

**Black Metropolis Research Consortium
By-laws**

Revisions Included

**December 6, 2013,
April 13, 2016,
May 4, 10, 25, 2016,
June 27, 2016,
July 20, 2016
December 13, 2019
January 15, 2020
March 18, 2020
May 20, 2020**

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 connect all who seek to document, share, understand and preserve Black experiences, with a focus on Chicagoland.

The BMRC shall act as an advocate for the preservation 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. The BMRC, through its strategic plan, has established five focus areas: education, collections, collections advisement, membership and sustainability.

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 Membership

Each Full and Associate Member Institution in the BMRC, or institution seeking Full or Associate membership in the BMRC must be a cultural and/or mission-driven organization or a governmental agency/unit. The organization or governmental agency/unit shall operate a library, museum or institution with an archive accessible and freely available to the public for research, and which has materials relevant to the black experience in Chicagoland. An Affiliate Member is an organization or individual with a vested interest in documenting, preserving, researching or engaging with the black experience in Chicagoland and supporting the mission and work of the Consortium.

Section Two: General Powers

There shall be Full and Associate 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. Affiliate members have limited voting rights and participation in programs of the consortium as determined by the Consortium Board.

Section Three: Criteria for Full Member Institutions

Full Member Institution status is the default level of membership in the Consortium for institutions and organizations. Each Full Member Institution (hereafter called 'Full Member Institutions') of the Consortium shall pay such dues billed on July 1st.

Section Four: Criteria for Associate Member Institutions

An organization may be deemed an Associate Member Institution (hereafter called 'Associate Member Institutions') depending on a combined set of criteria including operating budget, collection size and FTE, as determined by the Consortium Board. All Associate Member Institutions shall pay such dues billed on July 1st.

Section Five: Criteria for Affiliate Members

Affiliate Member status is for organizations or individuals who do not fall into the above categories and who fit the general membership requirements as defined in Article IV, Section One. All Affiliate Members shall pay such dues billed on July 1st.

Section Six: Manner of Acting

At any Annual or Special Meeting, each Full Member Institution and Associate Member Institution is entitled to vote on each matter submitted to a vote of the members and shall be entitled to one vote on each such matter to be exercised by a duly authorized representative of such member institution. Affiliate Members have limited voting rights and participation in programs of the consortium as determined by the Consortium Board. 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 Seven: 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 Eight: 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 Nine: 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 the e-mail address provided as the primary institutional contact, not less than five (5) and 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. The Consortium Board representation should reflect the distribution of institution types within the Consortium, those types being colleges/universities, libraries, museums, and community/arts organizations.

Board terms will be three (3) years. The Consortium's host institution will have a perpetual seat on the Consortium Board. Each Full Member Institution and Associate Member Institution is eligible to nominate one (1) representative for consideration to serve on the Board. The Consortium Board has the discretion to appoint an Affiliate Member or an individual with relevant expertise to serve on the Board ex-officio or with voting powers, as long as the Board institutional type balance is maintained.

Board members are eligible to serve consecutive terms. Nomination of a Board member to continue serving is subject to the need to maintain institution-type balance, and accommodate a rotation among institutions interested in Board participation. If a representative is fulfilling their term as a Board Officer, their term may be extended with Board approval.

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 Board meeting shall be held immediately following the Annual Meeting of member institutions. At that meeting the date, place, and time of at least 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 regular vacancy occurring in the Consortium Board shall be filled through an annual nomination process and election. Each year, the Consortium Board will assess transitions on and off the Board and issue a formal call for nominations. The nomination process will be coordinated by the Executive Director of the Consortium and the Consortium Board. Preference will be given to institutions without representation over a certain period of time to ensure fair representation within and outside of institution types (colleges/universities, libraries, museums and community/arts organizations). The nominees to the Consortium Board will be voted on by the Consortium Board at the Board meeting following the Annual Meeting.

The Board shall have the option to appoint an interim representative on recommendation from the same institution to fill a vacancy caused by resignation, removal, death, or incapacity. Any such appointed member shall serve out 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 at the discretion of the Board. 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 make a report of the organization's finances at the Board meeting following the Annual Meeting, may convene a finance committee as needed, and 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 Board may convene a Faculty Advisory Committee as needed. 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.

Section Six: National Advisory Committee

The Consortium Board may convene a National Advisory Committee as needed with a mandate to advise the Board. The National Advisory Committee shall work with the Board Chair and Executive Director.

Section Seven: Ex-Officio Members

The Executive Director and Program 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.