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

Revised June 9, 2021

Revised April 10, 2024

Revised January 13, 2025

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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"), 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, 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) Chair means the 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 pursuant to 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 only to the extent permitted under the Open Meetings Act (5 ILCS 120/1, *et seq.*), now and as hereafter amended.

6. Quorum

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

7. 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. Except as otherwise provided in the Act, the affirmative vote of at least a simple majority of the Board members in office is necessary for the Board to take action on any contract (other than a contract pertaining to the employment of the Executive Director), grant, purchase agreement, and meeting minutes. The affirmative vote of 4/5 of the Board members in office is necessary for the Board to take any action on any other matter. A Board member or committee member who attends a meeting via audio or video conference (as provided in Article 3, Section 5 above) is considered present for purposes of voting.

8. 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.

9. Special Meetings

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

10. Workshop Meetings

The Board may choose to hold workshop meetings from time to time, by a call of the 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.

11. 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.

12. Chair, First Vice Chair, and Second Vice Chair

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

Board. If the first vice Chair is unavailable to take on such duties, the second vice Chair shall act as Chair during the absence or disability of the Chair and in case of resignation or death of the Chair and shall carry out such other duties as designated by resolution of the Board.

13. Agenda Development and Distribution for Board Meetings

A. Before a Board meeting, the Chair 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 Chair 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 Chair 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.

14. Consent Agenda

A. At any meeting, the Board may, by unanimous consent, take a single vote on the several questions of the passage of any two or more of the designated ordinances, orders, resolutions, or motions placed together for voting purposes in a single group (the "Consent Agenda"). The Executive Director may, but is not required to, submit a Consent Agenda to be considered by the Board at each Board meeting. The Consent Agenda may contain (1) all matters deemed by the Executive Director to be of a noncontroversial nature; (2) all matters on which the Board has previously issued a preliminary favorable vote or recommendation; and (3) the approval of bids when the recommendation is to accept the low bidder.

B. Any item may be removed from the Consent Agenda at the Board meeting by the request of any one member. Upon removal, the item will be considered and voted upon separately.

C. A single vote on the Consent Agenda shall be deemed in compliance with all requirements of law for all intents and purposes as if the vote in each case had been taken separately for each individual item on the Consent Agenda. Members voting on the Consent Agenda may state those specific items for which they vote nay, or abstain.

15. 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.

16. 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.

17. 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 is to be comprised of six members, as follows:

1. Two members from among the Board members representing the City of Chicago;

2. Two members from among the Board members representing suburban Cook County; and

3. Two members from among the Board members representing DuPage, Kane, Kendall, Lake, McHenry, and Will Counties.

Each member of the Executive Committee must be approved by a concurrence of four-fifths of the Board members in office.

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 4 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 Chair shall appoint members to committees and designate committee chairs at the beginning of each calendar year or at the time the Committee is created. The Chair of each committee shall serve for the balance of the calendar year and until a successor is appointed. The Chair of any committee may be reappointed as Chair of the committee.

The 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 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.

18. 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 (i) procurements for work activities that have been approved by the board; and (ii) accepting grant funding, and approving, entering into, and implementing associated grant agreements, consistent with CMAP's then-current long-range plan and strategic direction;

   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. In order to assist the Board in carrying out its general powers and duties granted under the Act, whether because no meeting of the Board has been scheduled or due to failure to obtain a quorum at a scheduled meeting of the Board, at any time at which the Board has not met in the prior 14 days, and will not meet for at least 14 days, the Executive Committee is expressly granted the authority, without prior Board approval, to take any of the following actions, but only by concurrence of four-fifths of the members of the Executive Committee, and only if consistent with the then-current long-range plan adopted by the Board:

   A. approve and execute any and all documents necessary to apply for, approve, accept, and amend grants from Federal, State, Local, or philanthropic sources; and

   B. approve and enter into agreements with units of local government, transportation agencies, State agencies, federal agencies, and persons in order to implement any of the provisions of the Act, provided that the Executive Committee may not approve an agreement that would incur expenditures of more than $1,000,000.00, or of a term of more than three years plus up to two one-year extensions; and

   C. enter into contracts or other transactions with any unit of local government, transportation agency, State agency, public or private organization, or any other source in furtherance of the purpose of the Act, and to take any necessary action in order to avail itself of such aid and cooperation, provided that the Executive Committee may not approve a contract or other transaction that would incur

expenditures of more than $1,000,000.00, or of a term of more than three years plus up to two one-year extensions; and

D. issue and approve a change order or amendment to any purchase order or contract, provided that no such change order or amendment, individually or when combined with any previous change order to the same purchase order or contract, exceeds 10 percent of the original price of the purchase order or contract.

3. The Executive Committee shall report its actions on all matters to the Board at the next available meeting.

4. Under no circumstances will the Executive Committee have the authority to approve the long-range plan.

ARTICLE FIVE
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 SIX
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 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 Chair or presiding officer shall limit any individual speaker's testimony to five minutes; provided that the 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 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 SEVEN
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 does not exceed the annually adjusted Simplified Acquisition Threshold for professional and artistic services as established under the Illinois Procurement Code (30 ILCS 500/20-20). Procurements shall not be artificially divided so as to constitute a small purchase eligible to this provision of the Illinois Procurement Code.

ARTICLE EIGHT
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 NINE
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 TEN
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.

3. Policy Committee Representation

At the beginning of every other calendar year, the 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).

4. 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-Laws or a notice stating that the Board seeks to repeal these By-Laws (whichever is applicable) is sent to the Board members at least 14 days before said meeting.

5. 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.

6. Effective Date

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