayors Will County
Regional Transportation Authority (RTA) Kane County
Chicago Department of Transportation (CDOT) Illinois Department of Transportation (IDOT)
Commuter Rail Division of the RTA (Metra) Federal Transit Administration (FTA)
Illinois State Toll Highway Authority Cook County
Chicago Transit Authority (CTA) Lake County
Federal Highway Administration (FHWA) DuPage County
Suburban Bus Division of the RTA (Pace) McHenry County
Private Providers Railroad Companies (Class I)
Kendall County Chicago Metropolitan Agency for Planning (CMAP)

The Federal Highway Administration, the Federal Transit Administration, the Private Providers, and the Railroad Companies (Class I) participate as members in an advisory and non-voting capacity.
New members may be admitted to membership upon written application to the Chairman of the MPO Policy Committee, and the affirmative vote of \( \frac{1}{3} \) members thereof taken at a regular meeting of the MPO Policy Committee.

**Function of the MPO Policy Committee**

The MPO Policy Committee shall appoint such standing or special committees as it may, from time to time, deem necessary or expedient.

The MPO Policy Committee shall consider and act upon transportation matters presented by the Chicago Metropolitan Agency for Planning, any agency of the State of Illinois, the federal government, any county, the Council of Mayors, any unit of local government, any planning agency, the RTA or any operator, public or private.

**Bylaws**

The MPO Policy Committee shall function under and pursuant to these bylaws.

These bylaws may be amended, by an affirmative vote of \( \frac{1}{3} \) members of the MPO Policy Committee, after 30 days written notice thereof to the MPO Policy Committee membership.

The written notice of any such amendments shall incorporate an exact statement of changes proposed in existing bylaws, and shall specifically identify the bylaw to be amended.

These bylaws must be reviewed after each decennial U.S. Census, but the MPO Policy Committee may also choose to review these bylaws more frequently.

**Officers**

The MPO Policy Committee shall have three officers - a Chairman, Vice-Chairman and Secretary.

The Illinois Secretary of Transportation shall be permanent Chairman of the MPO Policy Committee.

The MPO Policy Committee shall designate a member of the CMAP staff as Secretary of the MPO Policy Committee.
The Vice-Chairman shall be elected annually in October of each year by those members, or alternates, of the MPO Policy Committee in attendance at any meeting that month whose call and agenda shall have given notice to the full membership that an election of officers would be held at that time and place. The term of the Vice-Chairman shall commence on January 1 of the year following that election, and shall terminate on the following December 31. The Vice-Chairman shall hold office until a successor is elected.

If the office of the Vice-Chairman shall become vacant during the year, a special election shall be held to fill any vacancy at the next meeting of the MPO Policy Committee. The call and agenda of any meeting which shall include a special election shall give due notice to all the membership that a special election would be held at that time and place. The election shall be by those members, or alternates, in attendance at that meeting.

Each year during June, after notice to the membership in the call and agenda of a particular meeting, the Chairman shall appoint a subcommittee of five members of the MPO Policy Committee to nominate at a meeting in October, the name or names of candidates for election to the office of Vice-Chairman of the MPO Policy Committee for the following year.

The members of the Nominating Committee, so appointed, shall be as follows:

1. One member representing a municipal government or municipal corporation;
2. One member representing a highway or roads administration;
3. One member representing a public transportation agency or other transportation provider;
4. One member representing the regional planning agency.
5. One member representing county government

The Chairman, Vice-Chairman and Secretary shall have and exercise all powers customary to those offices. The Vice-Chairman shall chair meetings of the MPO Policy Committee in the absence of the Chairman, and shall exercise the powers of the Chairman during any times that the office of Secretary of Transportation is temporarily vacant.

By whatever means are convenient, the Chairman and Vice-Chairman shall regularly consult with each other prior to any meetings of the MPO Policy Committee. Acting through CMAP staff, they shall jointly be responsible for the preparation and distribution of meeting notices and agendas.
In any case where the Chairman is called upon to sign documents in both his official capacity as Secretary of Transportation, and as Chairman of the MPO Policy Committee, the Vice-Chairman shall sign on behalf of the MPO Policy Committee.

**Meetings**

The MPO Policy Committee shall meet four times a year on the second Thursday of January, March, June and October.

Special meetings may be called by the Chairman, or by three members of the MPO Policy Committee, upon written notice in either case to all members of the MPO Policy Committee.

Written notices of regular and special meetings must specify the time, date and place of any such meetings, and must be delivered to the voting membership of the MPO Policy Committee at least seven days before any meeting. Copies of agendas for any meeting, together with supporting papers, must be delivered to voting members at least three working days before any meeting.

Bonafide emergency meetings may be required. They shall be convened at the call of the Chairman. Public notice of such meetings shall conform to the provisions of the Illinois Open Meetings Act—be given as soon as practicable, but in any event, prior to the meeting.

The Chairman, in consultation with the Vice-Chairman, may postpone a regularly scheduled meeting of the MPO Policy Committee for up to 30 days.

Robert's Rules of Order shall prevail at all meetings of the MPO Policy Committee, the Transportation Committee, and the committees and subcommittees of each.

**Quorum**

A quorum of the MPO Policy Committee shall be 10 persons.

**Voting Membership**

Each agency or group having MPO Policy Committee membership shall have one vote, except for the Chicago Metropolitan Agency for Planning, which shall have two votes. The interests of each agency, or group, shall be voted by the person(s), or alternate(s), designated to vote the interests of that
agency or group. The Chairman, or his alternate, shall vote the interest of Illinois Department of Transportation (IDOT).

Prior to January 1 of each year, all agencies or groups having MPO Policy Committee membership shall designate, in writing, the name of the member, and alternates, who shall be empowered to cast its vote at MPO Policy Committee during the ensuing calendar year. Only those persons so designated, or such persons who may be appointed to fill membership or alternate positions made vacant during the year, may cast a vote on behalf of their respective agency or group. When necessary an MPO Policy Committee member agency may designate, for a specific meeting a representative upon written authorization of the member.

Committees

Committees, subcommittees, task forces, or other advisory bodies of the MPO Policy Committee shall be formed, and their membership established, by a simple majority vote of the MPO Policy Committee.

At the time any such body is established, the MPO Policy Committee shall establish the number of members thereof and the lengths of their terms, and shall define their duties and responsibilities in writing.

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The MPO Policy Committee shall jointly determine the structure and member organizationship of the CMAP Transportation Committee in conjunction with the CMAP Board. The Transportation Committee shall fulfill duties outlined in the Memorandum of Understanding (MOU) between CMAP
and the MPO Policy Committee, and shall name an MPO Policy Committee member or alternate as the Chair and Vice-Chair of that Committee.

Unless otherwise directed by the MPO Policy Committee, all recommendations and policy decisions of any committee, subcommittee, or task forces, or other advisory body which are intended for MPO Policy Committee review, approval, or other action shall be referred to the CMAP Transportation Committee for consideration and such other action as the Transportation Committee may determine. In reviewing all such matters, the Transportation Committee shall act with reasonable dispatch, and shall, in each case, report to the MPO Policy Committee whatever actions, if any, it has taken in respect to such matters, and report any recommendations for approval. None of the provisions in this paragraph shall be construed to restrict the ability of the MPO Policy Committee to approve, disapprove, or take any other action independent of prior consideration by the Transportation Committee or any other committee, subcommittee, task force, or other advisory body.

As revised by the MPO Policy Committee
March 13, June 8, October 11, 2008

BYLAWS: