



# Chicago Metropolitan Agency for Planning

## MEMORANDUM

Agenda Item 7.01

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**TO:** CMAP Executive Committee

**FROM:** **Amy McEwan**, Deputy Executive Director

**Date:** December 26, 2023

**Re:** Amendment consideration for the CMAP By-Laws:

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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 the 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. Attached to this memo is a copy of the Board's by-laws with potential amendments for consideration.

### **Article Three:**

Upon recommendation of legal counsel,

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 members of the review panel discussed the primary responsibilities of CMAP and the typical actions taken by the board. Unlike local governments, CMAP does not have taxing authority and instead derives 95% of its funding from federal, state, and philanthropic grants. In a typical year approximately 90% or more of the agencies funding is included in the CMAP budget and approved by the board in February. Some grant opportunities occur after the board approves the budget. In these cases, the agency applies for funding and reports monthly to the executive committee on any new grants the agency is requesting and when any funding is awarded.

As these mid-year grants are approved by the funder, the agency has a need to enter into grant agreements, inter-governmental agreements, and contracts necessary to complete the work outlined in the grant. Any grants the agency seeks are consistent with the regional planning act, long range plan and the guidelines provided by the funding agency.

Options provided by legal counsel for Board consideration to expand the duties the Executive Committee may conduct on behalf of the board.

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.