The San Francisco Freedom Museum

Bylaws

A California Public Benefit Corporation

**ARTICLE 1**

**OFFICES**

**SECTION 1. PRINCIPAL OFFICE**

The principal office of the organization is in the Mission District of San Francisco County, California.

**SECTION 2. OTHER OFFICES**

The organization may also have offices at other places, inside or outside the State of California, as it may require, and as the board of directors may designate.

**ARTICLE 2**

**PURPOSES**

**SECTION 1. OBJECTIVES AND PURPOSES**

For the entirety of it’s existence, this institution will uphold, organize, and execute these objectives and purposes. These objectives and purposes will be:

1. To share stories of those treated unjustly through programs, education, and exhibits, to support the just treatment of all people.
2. To support the marginalized in organizing and strategizing for social change, through workshops, providing a physical space, and by validating their cause.
3. To promote awareness among the general public about the value of social protest as it relates to social justice movements.
4. To establish and sustain the organization’s facilities, programs, and exhibits as accessible to people across levels of economic, social, and physical disadvantage.
5. To directly support marginalized communities in the Bay Area, by ensuring a minimum of twenty percent of all museum staff come from the community.

**ARTICLE 3**

**DIRECTORS**

**SECTION 1. NUMBER**

This organization operates on a non membership structure. The organization will consist of nine directors, collectively known as the board of directors. The number of directors may be changed by the amendment of this bylaw, or by repealing this bylaw and adoption of a new bylaw, as provided in these bylaws.

**SECTION 2. DUTIES**

It will be the duty of the directors to:

(a) Perform all duties for which they are responsible collectively or individually by law, by the articles of incorporation of this organization, or by these bylaws;

(b) Appoint, remove, and prescribe the duties of all board directors and the executive director;

(c) Supervise all officers, board directors, and the executive director of the organization to ensure their duties are performed properly;

(d) Meet at times and places as required by these bylaws;

(e) Register their addresses with the secretary of the organization and notices of meetings mailed to them at these addresses will be valid notices.

**SECTION 3. TERMS OF BOARD MEMBERSHIP**

Each board director elected will serve for three years, unless re-elected, and unless otherwise specified in the bylaws. Upon the completion of the term, the board of directors will elect the new board members at the next annual meeting as specified in these bylaws, and the director will serve until his or her qualified successor is elected.

**SECTION 4. COMPENSATION**

Directors will serve without compensation.

**SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS**

Employees, relatives or any other interested persons will not serve on the board. All persons who cannot serve on the board include; anyone currently being compensated by the organization for services provided to it within the previous twelve months, a full or part time employee, or any relative to a board director.

**SECTION 6. PLACE OF MEETINGS**

Meetings will be held at the Museum, which is the principal office of the organization. A meeting may take place at another location inside or outside the State of California if written consent is provided by all the board directors and filed with the secretary, or after all board members have been given written notice of the meeting.

**SECTION 7. REGULAR AND ANNUAL MEETINGS**

Meetings will be held monthly, on the second Tuesday of each month at 7:30pm. If this organization makes no provision for members, then, at the annual directors’ meeting held on the first Tuesday of June, every third year, officers will be elected by the board of directors in accordance with this section.

Cumulative voting by directors for the election of officers will not be permitted. The candidates receiving the highest number of votes up to the number of directors will be elected. Each director will cast one vote, with voting being by ballot only.

**SECTION 8. SPECIAL MEETINGS**

Special meetings of the board of directors may be called by the president of the board, the vice president, the secretary, or by any two directors, and such meetings will be held at the place, designated by the person or persons calling the meeting, and in the absence of such designation, at the office of the organization.

**SECTION 9. NOTICE OF MEETINGS**

There will be no notice sent out for regular board meetings. Special meetings of the board will be held as required and notice for special meetings will be sent via email.

**SECTION 10. CONTENTS OF NOTICE**

The purpose of any board meeting need not be specified in the notice. Directors will need to respond to the email notices within 48 hours.

**SECTION 11. WAIVER OF NOTICE AND CONSENT TO HOLDING MEETINGS**

The board has the right to make decisions regardless of how meetings are called, or whenever they are held, as long as quorum is met. All decisions will be filed in the organization’s records, and will be part of the meeting minutes. Each director not present will provide a waiver of notice and consent to hold the meeting, this too will be filed with the organization's records and be filed as part of the meeting minutes.

**SECTION 12. QUORUM FOR MEETINGS**

A quorum will consist of 7 directors. There will be no decision until a quorum is reached.

**SECTION 13. MAJORITY ACTION AS BOARD ACTION**

If there is a meeting regarding board members there is a possibility that the quorum might not be reached. If this were to occur the vote will be by majority of directors present in that meeting.

**SECTION 14. CONDUCT OF MEETINGS**

All board meetings should be presided over by the president of the board. If the president is absent from the meetings, they will designate a person from the board of directors to preside over the meeting. Meeting procedures will be specified from time to time by the board of directors, so as to allow the board to develop its own procedures to guide meetings.

**SECTION 15. VACANCIES**

Vacancies on the board of directors will exist (1) on the death, resignation, or removal of any director, and (2) whenever the number of authorized directors is increased.

The board of directors may declare vacant the office of a director who has been declared of unsound mind by a final order of court, or convicted of a felony.

Any director may resign effective upon giving written notice to the president of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation. Vacancies on the board may be filled by approval of the board or, if the number of directors then in office is less than a quorum, by (1) the unanimous written consent of the directors then in office, (2) the affirmative vote of a majority of the directors then in office.

A person elected to fill a vacancy as provided by this Section will hold office until the next annual election of the board of directors or until his or her death, resignation, or removal from office.

**SECTION 16. NONLIABILITY OF DIRECTORS**

The directors will not be personally liable for the debts, liabilities, or other obligations of the organization.

**SECTION 17. INDEMNIFICATION BY CORPORATION OF DIRECTORS, OFFICERS**

The organization will not provide any resources in defense for a member of the board who is responsible for an illegal act not related to the organization. The organization will indemnify any board member who incurs legal expenses related to the performance of his duties as the director, only if they win the lawsuit.

**ARTICLE 4**

**OFFICERS**

**SECTION 1. NUMBER OF OFFICERS**

The officers of the organization will be a president, vice president, a secretary, and a treasurer. No one person will hold hold more than one office position.

**SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE**

Any board member may serve as an officer of this organization. Officers will be elected by the board of directors and will hold office until he/she resigns, is removed, or is otherwise disqualified to serve, or until his or her successor will be elected. Term of office is 3 years.

**SECTION 3. REMOVAL AND RESIGNATION**

Any officer may be removed, with or without cause, by the board of directors, at any time. Any officer may resign at any time by giving written notice to the board of directors or to the president or secretary of the organization. Any such resignation will take effect at the date of receipt of such notice or at any later date specified.

**SECTION 4. VACANCIES**

Any vacancy will be filled from the board of directors. In the event of a vacancy in any office other than that of president will be filled temporarily by appointment by the president until such time as the board will fill the vacancy.

The president is the executive officer of the organization and will be subject to the control of the board of directors, supervise and control the affairs of the organization and the activities of the officers. He or she will perform all duties incident to his or her office and such other duties as may be required by law, by the articles of incorporation of this organization, or by these bylaws, or which may be prescribed from time to time by the board of directors. Unless another person is specifically appointed as president of the board of directors, he or she will preside at all meetings of the board of directors. If applicable, the president will preside at all meetings of the members. Except as otherwise expressly provided by law, by the articles of incorporation, or by these bylaws, he or she will, in the name of the organization, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the board of directors.

**SECTION 6. DUTIES OF PRESIDENT**

The president is the executive officer of the organization and is subject to the control of the board of directors. The president will supervise and control the affairs of the organization and the activities of the officers. The president will also perform all duties prescribed by these bylaws, by the articles of incorporation of this organization by law, and by the board of directors.

**SECTION 7. DUTIES OF VICE PRESIDENT**

In the absence of the president the vice president will perform all the duties of the president. In this event, the vice president will be granted all the power of the president, and will have all the restrictions of the president. The vice president will have other powers and perform such other duties as may be prescribed by law, by the articles of incorporation of this organization, by these bylaws, or prescribed by the board of directors.

**SECTION 8. DUTIES OF SECRETARY**

The secretary will keep the original copy of these bylaws and any edited bylaws in the Museum’s primary office. They will also keep a book of minutes regarding all meetings of directors, meetings of committees, recording the time and place, regular or special designation, those present/represented at the meeting, and proceedings. Minutes should also include any written consents approving action done without a meeting, and supporting documents about the meetings/minutes. Minutes and documents should be organized and stored by the time the next meeting occurs. The secretary will also;

1) Ensure records are organized, including a document containing the name and address of each board member. If a board member is terminated, the secretary will record it in this document and include the date on which the board member was terminated.

2) Provide access to the bylaws, the board document, and minutes to the board members or their attorney.

3) Send notice regarding provisions of these bylaws.

4) Perform all duties of the secretary and other duties that may be assigned by law, by the articles of incorporation of this organization, these bylaws, or prescribed by the board of directors.

**SECTION 9. DUTIES OF TREASURER**

The treasurer will have responsibility for all funds and securities of the organization. He or she will deposit all funds in the name of the organization in accounts. The treasurer will also;

1) Receive and give receipt for money due to the organization from any source.

2) Disburse organizations funds as directed by the board of directors.

3) Maintain correct accounts of the organization’s properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

4) Exhibit at all reasonable times the books of account and financial records to any director of the organization, or to his or her agent or attorney, on request.

5) Render to the president and directors, whenever requested, an account of any or all of his or her transactions as treasurer and of the financial condition of the organization.

6) Prepare, or cause to be prepared the financial statements included in required reports.

7) Perform all duties of treasurer required by law, by the articles of incorporation of this organization, by these bylaws, or which may be assigned to him or her from the board of directors.

**ARTICLE 5**

**COMMITTEES**

**SECTION 1. EXECUTIVE COMMITTEE**

The board of directors may, by a majority vote of directors, designate two or more of its members to constitute an executive committee of the board and delegate to such committee any of the powers and authority of the board in the management of the business and affairs of the organization.

By a majority vote of its members then in office, the board may at any time revoke or modify any or all of the authority delegated, increase or decrease but not below two the number of its members, and fill vacancies from the members of the board. The committee will keep regular minutes of its proceedings, cause them to be filed with the organization records, and report the same to the board from time to time as needed.

**SECTION 2. OTHER COMMITTEES**

The organization will have such other committees as may from time to time be designated by the board of directors. These additional committees will act in an advisory capacity only to the board and will be clearly titled as “advisory” committees.

**SECTION 3. MEETINGS AND ACTIONS OF COMMITTEES**

Committee meetings and actions will be governed by, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with changes in the context of bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members. Both the regular and special meeting times of committees may be fixed by resolution of the board of directors or by the committee.

**ARTICLE 6**

**EXECUTION OF DEPOSITS AND FUNDS**

**SECTION 1. CHECKS AND NOTES**

Except as otherwise specifically determined by resolution of the board of directors, or as otherwise required by law or orders for the payment of money, evidence of indebtedness of the organization will be signed by the treasurer and countersigned by the president of the organization.

**SECTION 2. DEPOSITS**

All funds of the organization will be deposited from time to time to the credit of the organization in such banks, trust companies, or other depositories as the board of directors selects.

**SECTION 3. GIFTS**

The board of directors may accept on behalf of the organization any contribution, gift, bequest, or devise for the charitable or public purposes of this organization.

 **ARTICLE 7**

**FISCAL YEAR**

**SECTION 1. FISCAL YEAR OF THE CORPORATION**

The fiscal year of the organization will begin on June 1st and end on May 31st each year.

**ARTICLE 8**

**CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICIES**

**SECTION 1. PURPOSE OF CONFLICT OF INTEREST POLICY**

The purpose of this conflict of interest policy is to protect this tax-exempt organization’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization.

**SECTION 2. DEFINITIONS**

(a) Interested Person.

Any director, principal officer, who has a direct or indirect financial interest, as defined below, is an interested person.

(b) Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(1) an ownership or investment interest in any entity with which the organization has a transaction or arrangement,

(2) a compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement, or

(3) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

**SECTION 3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES**

(a) Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all facts to the directors considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she will leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members will decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest.

The president of the governing board or committee will, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement. The governing board or committee will determine whether the organization can obtain another arrangement that would not involve a conflict of interest. If an alternate transaction or arrangement is impossible without involving the conflict of interest, the governing board or committee will determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the organization’s best interest. The governing board or committee will make the decision by majority as to whether to enter into the transaction or arrangement.

(d) Violations of the Conflicts of Interest Policy.

If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it will inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

If, after hearing the member’s response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it will take appropriate disciplinary and corrective action.

**SECTION 4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS**

The minutes of meetings of the governing board and all committees with board delegated powers will contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board’s or committee’s decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

**SECTION 5. COMPENSATION APPROVAL POLICIES**

A voting board member who receives compensation, directly or indirectly, from the organization for services is unable to vote on matters pertaining to that member’s compensation.

**SECTION 6. ANNUAL STATEMENTS**

Each director will annually sign a statement which affirms such person:

(a) has received a copy of the conflicts of interest policy,

(b) has read and understands the policy,

(c) has agreed to comply with the policy, and

(d) understands the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**SECTION 7. USE OF OUTSIDE EXPERTS**

When conducting the periodic reviews, the organization may, but need not, use outside advisors. If outside experts are used, their use will not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

**ARTICLE 9**

**AMENDMENT OF BYLAWS**

**SECTION 1. AMENDMENTS**

The Board of Directors may vote to amend or adopt new bylaws by a majority vote of the Directors present, only if the quorum has been reached. Prior to the meeting of adopting or amending new bylaws, an agenda will be sent out to all board members at least two days in advance highlighting the special agenda of said meeting.

**ARTICLE 10**

**PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

**SECTION 1. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS**

No member, director, officer, employee, or other person connected with this organization, or any private individual, will receive at any time any of the net earnings or relating to profit from the operations of the organization.

**WRITTEN CONSENT OF DIRECTORS ADOPTING BYLAWS**

We, the undersigned, are all of the persons acting as the initial directors of The Freedom Museum, a California nonprofit organization, and, pursuant to the authority granted to the directors by these bylaws to take action by unanimous written consent without a meeting, consent to, and hereby do, adopt the foregoing bylaws, consisting of eleven (11) pages, as the bylaws of this organization.

Dated: \_\_\_\_\_\_\_\_\_\_\_

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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Director

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 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Director

 **CERTIFICATE**

This is to certify that this is a true and correct copy of the bylaws of the organization named in the title and that such bylaws were adopted by the board of directors of said organization on the date set forth below.

Dated: \_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary