

**MEMORANDUM**

**To:** CMAP Board

**From:** Bylaws and MOU Subcommittee  
Frank Beal, representing City of Chicago  
Mayor Noak, representing Collar Counties  
President Reinbold, representing Suburban Cook County

**Date:** September 6, 2017

**Re:** Proposed updates to the CMAP Board bylaws

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On June 14, 2017, the CMAP Board appointed Frank Beal, representing the City of Chicago, Mayor John Noak, representing Will County, and President Richard Reinbold, representing south Cook County, to a subcommittee reviewing the bylaws of the CMAP Board, as well as the Board's memorandum of understanding (MOU) with the MPO Policy Committee. The subcommittee met on August 16, to review the CMAP Board bylaws and jointly review the MOU with a subcommittee of the Policy Committee. This memorandum summarizes the subcommittee's proposed changes to the CMAP Board Bylaws in three areas: process Policy Committee representation, management of some committees of the CMAP Board, and other technical changes.

Each area includes rationale for the proposed modification to the bylaws. Following a brief discussion of the proposed change, line by line edits to the text from the affected article and section are indicated in the following manner: additions are underlined, deletions ~~red and struck through~~, language that is moved appears in green ~~double struck in its original appearance~~ then double-underlined in its new location, and each technical change is explained in the subsequent *italicized bullet point*.

Staff request review and feedback about the following edits.

## **Appointments to the Policy Committee**

To ensure a broad consensus on regional planning issues, CMAP's board is made up of balanced regional representation. Subcommittee members discussed the need to ensure that the Board's membership on the Policy Committee reflects a similar regional consensus. Without a third seat on the Policy Committee, the subcommittee agreed to codify a biennial practice of deliberation and Board consent on its appointments.

### **ARTICLE NINE Miscellaneous**

**\*\*\*NEW SECTION\*\*\***

#### 2. Policy Committee Representation

At the beginning of every other calendar year, the Chairman shall appoint two of the Board's members to the 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).

### **CMAP Board committee management**

CMAP has developed a large and robust committee structure organized around numerous planning topics which leverages expertise and perspectives from across the region. The subcommittee agreed to amend the bylaws regarding CMAP committee management to permit the Chairman to delegate to staff some or all management of Board committees. In practice CMAP staff often identify members, chairmen, and schedules for Board-created committees and report on those activities to the Board on an annual basis. Staff provide summaries of committee activities to the board at each of its meetings. This bylaws change would permit the Chairman to continue current practice.

The ability to establish and direct committees is an important tool for the Board to fulfill its responsibilities for developing and implementing the comprehensive regional plan and other related duties.

Subcommittee members discussed and agreed to codify existing practices by providing the Chairman the option to delegate management responsibilities for some of the Board's committees, such as working committees to the Executive Director.

## ARTICLE THREE

### Organization of the Chicago Metropolitan Agency for Planning

[Note: technical changes to Article Three, paragraphs 6-15 are discussed in the next section of this memorandum.]

15. Board Committees

~~B.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 Transportation Committee which shall be done jointly with the Policy Committee. The Chairman shall appoint members to committees and designate committee chairmen at the beginning of each calendar year or at the time the Committee is created. The chairman of each committee shall serve for the balance of the calendar year and until a successor is appointed. The chairman of any committee may be reappointed as chairman of the committee.

The Chairman 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 chairman, 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.

### Technical revisions to the bylaws

The subcommittee agreed to staff recommended changes to the bylaws to make technical revisions that better reflect agency practice, correct drafting or typographical errors, improve organization, and incorporate recent legislation. The technical revisions recommended also improve alignment between the MOU and the CMAP Board bylaws.

The following edits and clarifications are proposed for Articles Three, Five, Seven and Eight of the CMAP bylaws regarding the Board's voting practices, meeting minutes and public participation, the CMAP committee structure. New text to ensure compliance with the live-streaming and video recording required following the passage of HB2538 - CMAP Record and Stream Meeting legislation. Although the legislation has not yet been sent to the Governor for approval, staff anticipates the bill will be signed into law and take effect January 1, 2018.

**ARTICLE THREE**  
**Organization of the Chicago Metropolitan Agency for Planning**

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. ~~However, the affirmative votes of at least 4/5 of the voting Board members in office is necessary for the Board to take any action. A Board member or committee member who attends a meeting via telephone (as provided in 5. above) is considered present for purposes of determining a quorum.~~

- *Strikes duplicative text on 4/5 voting requirements established by Section 7.B which states, "The affirmative votes of at least 4/5 of the voting Board members in office is necessary for the Board to take any action."*
- *Strikes language permitting attendance by teleconference to reach a quorum to comply with the Illinois Open Meetings Act requirement which dictates that a quorum of the Board must be physically present.*

7. Voting

A. ~~Yeas and nays~~ 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.

- *Revises reference to "Yeas and nays" with "A vote" because the former term connotes a roll call vote, while the CMAP Board typically makes approvals via voice vote. Further, adds in the word "motion" to reflect the Board's typical votes on motions rather than formal written resolutions.*

14. Open Meetings Act

- *Adds an "s" to Meeting to correspond with the title of the Act.*

15. Board Committees

The committees of the Board make recommendations to the Board and the Board takes all actions for CMAP. The committees of the Board are as follows:

A. Executive Committee. 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.

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.

[Note: Edits to Paragraph D are discussed above under "CMAP Board Committee Management]

- *Adds reference to the Transportation Committee to correspond with Committee Reporting section established in the MOU.*
- *Adds reference to the Citizens' Advisory Committee to correspond with the Regional Planning Act.*
- *Reletters the section accordingly.*

**\*\*\*NEW SECTION\*\*\***

**16. 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.

- *Adds reference to the amended Regional Planning Act, which, with the enactment of HB2538, would require "Recordings of each meeting be maintained as public records to the extent practicable, as determined by the Board."*

## ARTICLE FIVE

### **~~Procedures for Public Participation at Public Hearings, Board Meetings, and Citizen's Advisory Committee Meetings~~**

1. ~~Applicability~~ 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.

~~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.~~

2. Participation

Any person may participate in a public hearing, Board meeting, or Citizens' Advisory Committee meeting by oral presentation ~~at the hearing~~ or by submitting written material within 24 hours of the close of the meeting or hearing. The chairman 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 chairman or presiding officer shall limit any individual speaker's testimony to five minutes; provided that the chairman or presiding officer shall have the sole discretion on whether to grant speaker's request for additional time.

### ~~3. Notice~~

~~A. Notice of each public hearing shall be given by posting a copy of such notice at the principal office of CMAP, and by giving notice to those news media which have filed a request for public notices pursuant to law. Notice of any hearing to be held to comply with a statute or regulation of the United States or the State of Illinois also shall be given at the time and in the manner required by such statute or regulation. Any hearing may be adjourned to a later time by announcing at the hearing the time and place at which the hearing will be reconvened.~~

### 43. Conduct of Hearings

The presiding officer for each hearing shall be designated by the Chairman, 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.

### ~~5. Records of Hearings~~

Minutes for each hearing and copies of all written materials submitted in connection with each hearing shall be maintained by the Executive Director.

- *Revises the title to focus on Public Participation, rather than procedures.*
- *Changes the “Applicability” title to “Requirement” and retains the requirement that CMAP hold a public hearing on any regional plans.*
- *Renumbers and moves language from Sections 1, 3, and 5 to a new section 3, Conduct of Hearings, to cover hearing related procedures.*

## **ARTICLE SEVEN**

### **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 on its website recordings of its open meetings within a reasonable time after the meeting.

- *Adds corresponding reference to the amended Regional Planning Act, which, with the enactment of HB2538, would require “Recordings of each meeting shall be posted to the Board’s website within a reasonable time after the meeting.”*

## **ARTICLE EIGHT**

### **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.

- *Adds a reference to the amended Regional Planning Act which, with the enactment of HB2538, would require “Recordings of each meeting be maintained as public records to the extent practicable, as determined by the Board.”*

### **Next steps**

Staff request board discussion of the proposed changes and additional guidance and direction. Based on feedback, staff will develop recommendations for the board’s consideration at its October 11 joint meeting with the Policy Committee.

**ACTION REQUESTED:** Discussion







## MEMORANDUM

**To:** CMAP Board

**From:** Bylaws and MOU Subcommittee  
Frank Beal, representing City of Chicago  
Mayor John Noak, representing Collar Counties  
President Rick Reinbold, representing Suburban Cook County

**Date:** September 6, 2017

**Re:** Revisions to the CMAP Board-MPO Policy Committee Memorandum  
of Understanding (MOU)

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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 Memorandum of Understanding (MOU) between the Policy Committee and the CMAP board. Similarly, on June 14, 2017, the CMAP board appointed Frank Beal, representing the City of Chicago, Mayor John Noak, representing Will County, and President Richard Reinbold, representing south Cook County, to a subcommittee reviewing the same MOU.

These two subcommittees met jointly on August 16, 2017 to review the MOU. Substantive recommendations include the addition of a “Financial Support” section to formalize the dues policy adopted by the CMAP board in 2016. Technical changes include clarifications of the metropolitan planning areas under the Regional Planning Act and federal regulations, updated references to committee names, updated term of effect for the MOU, and various typographic or editorial changes. Both the substantive and technical changes are described in the remainder of the memo.

Note that the subcommittees discussed the voting structure in the MOU but did not recommend any edits. Voting-related topics of discussion included the following: whether the MOU should be amended to provide guidance for how the CMAP board members vote at the Policy Committee; whether the number of CMAP board member votes at the Policy Committee should be increased or decreased; and finally, whether the Policy Committee voting requirements should be increased to a four-fifths supermajority on items involving both the CMAP Board and Policy Committee. The subcommittees supported retaining current language in the MOU, and encouraged members of each body to attend the other’s meeting in an ex officio capacity. The

subcommittees also recommended that the CMAP board's bylaws be amended to clarify that the CMAP board members on the Policy Committee reflect the geographic distribution of the CMAP region.

## **New “Financial Support” section pending approval**

CMAP has periodically experienced cash flow shortages due to the agency's dependence on funding from the State of Illinois. Although the Illinois General Assembly had established the Comprehensive Regional Planning Fund to provide a local match to federal planning funds and ensure CMAP could carry out its non-transportation responsibilities, the fund was subsequently dissolved. For the past several years, the Illinois Department of Transportation (IDOT) has provided CMAP with the necessary matching funds. However, CMAP's ability to access that funding in a timely manner has been impeded on multiple occasions due to administrative action and legislative impasse in approving a state budget. Furthermore, US DOT indicated in its last quadrennial certification that CMAP should seek to diversify its funding sources.

The CMAP board has recently put several strategies in place to diversify the agency's funding. Beginning in 2016, transportation agencies and local governments began paying dues agreed to via a newly adopted CMAP board policy. At its meeting on June 8, 2016, the CMAP board approved the addition of a “Financial Support” section in the MOU. This revision has not yet been adopted by the Policy Committee. Additionally, as a part of the subcommittees' review of the MOU, the new underlined language regarding the agency's need to secure funds for planning activities identified in the Regional Planning Act on such issues as housing and water supply was added.

### **\*\*\*NEW SECTION\*\*\***

#### **FINANCIAL SUPPORT**

The CMAP board and the Policy Committee recognize the need for CMAP to have a diversified, sustainable match for its federal transportation funds, and they acknowledge the necessity for CMAP to charge dues to transportation agencies and local governments in the region. The CMAP board will adopt a dues schedule each year as part of its budget, and also indicate other potential sources of revenue to help match transportation funds and support non-UWP eligible work that aligns with CMAP's statutory responsibilities and its mission.

## **Recommended technical revisions**

The subcommittees agreed to several edits and clarifications related to the following issues: revising current committee names, various technical corrections, and review period of the MOU. The relevant section text is below: additions are underlined, deletions ~~red and struck through~~, language that is moved appears in green double-struck in its original appearance then double-underlined in its new location, and each change is explained in the subsequent *italicized bullet point*.

[Preamble – paragraph 1]

This agreement is entered into by the Chicago Metropolitan Agency for Planning (CMAP) as the state-designated comprehensive regional planning agency created by the Regional Planning Act of 2005 and the Policy Committee serving as the federally-designated metropolitan planning organization (MPO) for northeastern Illinois.

- *Revision for parallel construction.*

#### INTENT [paragraph 2]

The agreement covers the metropolitan planning area as defined ~~by the Regional Planning Act~~ and by the U.S. Department of Transportation planning regulations and the region by the Regional Planning Act. Currently, this region includes the counties of Cook, DuPage, Kane, Kendall, Lake, McHenry and Will. ~~The (MPO metropolitan planning area includes the region and Aux Sable township in Grundy County and Sandwich and Somonauk townships in DeKalb County).~~ The agreement covers the working relationship between the two boards, whose responsibilities are defined in the Regional Planning Act and federal legislation.

- *Reordered and edited to make clear that Sandwich and Somonauk Townships in DeKalb County and Aux Sable Township in Grundy County, along with the seven-county region defined in the Regional Planning Act, are included in the metropolitan planning area pursuant to federal planning regulations.*

#### COMMITTEE REPORTING

CMAP has established a four-level committee structure: policy, advisory, coordinating and working. At the policy level, the CMAP board and the Policy Committee will review staff and committee work to ensure that consistency and consensus are achieved. The Citizens' Advisory Committee (CAC), the Council of Mayors, and a committee made up of county officials will together comprise the advisory level. The Council of Mayors will continue its current relationship with the Policy Committee, while at the same time serve as a municipal advisory body to the CMAP board. ~~The Work Program Committee, serving as the~~ Transportation Committee for CMAP will also continue its current reporting relationship to the Policy Committee. The Policy Committee and the CMAP board will jointly determine the structure and member organizations of the Transportation Committee. The Transportation Committee will also provide input to the two coordinating level committees of the CMAP board: ~~Local and Regional Planning and Programming~~. The Policy Committee will appoint the chair and vice-chair of the Transportation Committee. The chair and vice-chair will each serve on one of the coordinating committees. The Policy Committee will establish such committees and task forces as it may deem necessary to effectively carry out the region's transportation planning and programming activities.

- *Delete the reference to the now-defunct "Work Program Committee" and clarify that the Transportation Committee has a direct reporting relationship to the MPO Policy Committee.*
- *October 12, 2016 the CMAP board approved changes to CMAP's committee coordinating committees to aid the development of ON TO 2050.*

## STAFF SUPPORT

It is the intent of both the CMAP board and the Policy Committee that the staff of CMAP be responsible for the region's work program that addresses planning for both transportation and land use in northeastern Illinois. The Executive Director of CMAP will ensure that adequate staff support is provided to carry out the transportation planning and programming activities as described in the annual Unified Work Program (UWP) and approved by the CMAP board and the Policy Committee. ~~The staff of~~ CMAP staff will interact with the Policy Committee to ensure that the Policy Committee is fully and meaningfully involved in the development of at least those matters designated by federal law as within the MPO's purview.

- *Typographical corrections: UWP is referenced in the proposed new section on "Financial Support" (discussed above) which follows the "Staff Support" section in the text of the MOU.*

## APPROVAL PROCESS

Federal regulations require the MPO to approve various plans, programs and related documents. Such plans, programs and related documents will be developed by CMAP staff utilizing the committee structure established by the CMAP board and the Policy Committee. Recommendations made by the Transportation Committee will be forwarded to the Policy Committee and either the ~~Local Planning~~ or ~~Regional Programming~~ coordinating committee as appropriate. Recommendations from these committees will be forwarded to the CMAP board, which will also receive input from the Citizens' Advisory Committee, a county officials committee, and the Council of Mayors. The CMAP board will then forward its recommendation with comments to the Policy Committee, which will act upon that recommendation. The Policy Committee will take final action as required by federal law.

- *Revises coordinating committee names established by the CMAP board on October 16, 2016.*

## TERM

This Memorandum of Understanding will be reviewed periodically but no less than every four years ~~on an annual basis~~. The current version of the MOU remains in effect until a new version is approved by both signatory boards.

- *Experience over the past decade has demonstrated that few if any edits are needed each year, and so may not warrant an annual review.*

*Clarifies that the most recent version stands until it is amended.*

ACTION REQUESTED: Discussion