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AMENDED AND RESTATED BYLAWS

OF THE BOARD OF TRUSTEES OF THE

FINE ARTS MUSEUMS OF SAN FRANCISCO

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Board of Trustees

ARTICLE I. NAME

The Name of the Board shall be the "Board of Trustees of the Fine Arts Museums of San Francisco." It may also be referred to as the "FAMSF Board of Trustees" and "FAMSF Board."

The title chosen by the FAMSF Board of Trustees for the department which oversees the California Palace of the Legion of Honor and the M. H. de Young Memorial Museum is the "Fine Arts Museums of San Francisco." This title may be changed by not less than two-thirds of the Trustees of the Fine Arts Museums. [Charter Section 5.105.]

ARTICLE II. PURPOSE

The Fine Arts Museums of San Francisco ("Fine Arts Museums," "Museums" and "FAMSF") is a charitable trust department of the City and County of San Francisco ("City and County"). [Charter Section 5.101.] The purpose of the FAMSF Board is to oversee the Fine Arts Museums, comprised of the M. H. de Young Memorial Museum ("de Young") and the California Palace of the Legion of Honor ("Legion of Honor").

The FAMSF Board is responsible for the protection, conservation and management of the assets of the Fine Arts Museums, which include the land and buildings set aside for the Museums' use, any objects of art or other articles owned by or gifted to the Museums, and all moneys in the trust fund of the Museums from the sale of its art and other articles. [Charter Section 5.101; San Francisco Administrative Code Section 2A.155.3 and Section 2A.155.9.]

The FAMSF Board has custody over the Achenbach Foundation for Graphic Arts maintained at the Legion of Honor. [Admin. Code Section 2A.155.2.]

The FAMSF Board shall assure that the Museums are open, accessible and vital contributors to the cultural life of the City and County, and that the Museums' programs bring art appreciation and education to all the people of the City and County. [Charter Section 5.105.]

ARTICLE III. AUTHORITY

The FAMSF Board shall exercise its authority, functions, powers, and duties in accordance with the Charter for the City and County of San Francisco ("Charter") Section V and all rules, regulations, orders, and laws of the City and County, including, without limitation thereto, the applicable provisions of the San Francisco Administrative Code and in accordance with these Bylaws.

In order to fulfill its obligations under the Charter, the FAMSF Board may enter into agreements with a not-for-profit or other legal entity to develop or operate the Museums and to raise and maintain funds for the Museums' support. [Charter Section 5.105.] Operation of the Museums includes, but is not limited to, sponsoring exhibitions, education and public programming; managing donor relationships, gifts and fundraising efforts; and overseeing day-to-day business at both the de Young and Legion of Honor. Such a cooperative understanding exists with the Corporation of the Fine Arts Museums ("COFAM") and the Fine Arts Museums Foundation ("Foundation").

COFAM and the Foundation are private, nonprofit organizations; they are not City departments or agencies and the Fine Arts Museums do not have control over their corporate functions or any ownership of any of their assets.

ARTICLE IV. PRINCIPAL OFFICE

The principal office for the business of the FAMSF Board shall be at the de Young Museum in San Francisco, California, or at any such other place as the FAMSF Board from time to time may determine.

ARTICLE V. TRUSTEES

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Section 1. NUMBER OF TRUSTEES. The Board of Trustees of the Fine Arts Museums of

San Francisco shall consist of not more than 62 Trustees, the exact number to be set by the FAMSF Board from time to time. [Charter Section 5.105.]

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President of the Recreation and Park Commission shall be ex-
officio members,

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Section 2. APPOINTMENTS. The Board of Trustees of the Fine Arts Museums of San Francisco is a self-perpetuating board; FAMSF Trustees are to be elected by the members of the FAMSF Board. [Charter Section 5.105.]

Section 3. ELECTION AND TERM. Each FAMSF Trustee shall be elected for a term of three years. [Charter Section 5.102.] Except as otherwise provided herein, the tenure of a Trustee shall be limited to three consecutive terms of three years. After a FAMSF Trustee has completed three consecutive three-year terms, such former FAMSF Trustee may be considered for re-election to the FAMSF Board of Trustees for an unlimited number of consecutive three-year terms when the FAMSF Board of Trustees finds that such former FAMSF Trustee has demonstrated extraordinary service to the Museums and that such former FAMSF Trustee's absence would be detrimental to the Museums. Any vacancy on the FAMSF Board because of death, resignation, removal or any other cause shall be filled by the vote of the majority of the FAMSF Trustees in office at the time within 90 days. A former FAMSF Trustee may be elected a FAMSF Trustee Emeritus/Emerita. A FAMSF Trustee Emeritus/Emerita shall be elected based upon outstanding meritorious service to the Museums as a FAMSF Trustee and in expectation of continued participation and commitment to the goals of the Fine Arts Museums of San Francisco.

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Section 4. COMPENSATION. None of the FAMSF Trustees shall receive any compensation for his or her services. [Charter Section 5.102]

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Deleted: An Honorary Trustee is elected for life in special recognition of an extraordinary commitment to the Fine Arts Museums of San Francisco and may be awarded to individuals who have never served as a Trustee.

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ARTICLE VJ. **Officers**

Section 1. OFFICERS OF THE BOARD. The officers of the Board of Trustees of the

Deleted: Section 2. HONORARY TRUSTEES AND TRUSTEES EMERITI. Honorary Trustees and Trustees Emeriti may participate in debate but shall not vote on matters before the Board of Trustees. ¶

¶
Section 3. REQUIREMENT TO VOTE. Each member of the Board of Trustees or the Executive Committee present at a meeting must vote for or against any particular action put before the Board or Committee unless excused from voting by a motion adopted by a majority of the members present for good cause including conflict of interest. [Charter Section 4.104.3]

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Fine Arts Museums of San Francisco with the exception of the FAMSF President, shall be elected by a majority of the FAMSF Board of Trustees. The officers shall be a President, one or more Vice Presidents, and such other officers as the FAMSF Board of Trustees may from time to time appoint and whose duties and terms of office the FAMSF Board of Trustees shall specify.

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Section 2. PRESIDENT. The office of the FAMSF President shall have a term of three years. The Chair of the Board of Trustees of the Corporation of the Fine Arts Museums of San Francisco shall serve as the President of the Board of Trustees of the Fine Arts Museums of San Francisco. In the event that there is no Chair of the Board of Trustees of COFAM, the Acting Chair of the Board of Trustees of COFAM shall serve as the Acting President of the Board of Trustees of FAMSF, until a Chair of the Board of Trustees of COFAM is elected.

Deleted: With the exception of the Executive Secretary, only members of the Board of Trustees may serve as officers of the Board. The President shall hold office for a term of three years or until he or she resigns or is removed for cause. One or more Vice Presidents shall serve their terms at the pleasure of the Board of Trustees.

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Deleted: A vacancy in the office of President because of death, resignation, removal or any other cause shall be filled by the vote of a majority of the Trustees in office at the time, and the person so elected shall serve the unexpired portion of the term of the previous President. The President shall appoint a Vice President as Acting President in the absence of the President. In the case of the temporary disability of the President, the Executive Committee shall appoint a Vice President as Acting President.

The FAMSF President shall serve as a voting member of the FAMSF Executive Committee; serve as the public representative of the FAMSF Board of Trustees; set the agenda for all meetings of the FAMSF Board of Trustees and FAMSF Executive Committee; conduct all meetings of the FAMSF Board of Trustees and FAMSF Executive Committee; except as provided in Section 5.102 of the City Charter, appoint all committees of the FAMSF Board of Trustees and serve as an ex-officio member of each such committee; serve as the primary contact between the Director of Museums and the FAMSF Board of Trustees; and be responsible for FAMSF Board communication with the FAMSF Trustees.

Deleted: serve as the Chief Executive Officer of the Board of Trustees;

Section 3. VICE PRESIDENTS. One or more FAMSF Vice Presidents shall be elected annually from among the members of the FAMSF Board of Trustees to serve terms of one year. All vacancies in the office of Vice President shall be filled by the vote of a majority of the Trustees in office at the time, and the person or persons so elected shall serve the unexpired portion of the term of the previous FAMSF Vice President. Each FAMSF Vice President shall serve as a voting member of the FAMSF Executive Committee and shall have such other powers and perform such other duties as may be delegated to them by the FAMSF Board of Trustees or the FAMSF President.

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ARTICLE VII.

Secretary

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The Secretary shall keep or cause to be kept, at the principal office or such other place as the FAMSF Board may order, a recording and a book of minutes of all meetings of the FAMSF Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at FAMSF Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the City and County of San Francisco the original or a copy of the Board's Articles and Bylaws, as amended to date.

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The Secretary shall give, or cause to be given, notice of all meetings of the FAMSF Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal (if any) of the Board in safe custody, and shall have such other powers and perform such other duties as may be expressly prescribed by Board resolution. The Secretary shall not be a Trustee of FAMSF.

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ARTICLE VIII. Director of Museums

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The Director of Museums is the Chief Executive Officer and general manager of the Fine Arts Museums of San Francisco and has, subject to the oversight of the FAMSF Board, general supervision, direction, and control of the daily business of FAMSF. The Director of Museums has the general powers and duties of management usually vested in the offices of general manager or director of a department of the City and County of San Francisco and such other power and duties as may be expressly prescribed by Board resolution.

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ARTICLE IX. Committees

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Section 1. EXECUTIVE COMMITTEE. The FAMSF Executive Committee shall consist

of at least three FAMSF Trustees, the exact number to be set by the FAMSF Board of Trustees from time to time, including the FAMSF President and one or more FAMSF Vice Presidents, who shall be elected annually from among the members of the FAMSF Board of Trustees to serve terms of one year. The FAMSF Executive Committee shall only consider such matters that the President deems necessary to be considered before the next meeting of the FAMSF Board. All vacancies in the FAMSF Executive Committee, howsoever occurring, shall be filled for the unexpired portion of the term by the FAMSF President. A majority of the FAMSF Executive Committee shall constitute a quorum. The FAMSF Executive Committee shall determine the manner and form of its proceedings and the time, place and notice to be given of its regular or special meetings.

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Section 2. NOMINATING COMMITTEE. The FAMSF Nominating Committee shall consist of the President, one Vice President, and at least one other FAMSF Trustee selected by the Board. Members of the FAMSF Nominating Committee (other than the President) shall be elected annually to serve terms of one year. This Committee shall nominate individuals to serve as Trustees of the FAMSF Board as provided in Article XI. A majority of the FAMSF Nominating Committee shall constitute a quorum. The FAMSF Nominating Committee shall determine the manner and form of its proceedings and the time, place and notice to be given of its regular or special meetings.

Section 3. OTHER COMMITTEES. The FAMSF President may appoint such other advisory committees as they shall deem appropriate for the purpose of advising the FAMSF Board and the FAMSF Executive Committee on matters pertaining to the Fine Arts Museums of San Francisco.

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ARTICLE X Meetings

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Section 1. REGULAR MEETINGS. There shall be a minimum of four regular meetings of the FAMSF Board of Trustees in each calendar year. The time and place of the regular meetings shall be

set by resolution of the FAMSF Board of Trustees or the FAMSF Executive Committee.

[Government Code Section 54954 and Sunshine Ordinance Sec. 67.6]

Section 2. SPECIAL MEETINGS. Special meetings of the FAMSF Board of Trustees may be called at any time by the Secretary upon the order of the President, or at the written request of a majority of the members of the FAMSF Board of Trustees. The notice shall specify the time, place and business to be transacted, and no other business shall be transacted at the meeting. [Government Code Section 54956 and Sunshine Ordinance Section 67.6]

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Deleted: No special meeting shall be held except after twenty-four hours prior written notice to the members of the Board of Trustees.

Section 3. CLOSED MEETINGS. The FAMSF Board is authorized to hold closed sessions at regular and special meetings for limited purposes, in accordance with applicable state and local laws. [Sunshine Ordinance Sections 67.8 and 67.8-1.]

Section 4. NOTICE OF MEETINGS. Notice of regular and special FAMSF Board meetings shall be posted at least 72 hours before the meeting. [Sunshine Ordinance Sections 67.6 and 67.7.] If a meeting must be canceled, continued or rescheduled for any reason, notice of such change shall be posted as soon as is reasonably possible. [Sunshine Ordinance Section 67.6.]

Section 5. QUORUM. At all meetings of the FAMSF Board of Trustees a quorum shall consist of one-third of the number of Trustees in office at the time. [Charter Section 5.105]

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Section 6. VOTING. Unless otherwise provided in these bylaws, a majority or two-thirds vote of the FAMSF Board of Trustees shall mean a majority or two-thirds of the number of FAMSF Trustees present at the meeting at which the vote is taken. [Charter Section 5.105]

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Section 7. REQUIREMENT TO VOTE. Each member of the FAMSF Board of Trustees or any FAMSF committee present at a meeting must vote for or against any particular action put before the FAMSF Board or FAMSF committee unless excused from voting by a motion adopted by a majority of the FAMSF members present for good cause including conflict of interest. [Charter Section 4.104(b).]

Section 8. LOCATION. All meetings of the FAMSF Board of Trustees shall be held in San Francisco, California at the location designated in the notices thereof. [Sunshine Ordinance Section 67.6]

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Section 9. ATTENDANCE. The FAMSF President may request the resignation of any FAMSF Trustee who has three consecutive unexcused absences from FAMSF Board meetings.

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Section 10. RESIGNATION. A FAMSF Trustee may resign at any time by giving written notice to the FAMSF Board. [Admin. Code Section 16.89-15.] Unless otherwise stated in the written resignation, a resignation shall take effect immediately at the time it is received by the Secretary.

Section 11. PUBLIC COMMENT. Members of the public shall be allowed to give public comment, during consideration of any item by the FAMSF Board of Trustees or any FAMSF committee at a public meeting. Public comment may also be given during a general public comment period, where the public may address the FAMSF Board on issues within the subject matter jurisdiction of the FAMSF Board but otherwise not on the agenda. Members of the public have three minutes to make public comment; the presiding officer may limit public testimony to less than three minutes per person where reasonable. [Sunshine Ordinance Section 67.15]

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ARTICLE XI

Nominating Procedure

The FAMSF Nominating Committee will entertain nominations for members of the FAMSF Board of Trustees, FAMSF Officers (with the exception of the FAMSF President), FAMSF Executive Committee, and FAMSF Trustees Emeritus/Emerita. A majority of the members of the FAMSF Board of Trustees shall be residents of the City and County of San Francisco. [Charter Section 5.102]. In selecting trustees to serve on the FAMSF Board of Trustees, the FAMSF Nominating Committee shall give due consideration to nominees who are broadly representative of the diverse communities of the City and County of San Francisco and knowledgeable in the field of art and culture, as demonstrated by their experience, training, interest or philanthropic activity therein. [Charter Section 5.105]. The FAMSF Board has no requirement that FAMSF Trustees possess U.S. citizenship and voter registration. [Charter Section 4.101.]

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Deleted: Section 8. PUBLIC COMMENT. During the public comment period on the agenda, a member of the public shall be allowed to address the Board or Executive Committee on items of interest to the public that are within the subject matter jurisdiction of the board which are not listed ¶

¶ on the agenda. Members of the public may address the Board for up to three minutes. The ¶ President or the Board of Trustees may limit the total testimony to 30 minutes. [Government Code Section 54954.3 and Sunshine Ordinance Section 67.15]¶

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The FAMSF Nominating Committee shall make recommendations to the full FAMSF Board prior to the date that the FAMSF Board of Trustees is to vote on the election of such

persons. The FAMSF Nominating Committee may solicit recommendations from COFAM's Nominating Committee when considering new FAMSF Trustees and shall give strongest consideration to the individuals recommended.

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ARTICLE XII. EXECUTION OF CONTRACTS

The FAMSF Board of Trustees authorizes the Director or their designee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fine Arts Museums of San Francisco, and such authority may be general or confined to specific instances except as provided by a resolution of the Board. [Charter Section 5.101.]

Deleted: Section 2. CORPORATION OF THE FINE ARTS MUSEUMS NOMINATIONS. A majority of the members of the Corporation of the Fine Arts Museums Nominating Committee shall be Trustees of the Fine Arts Museums of San Francisco who will be appointed to the Nominating Committee by the Fine Arts Museums of San Francisco Board President. The term of each member of the Nominating Committee shall be one year unless he or she is appointed for a different period. The members of the Nominating Committee shall elect a member of the Committee to serve as its chair. The Nominating Committee shall present its nominations to the Board of Trustees of the Fine Arts Museums of San Francisco; provided, however that in the case of nominations as Honorary Trustees, or Trustees Emeriti, the nominations may be presented to the Executive Committee of the Fine Arts Museums of San Francisco. The nominations shall be presented at least one month before the meeting at which such individuals are to be elected or by such other date as the President may request. The Nominating Committee shall also review Trustee Emeritus and Honorary status categories annually and make recommendations in regard thereto to the Board of Trustees of the Fine Arts Museums of San Francisco.¶

ARTICLE XIII. ADOPTION, AMENDMENT OR REPEAL OF BYLAWS

No amendment of these Bylaws shall be made unless it is presented in writing at a regular or special meeting of the FAMSF Board of Trustees and receives the vote of a majority of all the members of the FAMSF Board of Trustees present at the meeting. The FAMSF Board shall give 10 days' public notice before amending these Bylaws. [Charter Section 4.104.]

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ARTICLE VI¶
Miscellaneous¶

Deleted: Section 1. DESIGNATION AND REMOVAL OF THE CORPORATION OF THE FINE ARTS MUSEUMS TRUSTEES. The Board of Trustees shall designate all non-Fine Arts Museums Trustee members of the Corporation of the Fine Arts Museums.¶

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Section 3. EXECUTION OF CONTRACTS. The Board of Trustees may authorize any officer, employee or other agent of the Fine Arts Museums of San Francisco to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fine Arts Museums of San Francisco, and such authority may be general or confined to specific instances.¶

¶
Section 4. NAME. The title chosen by the Board of Trustees for the department which operates the California Palace of the Legion of Honor and the M. H. de Young Memorial Museum is the "Fine Arts Museums of San Francisco." This title may be changed by not less than two-thirds of the then authorized Trustees of the Museums. [Charter Section 5.105]¶

-- End --

BYLAWS CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Fine Arts Museums of San Francisco and that the foregoing Bylaws comprising ~~eleven, (11)~~ pages, ~~including this page~~, constitute the Bylaws of the Board of Trustees of the Fine Arts Museums of San Francisco in effect on this date.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Board of Trustees of the Fine Arts Museums of San Francisco this day of _____,

Megan Bourne
Secretary

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Adopted 10/07/82

Amended 04/07/83, Section 2. Nominating Committee - National Council

Amended 01/05/84, Article I, Section 1. Trustees - Unexpired Terms

Amended 01/09/86, Article I, Section 1. Trustee Emeritus and Honorary Trustee Status

Amended 01/09/86, Article IV, Section 2. Nominating Committee, Trustee Emeritus Status

Amended 10/06/88, Article III, Employees - Entire Section Deleted

Amended 10/06/88, Article V, Added Public Comment

Amended 06/14/90, Article I, Section 1. Trustee - Unexpired Terms

Amended 06/14/90, Article I, Section 3. Added Wording

Amended 06/14/90, Article II, Section 1. Deleted First Vice President

Amended 06/14/90, Article II, Section 2. Term for President Changed

Amended 06/14/90, Article III, Section 1. Executive Committee Reduced to Seven Members

Amended 06/14/90, Article III, Section 2. Deleted Nominating Committee

Amended 06/14/90, Article IV, Section 1. Annual Meeting Changed to April

Amended 06/14/90, Article V, Section 1 & 2. New Nominating Procedures

Amended 06/14/90, Article VI, Section 1. New Section, Designation of COFAM Trustees

Amended 10/10/91, Article I, Section I. Add Chairman

Amended 10/10/91, Article II, Section I. Add Chairman

Amended 10/10/91, Article II, Section II. Add Duties for President

Amended 10/10/91, Article II, Section III. New Section - Chairman

Amended 10/10/91, Article III, Section 1. Add Chairman

Amended 4/7/94, Various Sections - to comply with Charter changes of November 2, 1993 and the Sunshine Ordinance of December 16, 1993

Amended 4/13/95, Article III, Section 1. Executive Committee Increased to Thirteen Members

Amended 4/11/96, Article IV, Section 1. Time and Place of Regular Board Meetings May Be

Changed by Resolution of the Executive Committee

Amended 4/10/97, Article I, Section 1; Article II, Sections 1, 2, and 3. Clarified the Terms of the President and Chairman

Amended 10/15/98, Article I, Section 1; Article II, Sections 1 and 3; Article III, Section 1. Deleted References to Chairman Position

Amended 1/26/06, Article I, Section 1. Clarified the Term of Trustees and the Term of the President

Amended 1/26/06, Article IV, Sections 7 and 8. Updated References to the City's Sunshine Ordinance

Amended 6/24/08, Article I, Section 1. Changed the number of terms a Trustee may serve from three terms of three years to six terms of three years; Article IV, Section 1. Changed the annual meeting to June; Article V, Sections 1 and 2: Deleted references to the National Council; Article V, Section 2: Changed Nominating Committee review of Trustee Emeritus status from every three years to an annual basis, and established Nominating Committee review of Honorary status on an annual basis.

Amended 10/8/09, Article I, Section 1. Amended to allow a re-elected Trustee, following a period of at least one year after a Trustee has completed three consecutive three-year terms, to serve an unlimited number of consecutive three year terms. Amended to eliminate the sentence regarding the number of terms a President may serve as Trustee.

Amended 01/30/13, Article III, Committees, Section 1. Executive Committee, Amended the number of Executive Committee members to be at least thirteen, the exact number to be set by the Board of Trustees from time to time.

Amended 04/02/19: Article I, Section 1. Trustees. The amendment removes the requirement for Trustees who are retiring and have been re-elected to rotate off the Board for a year.

Amended 04/02/19. Article IV, Section 1. Regular Meetings. The amendment gives flexibility to set four meetings per year according to the Board's needs as opposed to prescribed months

Amended 04/02/19. Article VI, Section 2. Amendment procedures. Changes the number of Trustees required to adopt an amendment from a majority of all Trustees to a majority of Trustees present at a meeting in which an amendment is proposed.

Amended 06/04/19. Article I, Section 1. Create the position of Chair Emeritus/Emerita

DRAFT
AMENDED AND RESTATED BYLAWS
OF THE
BOARD OF TRUSTEES OF THE
FINE ARTS MUSEUMS OF SAN FRANCISCO

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ARTICLE I. NAME

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The principal office for the business of the FAMSF Board shall be at the de Young Museum in San Francisco, California, or at any such other place as the FAMSF Board from time to time may determine.

ARTICLE V. TRUSTEES

Section 1. NUMBER OF TRUSTEES. The Board of Trustees of the Fine Arts Museums of San Francisco shall consist of not more than 62 Trustees, the exact number to be set by the FAMSF Board from time to time. [Charter Section 5.105.]

Section 2. APPOINTMENTS. The Board of Trustees of the Fine Arts Museums of San Francisco is a self-perpetuating board; FAMSF Trustees are to be elected by the members of the FAMSF Board. [Charter Section 5.105.]

Section 3. ELECTION AND TERM. Each FAMSF Trustee shall be elected for a term of three years. [Charter Section 5.102.] Except as otherwise provided herein, the tenure of a Trustee shall be limited to three consecutive terms of three years. After a FAMSF Trustee has completed three consecutive three-year terms, such former FAMSF Trustee may be considered for re-election to the FAMSF Board of Trustees for an unlimited number of consecutive three-year terms when the FAMSF Board of Trustees finds that such former FAMSF Trustee has demonstrated extraordinary service to the Museums and that such former FAMSF Trustee's absence would be detrimental to the Museums. Any vacancy on the FAMSF Board because of death, resignation, removal or any other cause shall be filled by the vote of the majority of the FAMSF Trustees in office at the time within 90 days. A former FAMSF Trustee may be elected a FAMSF Trustee Emeritus/Emerita. A FAMSF Trustee Emeritus/Emerita shall be elected based upon outstanding meritorious service to the Museums as a FAMSF Trustee and in expectation of continued participation and commitment to the goals of the Fine Arts Museums of San Francisco.

Section 4. COMPENSATION. None of the FAMSF Trustees shall receive any compensation for their services. [Charter Section 5.102.]

ARTICLE VI. OFFICERS

Section 1. OFFICERS OF THE BOARD. The officers of the Board of Trustees of the Fine Arts Museums of San Francisco, with the exception of the FAMSF President, shall be elected by a majority of the FAMSF Board of Trustees. The officers shall be a President, one or more Vice Presidents, and such other officers as the FAMSF Board of Trustees may from time to time appoint and whose duties and terms of office the FAMSF Board of Trustees shall specify.

Section 2. PRESIDENT. The office of the FAMSF President shall have a term of three years. The Chair of the Board of Trustees of the Corporation of the Fine Arts Museums of San Francisco shall serve as the President of the Board of Trustees of the Fine Arts Museums of San Francisco. In the event that there is no Chair of the Board of Trustees of COFAM, the Acting Chair of the Board of Trustees of COFAM shall service as the Acting President of the Board of Trustees of FAMSF, until a Chair of the Board of Trustees of COFAM is elected.

The FAMSF President shall serve as a voting member of the FAMSF Executive Committee; serve as the public representative of the FAMSF Board of Trustees; set the agenda for all meetings of the FAMSF Board of Trustees and FAMSF Executive Committee; conduct all meetings of the FAMSF Board of Trustees and FAMSF Executive Committee; except as provided in Section 5.102 of the City Charter, appoint all committees of the FAMSF Board of Trustees and serve as an ex-officio member of each such committee; serve as the primary contact between the Director of Museums and the FAMSF Board of Trustees; and be responsible for FAMSF Board communication with the FAMSF Trustees.

Section 3. VICE PRESIDENT(S). One or more FAMSF Vice Presidents shall be elected annually from among the members of the FAMSF Board of Trustees to serve a term of one year. All vacancies in the office of Vice President shall be filled by the vote of a majority of the Trustees in office at the time, and the person or persons so elected shall serve the unexpired portion of the term of the previous FAMSF Vice President. Each FAMSF Vice President shall serve as a voting member of the FAMSF Executive Committee and shall have such other powers and perform such other duties as may be delegated to them by the FAMSF Board of Trustees or the FAMSF President.

ARTICLE VII. SECRETARY

The Secretary shall keep or cause to be kept, at the principal office or such other place as the FAMSF Board may order, a recording and a book of minutes of all meetings of the FAMSF Board and its committees, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, the names of those present at FAMSF Board and committee meetings, and the proceedings thereof. The Secretary shall keep, or cause to be kept, at the principal office in the City and County of San Francisco the original or a copy of the Board's Articles and Bylaws, as amended to date.

The Secretary shall give, or cause to be given, notice of all meetings of the FAMSF Board and any committees thereof required by these Bylaws or by law to be given, shall keep the seal (if any) of the Board in safe custody, and shall have such other powers and perform such other duties as may be expressly prescribed by Board resolution. The Secretary shall not be a Trustee of FAMSF.

ARTICLE VIII. DIRECTOR OF MUSEUMS

The Director of Museums is the Chief Executive Officer and general manager of the Fine Arts Museums of San Francisco and has, subject to the oversight of the FAMSF Board, general supervision, direction, and control of the daily business of FAMSF. The Director of Museums has the general powers and duties of management usually vested in the offices of general manager or director of a department of the City and County of San Francisco and such other power and duties as may be expressly prescribed by Board resolution.

ARTICLE IX. COMMITTEES

Section 1. EXECUTIVE COMMITTEE. The FAMSF Executive Committee shall consist of at least three FAMSF Trustees, the exact number to be set by the FAMSF Board of Trustees from time to time, including the FAMSF President and one or more FAMSF Vice Presidents, who shall be elected annually from among the members of the FAMSF Board of Trustees to serve terms of one year. The FAMSF Executive Committee shall only consider such matters that the President deems necessary to be considered before the next meeting of the FAMSF Board. All vacancies in the FAMSF Executive Committee, howsoever occurring, shall be filled for the unexpired portion of the term by the FAMSF President. A majority of the FAMSF Executive Committee shall constitute a quorum. The FAMSF Executive Committee shall determine the manner and form of its proceedings and the time, place and notice to be given of its regular or special meetings.

Section 2. NOMINATING COMMITTEE. The FAMSF Nominating Committee shall consist of the President, one Vice President, and at least one other FAMSF Trustee selected by the Board. Members of the FAMSF Nominating Committee (other than the President) shall be elected annually to serve terms of one year. This Committee shall nominate individuals to serve as Trustees of the FAMSF Board as provided in Article XI. A majority of the FAMSF Nominating Committee shall constitute a quorum. The FAMSF Nominating Committee shall determine the manner and form of its proceedings and the time, place and notice to be given of its regular or special meetings.

Section 3. OTHER COMMITTEES. The FAMSF President may appoint such other advisory committees as they shall deem appropriate for the purpose of advising the FAMSF

Board and the FAMSF Executive Committee on matters pertaining to the Fine Arts Museums of San Francisco.

ARTICLE X. MEETINGS

Section 1. REGULAR MEETINGS. There shall be a minimum of four regular meetings of the FAMSF Board of Trustees in each calendar year. The time and place of the regular meetings shall be set by resolution of the FAMSF Board of Trustees or the FAMSF Executive Committee. [Government Code Section 54954 and Sunshine Ordinance Sec. 67.6.]

Section 2. SPECIAL MEETINGS. Special meetings of the FAMSF Board of Trustees may be called at any time by the Secretary upon the order of the President, or at the written request of a majority of the members of the FAMSF Board of Trustees. The notice shall specify the time, place and business to be transacted, and no other business shall be transacted at the meeting. [Government Code Section 54956 and Sunshine Ordinance Section 67.6.]

Section 3. CLOSED MEETINGS. The FAMSF Board is authorized to hold closed sessions at regular and special meetings for limited purposes, in accordance with applicable state and local laws. [Sunshine Ordinance Sections 67.8 and 67.8-1.]

Section 4. NOTICE OF MEETINGS. Notice of regular and special FAMSF Board meetings shall be posted at least 72 hours before the meeting. [Sunshine Ordinance Sections 67.6 and 67.7.] If a meeting must be canceled, continued or rescheduled for any reason, notice of such change shall be posted as soon as is reasonably possible. [Sunshine Ordinance Section 67.6.]

Section 5. QUORUM. At all meetings of the FAMSF Board of Trustees a quorum shall consist of one-third of the number of Trustees in office at the time. [Charter Section 5.105.]

Section 6. VOTING. Unless otherwise provided in these bylaws, a majority or two-thirds vote of the FAMSF Board of Trustees shall mean a majority or two-thirds of the number of FAMSF Trustees present at the meeting at which the vote is taken. [Charter Section 5.105.]

Section 7. REQUIREMENT TO VOTE. Each member of the FAMSF Board of Trustees or any FAMSF committee present at a meeting must vote for or against any particular action put before the FAMSF Board or FAMSF committee unless excused from voting by a motion adopted by a majority of the FAMSF members present for good cause including conflict of interest. [Charter Section 4.104(b).]

Section 8. LOCATION. All meetings of the FAMSF Board of Trustees shall be held in San Francisco, California at the location designated in the notices thereof. [Sunshine Ordinance Section 67.6.]

Section 9. ATTENDANCE. The FAMSF President may request the resignation of any FAMSF Trustee who has three consecutive unexcused absences from FAMSF Board meetings.

Section 10. RESIGNATION. A FAMSF Trustee may resign at any time by giving written notice to the FAMSF Board. [Admin. Code Section 16.89-15.] Unless otherwise stated in the written resignation, a resignation shall take effect immediately at the time it is received by the Secretary.

Section 11. PUBLIC COMMENT. Members of the public shall be allowed to give public comment during consideration of any item by the FAMSF Board of Trustees or any FAMSF committee at a public meeting. Public comment may also be given during a general public comment period, where the public may address the FAMSF Board on issues within the subject matter jurisdiction of the FAMSF Board but otherwise not on the agenda. Members of the public have three minutes to make public comment; the presiding officer may limit public testimony to less than three minutes per person where reasonable. [Sunshine Ordinance Section 67.15.]

ARTICLE XI. NOMINATING PROCEDURE

The FAMSF Nominating Committee will entertain nominations for members of the FAMSF Board of Trustees, FAMSF Officers (with the exception of the FAMSF President), FAMSF Executive Committee, and FAMSF Trustees Emeritus/Emerita. A majority of the members of the FAMSF Board of Trustees shall be residents of the City and County of San Francisco. [Charter Section 5.102.] In selecting trustees to serve on the FAMSF Board of Trustees, the FAMSF

Nominating Committee shall give due consideration to nominees who are broadly representative of the diverse communities of the City and County of San Francisco and knowledgeable in the field of art and culture, as demonstrated by their experience, training, interest or philanthropic activity therein. [Charter Section 5.105.] The FAMSF Board has no requirement that FAMSF Trustees possess U.S. citizenship and voter registration. [Charter Section 4.101.]

The FAMSF Nominating Committee shall make recommendations to the full FAMSF Board prior to the date that the FAMSF Board of Trustees is to vote on the election of such persons. The FAMSF Nominating Committee may solicit recommendations from COFAM's Nominating Committee when considering new FAMSF Trustees and shall give strongest consideration to the individuals recommended.

ARTICLE XII. EXECUTION OF CONTRACTS

The FAMSF Board of Trustees authorizes the Director or their designee to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Fine Arts Museums of San Francisco, and such authority may be general or confined to specific instances except as otherwise provided by a resolution of the Board. [Charter Section 5.101.]

ARTICLE XIII. ADOPTION, AMENDMENT OR REPEAL OF BYLAWS

No amendment of these Bylaws shall be made unless it is presented in writing at a regular or special meeting of the FAMSF Board of Trustees and receives the vote of a majority of all the members of the FAMSF Board of Trustees present at the meeting. The FAMSF Board shall give 10 days' public notice before amending these Bylaws. [Charter Section 4.104.]

-- End --

BYLAWS CERTIFICATION

I, the undersigned, do hereby certify:

That I am the duly elected and acting Secretary of the Fine Arts Museums of San Francisco and that the foregoing Bylaws comprising twelve (12) pages, including this page, constitute the Bylaws of the Board of Trustees of the Fine Arts Museums of San Francisco in effect on this date.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of the Board of Trustees of the Fine Arts Museums of San Francisco this ____ day of _____.

Megan Bourne
Secretary

Adopted 10/07/82

Amended 04/07/83, Section 2. Nominating Committee - National Council

Amended 01/05/84, Article I, Section 1. Trustees - Unexpired Terms

Amended 01/09/86, Article I, Section 1. Trustee Emeritus and Honorary Trustee Status

Amended 01/09/86, Article IV, Section 2. Nominating Committee, Trustee Emeritus Status

Amended 10/06/88, Article III, Employees - Entire Section Deleted

Amended 10/06/88, Article V, Added Public Comment

Amended 06/14/90, Article I, Section 1. Trustee - Unexpired Terms

Amended 06/14/90, Article I, Section 3. Added Wording

Amended 06/14/90, Article II, Section 1. Deleted First Vice President

Amended 06/14/90, Article II, Section 2. Term for President Changed

Amended 06/14/90, Article III, Section 1. Executive Committee Reduced to Seven Members

Amended 06/14/90, Article III, Section 2. Deleted Nominating Committee

Amended 06/14/90, Article IV, Section 1. Annual Meeting Changed to April

Amended 06/14/90, Article V, Section 1 & 2. New Nominating Procedures

Amended 06/14/90, Article VI, Section 1. New Section, Designation of COFAM Trustees

Amended 10/10/91, Article I, Section I. Add Chairman

Amended 10/10/91, Article II, Section I. Add Chairman

Amended 10/10/91, Article II, Section II. Add Duties for President

Amended 10/10/91, Article II, Section III. New Section - Chairman

Amended 10/10/91, Article III, Section 1. Add Chairman

Amended 4/7/94, Various Sections - to comply with Charter changes of November 2, 1993 and the Sunshine Ordinance of December 16, 1993

Amended 4/13/95, Article III, Section 1. Executive Committee Increased to Thirteen Members

Amended 4/11/96, Article IV, Section 1. Time and Place of Regular Board Meetings May Be Changed by Resolution of the Executive Committee

Amended 4/10/97, Article I, Section 1; Article II, Sections 1, 2, and 3. Clarified the Terms of the President and Chairman

Amended 10/15/98, Article I, Section 1; Article II, Sections 1 and 3; Article III, Section 1. Deleted References to Chairman Position

Amended 1/26/06, Article I, Section 1. Clarified the Term of Trustees and the Term of the President

Amended 1/26/06, Article IV, Sections 7 and 8. Updated References to the City's Sunshine Ordinance

Amended 6/24/08, Article I, Section 1. Changed the number of terms a Trustee may serve from three terms of three years to six terms of three years; Article IV, Section 1. Changed the annual meeting to June; Article V, Sections 1 and 2: Deleted references to the National Council; Article V, Section 2: Changed Nominating Committee review of Trustee Emeritus status from every three years to an annual basis, and established Nominating Committee review of Honorary status on an annual basis.

Amended 10/8/09, Article I, Section 1. Amended to allow a re-elected Trustee, following a period of at least one year after a Trustee has completed three consecutive three-year terms, to serve an unlimited number of consecutive three year terms. Amended to eliminate the sentence regarding the number of terms a President may serve as Trustee.

Amended 01/30/13, Article III, Committees, Section 1. Executive Committee, Amended the number of Executive Committee members to be at least thirteen, the exact number to be set by the Board of Trustees from time to time.

Amended 04/02/19: Article I, Section 1. Trustees. The amendment removes the requirement for Trustees who are retiring and have been re-elected to rotate off the Board for a year.

Amended 04/02/19. Article IV, Section 1. Regular Meetings. The amendment gives flexibility to set four meetings per year according to the Board's needs as opposed to prescribed months.

Amended 04/02/19. Article VI, Section 2. Amendment procedures. Changes the number of Trustees required to adopt an amendment from a majority of all Trustees to a majority of Trustees present at a meeting in which an amendment is proposed.

Amended 06/04/19. Article I, Section 1. Create the position of Chair Emeritus/Emerita