

**Black Metropolis Research Consortium
By-laws**

Approved: July 25, 2016

Revisions Included

**December 6, 2013,
April 13, 2016,
May 4, 10, 25, 2016,
June 27, 2016,
July 20, 2016**

**Article I
Name**

The name of this organization shall be “The Black Metropolis Research Consortium,” also referred to as “BMRC.”

**Article II
Purposes**

The BMRC is an unincorporated Chicagoland association of libraries, universities, and other archival institutions with major holdings of materials that document African American and African diasporic culture, history, and politics, with a specific focus on materials relating to Chicagoland.

The mission of the BMRC is to make its members’ holdings of material documenting African American and African diasporic culture, history, and politics, with a specific focus on materials relating to Chicagoland, as broadly accessible as possible.

The BMRC shall act as an advocate for the perseveration and enhancement of our member's holdings, the field of archival management, and the professional development of professionals and para-professionals working in fields of librarianship, and archival and museum management.

**Article III
Memorandum of Understanding**

The BMRC shall have a Memorandum of Understanding (M.O.U.) with its host institution. The M.O.U. shall be reviewed every three years by the Consortium Board and a representative of the host institution and renegotiated as necessary.

**Article IV
Membership**

Section One: General Powers

There shall be Full, Associate, and Second Space Member Institutions of the consortium and each shall be entitled to full voting rights and are able to participate fully in the programs of the consortium.

Section Two: Criteria for Full Member Institutions

Each Full Member Institution (hereafter called ‘Full Member Institutions’) of the Consortium shall be a cultural and mission-driven organization or a governmental agency/unit. Each Full Member Institutions shall operate a library, museum or institution with an archive accessible to the public for research. All Full Member Institutions shall meet additional criteria as shall be established

from time to time by the Consortium board. Full Member Institutions shall pay such dues as are on July 1st.

Section Three: Criteria for Associate Member Institutions

Each Associate Member Institution (hereafter called 'Associate Member Institutions') of the Consortium shall be a cultural and mission-driven organization or a governmental agency/unit. Each Associate Member Institutions shall operate a library, museum or institution with an archives accessible to the public for research. All Associate Member Institutions shall meet additional criteria as shall be established from time to time by the Consortium board. Associate Member Institutions shall pay such dues on July 1st.

Section Four: Criteria for Second Space Member Institutions

Each Second Space Member Institution (hereafter called 'Second Space Member Institutions') of the Consortium shall be a community and/or faith-based organization or individual that maintains archival collections and makes those materials accessible and open to the public. All Second Space Member Institutions shall meet additional criteria as shall be established from time to time by the Consortium board. Second Space Member Institutions shall pay such dues on July 1st.

Section Five: Manner of Acting

Each Full Member Institutions, Associate Member Institutions, and Second Space Member Institutions is entitled to vote on each matter submitted to a vote of the member institutions and shall be entitled to one vote on each such matter to be exercised by a duly authorized representative of such member institution. If a quorum is present, the affirmative vote of a majority of the votes present and voted shall be the act of the member institutions.

Section Six: Annual Meeting

An annual meeting of the member institutions shall be held during the summer. The Consortium Board shall provide the time and place.

Section Seven: Special Meetings

Special meeting of the member institutions may be called by the Board Chair or Executive Director upon request of three (3) Full Member Institutions.

Section Eight: Notice of Meetings

Written notice stating the place, day, and hour of the meeting, and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered via e-mail notice to each member institution at e-mail address as shown by the records of the Consortium not less than five (5) no more than sixty (60) days before the date of the meeting.

Article V Consortium Board

Section One: General Powers

The business and affairs of the Consortium shall be managed by the Executive Director of the Consortium under the advisement of the Consortium Board. Without limiting the foregoing, the Consortium Board may exercise all such powers of the Consortium as are provided by these by-laws, as in effect from time to time. The Consortium Board may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of powers granted, appoint such agents as necessary.

Section Two: Number, Terms, and Qualifications

The Consortium Board shall consist of at least nine (9) and no more than fifteen (15) members, and shall be adjusted from time to time by the Consortium Board. No Full Member Institutions shall have more than one (1) representative on the Consortium Board at any given time. Full Member Institutions of the Consortium Board shall serve a three (3) year term with subsequent terms subject to renewal. Associate Member Institutions shall serve a two (2) term with no consecutive terms. Second Space Member Institutions shall serve one (1) term with no consecutive terms. If a representative is fulfilling their term as a Board Officer with Board approval their term may be extended.

Section Three: Ex-Officio Members

Ex-officio members of the Consortium Board will be the Executive Director and the Program Manager/Archivist. No ex-officio member shall have voting privileges.

Section Four: Regular Meetings

A regular meeting shall be held immediately following the annual meeting of member institutions. At that meeting the date, place, and time of three (3) additional meetings to be held during the year will be determined.

Section Five: Special Meetings

Special meetings of the Consortium Board may be called by the Chair or the Executive Director, or at the request of any two (2) Board members. The date, time, and place shall be determined by the person(s) calling the meeting. Notice to Consortium Board members shall be given at least two (2) days in advance of the prescribed date by email, telephone, or voice-mail.

Section Six: Telephone Participation in Meetings

The members of the Consortium Board may participate in a meeting of the Consortium Board through the use of a conference, telephone or other communications equipment by means of which all persons participating in the meeting can communicate with each other, and such participation in a meeting shall constitute attendance. Notice of need for telephone/remote access shall be given at least two (2) days in advance of the prescribed date by email or telephone to the Board Chair.

Section Seven: Quorum

A simple majority of the Consortium Board shall constitute a quorum for the transaction of any business at any meeting of the Consortium Board, provided that if less than a majority of the

members are present at said meeting a majority of members present may adjourn the meeting to another time without further notice.

Section Eight: Manner of Acting

The act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Consortium Board.

Section Nine: Vacancies

Any vacancy occurring in the Consortium Board shall be filled by the Consortium Board. A member elected or appointed to fill a vacancy caused by resignation, removal, death, or incapacity of a member shall be elected for the unexpired term of his/her predecessor in office.

Section Ten: Resignation/Removal

A Consortium Board member may resign at any time upon written notice to the Consortium Board Chair. Such resignations will take effect at the time specified therein, if any, otherwise it shall take effect upon receipt. Board members may be removed with cause by vote of the majority of the Consortium Board then in office, present, and voting at a meeting of the Consortium Board at which a quorum is present.

Section Eleven: Emeritus Trustees

After completing a full term(s) of service, a Board member may be designated as a Trustee Emeritus/Emerita. Emeriti Trustees may attend board meetings at the invitation of the Board but do not have voting rights. Emeriti Trustees are also invited to the BMRC annual meeting and other events at the Board's discretion. Emeriti Trustees are eligible for membership on the BMRC Board committees.

Section Twelve: Compensation

Members of the Consortium Board shall not receive compensation for their services.

**Article VI
Officers of the Consortium Board**

Section One: Officers

The officers of the Consortium Board shall be a Board Chair, Vice-Chair, Treasurer and Secretary.

Section Two: Election and Term of Office

The Board Chair, Vice-Chair, Treasurer, and Secretary shall be elected for a non-renewable two (2) year term by the Consortium Board at the regular meeting following the Annual Meeting. Vacancies may be filled or new offices created and filled at any meeting of the Consortium Board. Each officer shall hold office until his/her successor is elected or until such time as they leave office due to term expirations, resignation, removal, or death.

Section Three: Resignation or Removal of Officers

Any officer may resign from office at any time upon written notice to the Consortium Board Chair. The Board Chair may resign from office at any time upon written notice to the Consortium Board. Such resignations will take effect at the time specified therein, if any, otherwise it shall take effect upon receipt. Board members may be removed with cause by vote of the majority of the Consortium Board then in office present and voting at a meeting of the Consortium Board at which a quorum is present.

Section Four: Vacancies

Any vacancy in any office shall be filled by action of the Consortium Board at the next regular meeting. An officer so elected shall fill the unexpired term of his/her predecessor.

Section Five: Board Chair

The Board Chair shall discharge all duties incident to the office of the Board Chair and such other duties as may be assigned by the Board including but not limited to presiding at all Board meetings, and annual membership meetings, and appointing any necessary committees.

Section Six: Vice-Chair

The Vice-Chair shall assist the Board Chair discharge his/her duties as the Board Chair may direct and shall presume other duties as may be assigned by the Board Chair of Consortium Board. The Vice-Chair will preside at meetings in absence of the Chair and shall assume duties of the Chair in case of Chair's resignation or removal.

Section Seven: Treasurer

The Treasurer shall convene the finance committee as well as perform such other duties as may be assigned by the Board.

Section Eight: Secretary

The Secretary shall record minutes of the meetings of the Consortium Board, shall see that all notices are duly given in accordance with the provisions of these by-laws, perform all duties incident to the office of Secretary, and such other duties which may be assigned by the Board.

**Article VII
Committees**

Section One: Standing Committees

The Consortium Board may create standing committees as needed to support the work of the Board and the Executive Director where there is need in the areas of operations, policy, and activities outside the responsibilities of the Executive Director as chief executive and administrative officer. These committees may include, but are not limited to, steering, advancement, access, education, collections, finance, nominating and membership.

Section Two: Ad Hoc Committees

The Board may establish ad hoc committees from time to time as needed.

Section Three: Term of Office

Each member of a committee shall continue as such until the next annual meeting of the membership, unless the committee shall be dissolved prior to such meeting.

Section Four: Rules

Each committee may adopt rules for its own governance. Such rules may not be in conflict with these by-laws or policies enacted by the Consortium Board, the Memorandum of Understanding (M.O.U.), or members' institutions policies.

Section Five: Faculty Advisory Committee

The Consortium Faculty Advisory Committee members act as liaisons between the Consortium and its academic member institutions, advising the Consortium Board and staff on goals and visions for the intellectual/scholarship engagement of BMRC. The committee meets twice annually in February and September.

Section Six: National Advisory Committee

A National Advisory Committee shall be convened by the Board as needed with a mandate to advise the Board. Once convened the National Advisory Committee shall remain in existence for a period of five (5) years, or for a period of time as determined ~~from time to time~~ by the Board. The National Advisory Committee shall work with the Board Chair and Executive Director.

Section Seven: Ex-Officio Members

The Executive Director and Project Manager/Archivist shall serve as ex-officio members on all committees.

Article VIII Books and Records

Section One: Retention Schedule

The Executive Director shall be responsible for keeping the books and records of the Consortium Board including the minutes of the proceedings of the Consortium Board and standing or ad hoc committees, fiscal records, publications, and annual reports. A retention schedule for the Consortium business records has been established. The Executive Director will be responsible for depositing records at the host institution.

Section Two: Access to Records

Board Members and committee members shall have access to relevant Consortium Board and committee records accessible via a network or cloud storage provider. Access to records will end when member's term concludes. General membership has access to records as pursuant to the Open Meetings Act.

**Article IX
Fiscal Year**

The fiscal year of the Consortium shall be the fiscal year ending June 30th of each year.

**Article X
Amendments**

The power to alter, amend or repeal these by-laws shall be vested in the Consortium Board. Such action may be taken by a simple majority of Board members. Any alteration, amendment, or repealing of these action by-laws shall be published by the Executive Director to the member institutions within forty-eight (48) hours through the of email, website, or other communication equipment.

Notwithstanding the foregoing, no amendment to these by-laws shall be effective until such amendment is approved by a vote of a majority of the Full Member Institutions at any annual or special meeting of the member institutions.