

DRAFT MINUTES

Fine Arts Museums of San Francisco Board of Trustees Tuesday, May 31, 2023 3:00 pm

Call to Order

A regular meeting of the Fine Arts Museums of San Francisco Board of Trustees was held on Tuesday, May 3, 2023. The meeting was called to order at 3:05 pm by Diane B. Wilsey, Chair Emerita.

Ohlone Land Acknowledgment – Thomas P. Campbell, Director and CEO

The Board of Trustees of the Fine Arts Museums of San Francisco respectfully acknowledge the Ramaytush Ohlone, the original inhabitants of what is now the San Francisco Peninsula, and we further acknowledge that the greater Bay Area is the ancestral territory of the Miwok, Yokuts, and Patwin, as well as other Ohlone peoples. Indigenous communities have lived in and moved through this land over hundreds of generations and Indigenous peoples from many nations make their home in this region today. Please join us in recognizing and honoring their ancestors, descendants, elders, and all other members of their communities.

Calling of the Roll – Megan Bourne, Chief of Staff and Executive Secretary to the Board of Trustees

Trustees Present in Person

Jack Calhoun
Lauren Hall
Jason E. Moment, President
Heather Preston, M.D.
Diane B. Wilsey, Chair Emerita

Trustees on Zoom-Absent

Yasunobu Kyogoku
Carl F. Pascarella

Trustees Unable to Attend

Janet Barnes
Bryan Meehan

Approval of Minutes – Diane B. Wilsey, Chair Emerita

Diane B. Wilsey called for approval of minutes. Upon motion, duly second there was no discussion among Trustees. There was no comment from the public. The minutes of the April 4, 2023 meeting of the Board of Trustees, having been delivered in advance to all trustees, were unanimously approved.

Report of the President – Jason Moment, President

President Moment shared there will be reports of the Nominating Committee, the report of the Director and, the report of the CFO and a curatorial presentation on the de Young Open.

President Moment then introduced Paria Dea, Senior Government Affairs Manager, to present on the proposed FAMSF bylaws amendments.

FAMSF bylaws amendments, Paria Dea, Senior Government Affairs Manager

Background and Current Status

- Goal to do general clean-up and bring bylaws up-to-date
- Process supported by Lauren Curry (Deputy City Attorney), Megan Bourne (Chief of Staff) & Paria Dea (Sr. Govt. Affairs Manager)
- Proposed changes presented today require approval by majority of FAMSF board

FAMSF BYLAWS - Key Changes

- Detailed language about what FAMSF does/what FAMSF is responsible for; Specified “trusts” of FAMSF
- Explicitly state FAMSF’s ability and the necessity to have agreements with outside entities to operate the museums
- Establish FAMSF Nominating Committee; Considers recommendations from COFAM Nominating Committee
- Chair of COFAM to serve as President of FAMSF
- Removal of “ex-officio” members (i.e. Mayor and President of the Recreation and Park Commission) *Required by City*
- Added articles/sections on Director and Secretary
- Updated language in contracts section
- Updated with pertinent City codes
- Examples: Information about closed meetings, making public comment, Trustee requirements, etc.

Consideration and Possible Action to Adopt a Resolution to Amend the Bylaws of the Fine Arts Museums of San Francisco **(See Appendix I – Draft Bylaws Amendments)**

WHEREAS the Board has determined that it would be in the best interests of this the Fine Arts Museums of San Francisco to amend and restate its Bylaws in the form of the Amended and Restated Bylaws for the prudent and efficient administration of this Board; therefore be it

RESOLVED that the Amended and Restated Bylaws of the Fine Arts Museums of San Francisco are hereby adopted and approved, effective immediately following this meeting.

Fine Arts Museums of San Francisco
Board of Trustees
May 31, 2023

President Moment called for approval of the resolution. Upon motion, duly seconded there was no discussion among Trustees. There was no comment from the public. Resolution 1941 was unanimously approved.

Report of the Nominating Committee – Lauren Hall, Delegated to report on behalf of Nominating Committee Chair Carl Pascarella as Chair of Meeting, only while President Jason Moment excused himself for voting on this re-election.

Report on Trustees Retiring:

Janet Barnes, effective May 31, 2023
Juliet de Baubigny, effective February 14, 2023
Lauren Hall, effective May 31, 2023
Yasunobu Kyogoku, May 10, 2023
Richard Scheller, May 8, 2023
David Wadhvani, May 12, 2023

Consideration and Possible Action to Re-Elect Trustees to a Fourth Term of Three Years, Effective May 31, 2023:

David Frazee
Bryan Meehan
Jason Moment, President

Consideration and Possible Action to Adopt a Resolution Setting the Number of Trustee Positions

WHEREAS, On June 14, 1990, the Fine Arts Museums of San Francisco Bylaws were amended to provide for a variable number of Trustees, the exact number to be set by the Board from time to time; now, therefore, be it

RESOLVED, That the Board of Trustee of the Fine Arts Museums of San Francisco does hereby set the number of Trustees at six (6) until such number is changed by this Board.

President Moment called for approval of the resolution. Upon motion, duly seconded there was no discussion among Trustees. There was no comment from the public. Resolution 1942 was unanimously approved.

Report of the Director and CEO – Thomas P. Campbell, Director and CEO

Consideration and Possible Action to Approve Loan Requests:

Request from: Palazzo Reale, Milan
For the exhibition: *El Greco*
Exhibition dates: October 13, 2023-Feb. 9, 2024
Work 1: *El Greco, St. John the Baptist, ca. 1600*

Request from: Nevada Museum of Art, Reno, Nevada
For the exhibition: *Sagebrush and Solitude: Maynard Dixon in Nevada*

Exhibition dates: March 2-July 28, 2024

Work 2: Maynard Dixon, November in Nevada, 1935

On motion, duly seconded, the Board unanimously voted to approve the loan requests. There was no discussion among the Trustees, and there was no public comment.

Free Saturdays

Director Campbell shared that we have surpassed 400,000 Free Saturday visits. Underwritten by Chair Emerita Mrs. Wilsey, Director Campbell expressed his great pride in the program's impact, and that free museum access on Saturdays is now associated with the de Young and Legion of Honor. In this fiscal year alone, the museums have welcomed 174,000 Free Saturday visitors. On average, across our buildings we welcomed 3,700 visitors each week. This is a 229% increase to our attendance on Saturdays prior to the program's launch. Director Campbell thanked Diane B. Wilsey for not only making this program possible, but also for making it what it is. On the Free Saturdays, the museum is alive with energy, with dynamic programming, Director Campbell stated.

Exhibitions

KEHINDE WILEY: AN ARCHAEOLOGY OF SILENCE, March 18 – October 15, 2023

FY23 weekly average General admission attendance at the de Young is up 60% since *Kehinde Wiley: An Archaeology of Silence* opened in mid-March. It is up 110% from the FY22 weekly average attendance. Beyond the numbers, there have been incredibly powerful written responses to the exhibition in the respite room that is adjacent to the exhibition. The respite room is among the many layers of resources that were developed for this exhibition. Director Campbell share that given the influx of visitors who are seeing this important, timely, and challenging meditation on systemic violence, he is proud of the ways in which staff have stepped up to support visitors by producing an intentional array resources and with our programs. Abram Jackson, Director of Interpretation, worked with an amazing group of interpretation partners, which brought important perspectives into our planning. Abram and Director Campbell recently co-authored an Art Newspaper article about the critical role that interpretation plays in our presentation of this exhibition. We are fortunate in this instance that the importance of this exhibition was recognized by Ford Foundation and Google.org, each of which supported the exhibition with extraordinary grants of \$1M. The Google.org grant supports a free audio guide, which features the voices of the exhibition's interpretation partners along with the 8 free weekends and speaker series as listed here:

Speaker Series

- May 13: A Mother's Love
- June 17: A Father's Heart
- July 22: Sacred Intersectionality: Exploring the Contours of Sex, Gender, and Identity
- August 19: Black August Forever
- September 16: Our Shared Struggle: The International Imperative for Repair
- October 14: Grand Finale Concert

Free Weekends Supported by google.org

- May 20–21

- June 17–18
- July 8–9
- July 29–30
- August 19–20
- September 16–17

ANSEL ADAMS IN OUR TIME, April 8–August 6, 2023

Examining the legacy of photographer Ansel Adams, the exhibition presents some of his most celebrated images alongside prints by some of the nineteenth-century photographers who influenced him, along with works by contemporary artists whose own works refer directly to the long shadow cast by Adams' images of the American West. The exhibition featured prominently in the New York Times' April 6 California Today newsletter. Since opening, the galleries have been bustling, with over 77,000 visitors taking in the exhibition thus far.

THE TUDORS: ART AND MAJESTY IN RENAISSANCE ENGLAND, June 24 – September 24, 2023

With Sargent and Spain now closed, installation for the *Tudors: Art and Majesty in Renaissance England* has begun. Tracing the development of art at the English courts from Henry VII's seizure of the throne in 1485 to the death of his granddaughter, Elizabeth I in 1603, this exhibition brings together iconic Tudor portraiture, tapestries, paintings, and the other lavish treasures with which they lived. Many of the exhibition's objects are traveling to the west coast for the first time.

DE YOUNG OPEN, September 30, 2023- January 21, 2024

On Monday, June 5, the submission portal was opened for our upcoming iteration of the de Young Open. When we organized the inaugural iteration of this juried invitational exhibition in 2020, we expected a couple hundred submissions. In the end, we received over 11,000 submissions from over 6,000 Bay Area artists. 877 artworks were selected and hung salon style in the fall of 2020. At a time when artists were really hurting, this exhibition demonstrated our commitment to uplifting the local artistic community, and in spite of all of the covid restrictions that were in place in the fall of 2020, the energy and goodwill surrounding the exhibition were absolutely incredible. Director Campbell expressed that with this upcoming iteration he was excited for all to experience this in the galleries once again, this time with more people.

BOTTICELLI DRAWINGS, November 18, 2023 – February 11, 2024

In November we will open a highly anticipated Botticelli Drawings exhibition. The first exhibition to address the foundational role that draftsmanship played in Botticelli's famed paintings, the exhibition centers several newly attributed drawings alongside paintings and drawings from the Uffizi, Louvre, and other museums that have never before left their lending institutions.

Building Updates

Director Campbell gave an update on projects that the museums will be moving forward with in the upcoming year, and also some of the projects that will need to be funded and undertaken at a later date. We received \$2M capital funding for the coming fiscal year. This is almost \$1M more than the previous year. This increase is due to \$1.5M in costs associated with rebuilding the de Young and LOH Chillers (which is part of the HVAC system). This is an important

reminder that as the Museums' age, costs to renovate major building systems and infrastructure will grow. Finally, we received \$250,000 of FY24 funding to complete the funding gap associated with the LOH Courtyard Masonry Project. Work commenced on this project last month.

Report of the CFO – Jason Seifer, CFO

Fine Art Museums (FAM) City Department Budget
 General Fund Only (excludes Admissions Fund)
 FY23 Approved Budget vs FY22 Approved Budget
 (\$ in thousands)

	Approved Budget FY23	% of FY23 Budget	Approved Budget FY22	% of FY22 Budget	Variance to FY22 Budget
Staffing (primarily security)	14,657	78%	14,251	78%	406
Utilities	2,136	11%	1,730	9%	406
Art and Property Insurance	1,352	7%	1,629	9%	(277)
Buildings Service Contracts	350	2%	348	2%	2
Other expense	<u>373</u>	<u>2%</u>	<u>409</u>	<u>2%</u>	<u>(36)</u>
Total Expenses	18,868	100%	18,367	100%	501
Capital Expenditures	<u>1,035</u>		<u>1,400</u>		<u>(365)</u>
Total Spending	<u>19,903</u>		<u>19,767</u>		<u>136</u>

- Thru Mar 31, overall FY23 actual expenses are in line with total spending of \$20M.
- FY23 Staffing over-budget due to higher temp and OT.
- FY23 Insurance below budget

CCSF FY24 Budget Update

- Mayor releases FY24 Budget on June 1.
- Mayor's Budget proposal to FAM includes no reduction in positions but reduced non-payroll operating expenditures by \$240,000.
- Working with Mayor's Budget Office to add back the \$240,000.

- BOS holding Budget Hearings for FAM on June 15 and 22. Budget adjustments can occur.
- Mayor to sign BOS approved budget on August 1.

Fine Art Museums (FAM) City Department Budget
 General Fund Only (excludes Admissions Fund)
 FY24 Mayor's Budget vs FY23 Approved Budget
 (\$ in thousands)

	Mayor's Budget FY24	% of FY24 Budget	Approved Budget FY23	% of FY23 Budget	Variance to FY23 Budget
Staffing (primarily security)	15,003	75%	14,657	77%	346
Utilities	2,762	14%	2,136	11%	626
Art and Property Insurance	1,650	8%	1,352	8%	298
Buildings Service Contracts	292	1%	350	2%	(58)
Other expense	<u>396</u>	<u>2%</u>	<u>373</u>	<u>2%</u>	<u>23</u>
Total Expenses	20,103	100%	18,868	100%	1,235
Capital Expenditures	<u>2,033</u>		<u>1,035</u>		<u>998</u>
Total Spending	<u>22,136</u>		<u>19,903</u>		<u>2,233</u>

- FY24 Staffing expense higher due to contractual obligations.
- FY24 Utilities and Insurance are higher based upon cost escalation.

Capital and COIT Improvement Requests

- Capital Improvement FY24 – Includes \$2M Funded Projects.

Key Requests (Priority 1)

1. de Young Chiller Overhaul - \$800,000
2. LOH Chiller Overhaul - \$550,000
3. LOH Masonry Restoration - \$250,000
4. General Facility Maintenance - \$250,000
5. LOH Laylight Shades - \$175,000

Consideration and Possible Action to Adopt a Resolution Setting General Admission Fees Effective July 1, 2023 for the de Young and Legion of Honor

WHEREAS, Fees for General Admission to the Fine Arts Museums of San Francisco were last set on April 19, 2017; and

WHEREAS, The Fine Arts Museums' General Admission fee is below benchmarked pricing at local and national peer institutions; and

WHEREAS, the Museums will continue to provide free admission to youth and students; and

WHEREAS, an adjustment in General Admission fees will also enable the Museums to continue to offer broader access to underserved communities and will ensure that the Museums can continue to offer Free Tuesdays and Access Days; now therefore be it

RESOLVED, That the Board of Trustees does hereby approve an increase in the general admission fees according to the following schedule at the de Young and Legion of Honor effective July 1, 2023:

	<u>Current Fees</u>	<u>Proposed Fees</u>
Adults (18 - 64 years old)	\$15	\$20
Seniors (65 or older)	\$12	\$17
Students with valid ID	\$ 6	\$ 11
Youth (17 years and under)	Free	Free
1 st Tuesday of Month		
Free for San Francisco Residents (special exhibition fees still apply)	Free	Free
Saturdays		
Free for nine county Bay Area (special exhibition fees still apply)	Free	Free
FAMSF Members	Free	Free

President Moment called for approval of the resolution. Upon motion, duly second there was no discussion among Trustees. There was no comment from the public. Resolution 1943 was unanimously approved.

Consideration and Possible Action to Adopt a Resolution Acknowledging Funding Expended by the Corporation of the Fine Arts Museums During the Period January 1 through March 31, 2023

WHEREAS, The Corporation of the Fine Arts Museums is a 501(c)(3) not-for-profit corporation that exists to support the activities of the Fine Arts Museums of San Francisco; now, therefore, be it

Fine Arts Museums of San Francisco
Board of Trustees
May 31, 2023

RESOLVED, That the Board of Trustees of the Fine Arts Museums of San Francisco does hereby acknowledge with gratitude funding in the amount of \$16,565,922 expended by the Corporation of the Fine Arts Museums for operations during the period January 1 through March 31, 2023.

President Moment called for approval of the resolution. Upon motion, duly second there was no discussion among Trustees. There was no comment from the public. Resolution 1944 was unanimously approved.

Curatorial Presentations

Director Campbell called upon Timothy Anglin Burgard, Distinguished Senior Curator and Ednah Root Curator in Charge of American Art to present on *The de Young Open*.

There was no discussion among trustees on the curatorial presentation and there was no public comment.

General Public Comment

There was no comment from the public.

Adjournment

Diane B. Wilsey, Chair Emerita adjourned the meeting at 3:46 p.m.

MARKED DRAFT

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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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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ARTICLE VI.
Officers

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

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¶
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.

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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 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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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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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 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.

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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

Deleted: 4th
Deleted: June 2019

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

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

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

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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