



# Chicago Metropolitan Agency for Planning

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## MEMORANDUM

**To:** CMAP Executive Committee

**From:** Erin Aleman, Deputy Executive Director

**Date:** March 1, 2024

**Subject:** Amendment consideration for the CMAP by-laws

**Action Requested:** Discussion and approval to recommend to the CMAP Board in April

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### **Introduction:**

At the CMAP Board meeting in May and June, the Board reviewed drafted changes to their by-laws. After discussion, staff were directed to meet with a group of board members representing Cook County, collar counties, and the City of Chicago to discuss and make recommendations for any by-law amendments. Staff met with members Sheahan, Brolley and Walsh, as well as the CMAP legal counsel Hart Passman from Elrod Freidman, to review and discuss potential changes.

At the February Executive Committee meeting, the committee discussed the proposed changes with counsel and suggested a few additional modifications. The committee agreed with amendments to Article Three, Article Seven, and Article Ten as described below. Members continued to discuss providing further clarity to Article Four and asked to provide additional language around failure of the Board to achieve quorum and the explicit application of the four-fifths rule to the Executive Committee.

Attached to this memo is a copy of the Board's by-laws with potential amendments for consideration. Below is a brief overview of the changes presented in the redline document.

### **Article Three: Organization of CMAP**

Upon recommendation of legal counsel, Article Three adds the following:

1. provide further clarification on virtual meeting participation
2. provide clarification that the board and its committees may use a consent agenda to transact business
3. provide clarity and transparency by documenting in the by-laws the long-standing practice of maintaining on the Executive Committee 2 members each from the City of Chicago, Cook County and the collar counties

#### **Article Four: Powers of the Executive Committee**

The Executive Committee discussed the importance of the amendments not circumventing the powers of the CMAP Board and in addition to the language in 2A, 2B, 2C and 2D, asked to include the following limitations of the Executive Committee:

1. taking actions only when a Board meeting has not occurred 14 days prior and will not meet for an additional 14 days;
2. explicit language about four-fifths of the members of the Executive Committee being necessary

Authorizes the Executive Committee to take the following actions when they are consistent with the most current long-range plan:

1. accept grants and enter into the associated grant agreements
2. enter into intergovernmental agreements
3. approve or amend contracts with the following limitations
  - a. limits authorizations to \$1 million dollars
  - b. limits the duration of any approved contract to 3 years plus (2) one-year extensions renewals
  - c. existing by-laws requires notification to the board of all such actions taken by the Executive Committee
4. approve change orders to existing contracts for up to 10%

The executive director will continue to seek board approval when possible and expedient.

#### **Article Seven: Power of the Executive Director**

Upon recommendation of legal counsel, ties the simplified acquisition threshold or maximum contract authority of the Executive Director to the limits defined in State Statute.

#### **Article Ten: Miscellaneous**

Emergency purchases during a declared state of emergency – increase the limit to \$250,000. This provision provides a safety net if significant damage occurred to the CMAP office, personal

protective equipment was required by staff to perform work, or other major impact was experienced during a declared state or federal emergency. There has only been one qualifying state of emergency since the agency's inception.