



Chicago Metropolitan Agency for Planning

433 West Van Buren Street
Suite 450
Chicago, IL 60607

312-454-0400
cmap.illinois.gov

MEMORANDUM

To: CMAP Board

From: Erin Aleman, Executive Director

Date: April 1, 2024

Subject: Amendment consideration for the CMAP by-laws

Action Requested: Approval

Introduction:

At the CMAP Board meetings in May and June, the Board reviewed drafted changes to their by-laws. After discussion, the Board directed staff 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 and March Executive Committee meetings, committee members discussed the proposed changes with counsel and suggested additional modifications to align the by-laws with the pending state legislation. Members discussed 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.

Following these additional modifications, the Executive Committee is recommending the approval of the draft by-laws to the full CMAP Board.

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

Unlike local governments, CMAP does not have taxing authority and instead derives the majority of its funding from federal, state, and philanthropic grants. In a typical year, 90% or more of the agencies funding is included in the CMAP budget and approved by the board in February. However, some grant opportunities occur after the board approves the annual budget. In these cases, CMAP reports monthly to the executive committee on any new grants the agency is requesting and if 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 awarded grant proposal. Grants the agency seeks are consistent with the regional planning act, long range plan and the guidelines provided by the funding agency.

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 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

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.