



2015 TENNESSEE LEGISLATIVE REPORT

Submitted February 26, 2016

**Terri Lee Freeman, President
National Civil Rights Museum (901) 521-9699 ext. 2228
tfreeman@civilrightsmuseum.org**

**National Civil Rights Museum State of Tennessee Legislative Report
Governmental Operations Committee – July 2014-June 2015**

In January 2008, the National Civil Rights Museum entered into a lease agreement with the State of Tennessee to extend the 15-year lease contract through December 2022.

The approval and subsequent final terms of this lease included a Memorandum of Understanding (MOU) with twelve (12) requirements addressing Board composition, public and community input and public notification of Board meetings.

Fiscal Year 2015 (July 1, 2014 – June 30, 2015) represents the first full year of operation post-renovation. The National Civil Rights Museum experienced a 25% increase in visitors over pre-renovation numbers and visitor survey results indicate that the renovation has significantly improved our mission achievement and visitor satisfaction. Survey data also indicates that the National Civil Rights Museum outperforms most museums in key benchmark comparison groups.

The National Civil Rights Museum located at the Lorraine Motel, the assassination site of Dr. Martin Luther King, Jr., chronicles key episodes of the American civil rights movement and the legacy of this movement to inspire participation in civil and human rights efforts globally, through our collections, exhibitions and educational programs.

In Fiscal Year (FY) 2015, the museum welcomed the following audiences:

Category	Number
Elementary Age Students:	4,346
Middle School Age Students:	4,384
High School Age Students:	3,034
College Age Students:	2,298
Students in Mixed/Unknown Age Groups:	16,152
Total # of Students in Groups:	30,214
Age 4-17 Individuals (Not in Groups)	37,235
College Age Students (Not in Groups)	10,907
Overall Total Students	78,356
Total Adults	173,132
Special Events Guests	6,674
OVERAL MUSEUM VISITORS	258,162
# of Free Tennessee Residents on Mondays	7,325
(Overall Visitors # includes Free period visitors)	

As of June 30, 2015, all twelve MOU requirements have been met, including:

- Creating a permanent staffing position at the Director's level, to effectively manage all community and governmental communications and issues.
- All Board meetings are open to the public.
- An ongoing visitors/public comments sign-in station through four iPads at the end of the Lorraine exhibition experience for public comments, recommendations, concerns and suggestions.

#1 MOU: Goal of at least 60% African Americans on the Board. Please see Attachment #1 - Board list with affiliations.

For FY 2015, the Board was composed of 55% African Americans:

- 55% African Americans; 6% Asian/ Indian; 39% Caucasians
- Business & Corporate Affiliations = 16 members include AutoZone (2), Buckman International, Crowe Consulting, FedEx (2), First Choice Sales, Ford Motor Company, Independent Bank, International Paper, Kemmons Wilson Companies, Lokion Interactive, Nike, SunTrust, Tower Ventures, and Universal Commercial Real Estate
- Educational Institutions = 1 Rhodes College
- Non Profits & Foundations = 6 include The New Teacher Project, Methodist Healthcare, Baptist Memorial, Poplar Foundation, AFSCME and Hyde Family Foundation
- Religious = 3 include Rev. Samuel Billy Kyles, Rabbi Micah Greenstein and Rev. Keith Norman
- Government = 1 State Senator Reginald Tate
- Legal = 2 include Burch Porter Johnson and Baker Donelson
- Other = 4 include Dr. Esmond Arrindell-physician, Herb Hilliard-retired, Shaila Karkera-community activist, Cathy Ross-retired
- Total Board composition: 33

#2 MOU: Board shall fill vacant positions

The Nominating Committee meets annually in the first quarter of the calendar year to review the list of Board Members whose terms are expiring and to consider potential board members. The recommendations of the Nominating Committee will be brought to the Board of Directors at the April 2016 quarterly meeting.

#3 MOU: Make-up of Board shall include a member of the TN State Legislature, representative of AFSCME, Civil Rights historian/scholar; Civil Rights activist. Please see Attachment #1 - Board list with affiliations.

The following Board members represent the required affiliations in FY2015:

- AFSCME - Gail Tyree, Interim Executive Director
- State Representative Reginald Tate, TN Legislature
- Kenya Bradshaw, Civil Rights and Children's Activist - TNTP
- Dr. Russ Wigginton, Civil Rights Scholar, Rhodes College
- Rev. Samuel Kyles, Civil Rights leader, pastor of Monumental Baptist Church
- Rev. Keith Norman, Community Activist
- Shaila Karkera, Community Activist

#4 MOU: Post Bylaws on the website. Please see Attachment #2 – revised and updated bylaws.

In compliance.

<http://civilrightsmuseum.org/about/board-of-directors/board-meetings-by-laws/>

The bylaws were updated to conform to new regulations and to amend the annual meeting date from February to April. The revised bylaws were approved by the board of directors on February 18, 2016.

#5 MOU: Notice of quarterly meetings posted on website

In compliance.

<http://civilrightsmuseum.org/about/board-of-directors/board-meetings-by-laws/>

#6 MOU: Conduct annual public meetings to serve as a forum for the community.

The Board's annual meeting was on the third Thursday of February in 2015. The annual meeting has been changed to the third Thursday of April for 2016. Please see #4 MOU note above.

In February 2015, the museum hosted "Breakfast with the President" a program that was open to the public and free for museum members. This program was an opportunity for Terri Lee Freeman to introduce herself to the Memphis community, share her vision for the museum, and invite questions and comments from the audience

#7 MOU: Use website to place updated information about activities and programs.

Complete. The museum launched a new website to coincide with the completion of the renovation in April 2014.

www.civilrightsmuseum.org/events/

This site notes upcoming, as well as past events and programs held at the museum or at off-site venues.

#8 MOU: Hold public informational meetings regarding significant changes to permanent exhibits.

Complete. Our last public informational meeting was June 2013 during the renovation of the Lorraine Motel building.

#9 MOU: Implement a Capital Fundraising Campaign for \$5-10 million in private funds to improve and modify museum

Complete.

\$28,598,780 million was raised towards the \$28 million goal for the capital portion of the campaign.

The cost of the renovation was approximately \$27.5 million.

\$3,241,998 million was raised towards the \$12 million goal for the endowment*

\$ 297,500 was dedicated to museum operations.

*The endowment funds raised were a result of the Challenge Grant from the National Endowment for the Humanities. This five-year grant was awarded in early 2010, when the National Civil Rights Museum was one of five institutions across the U.S. selected for this competitive award. The museum received the highest award that year - \$750,000, which stipulated a \$3 raised to \$1 award. Thus, the museum exceeded the required \$2,250,000 to receive the full \$750,000. The challenge ended July 2015, with fulfillment of pledges received by July 2016.

#10 MOU: Use best efforts to create a "Friends of the Museum" group to engage the community in the Museum's work.

The National Civil Rights Museum hosted the annual conference of the Association of African American Museums in August 2015. Planning for this conference began in fall 2014 and engaged many

community representatives on the host committee, including representatives from the following museums and cultural institutions:

- ArtsMemphis
- Blues Foundation & Blues Hall of Fame
- Memphis Brooks Museum of Art
- Dixon Gallery & Gardens
- LeMoyné Owen College
- Metal Museum
- Stax Museum of American Soul Music
- University of Memphis
- Withers Collection Museum & Gallery

The Links Education & Cultural Center at the National Civil Rights Museum serves as a resource for the community. The classrooms in the center are regularly made available to organizations at no cost, to host classes, programs, meetings and other events. We also allow like-missioned and partner organizations to utilize our event space, Hooks Hyde Hall, at no cost. Organizations we have served in this manner include:

- American Association for State and Local History
- American Leadership Forum
- ArtsMemphis
- Black Girls Code
- Delta Sigma Theta Sorority
- Department of Justice, Community Relations Service
- Mid-South Peace & Justice Center
- Memphis Center for Independent Living
- Memphis Council for International Visitors
- Memphis Grizzlies Foundation
- MTSU Center for Historic Preservation
- National Black United Fund
- National Council of Negro Women
- New Memphis Institute
- Pink Eagles Youth Organization
- Rhodes College
- Teach for America
- The Links, Inc.
- Tennessee Association of Museums
- University of Memphis African & African American Studies
- UT College of Nursing

The museum has an active volunteer program, with a regular corps of more than 450 individuals. In FY 2015, a **total of 1,114 volunteers donated 9,285 hours**. Utilizing the calculation of service value at \$23.07/hour, this volunteer service represents **\$214,205 in value**. This represents a significant increase over FY 2014 totals of 477 volunteers contributing 6,657 hours for a value of \$153,205.

#11 MOU: Immediately plan and create substantive Educational and Community Outreach programs.

In FY 2015 under the leadership of our new president, Terri Lee Freeman, the museum has increasingly positioned itself as a safe place for dialogue, fostering open and honest discussions about challenges in our communities, injustices in our public policy, and solutions to create a more just society.

One such event was former Attorney General Eric Holder's national listening tour, speaking with communities about police/community relations, bringing both federal and local law enforcement representatives and local community representatives together for open discussion.

Below is a summary of the variety of educational programs offered throughout FY 2015:

Speaker / Lecture Programs

Lunch and Learn

- A regular lunch-hour program offered at no charge, featuring various topics and speakers
- Average attendance 15-25 people
 - Topics included: Immigration, Education & the Memphis Community

Book & Author Series

- A regular program featuring a noteworthy author and their recent work.
- Average attendance 25-50 people
- Authors/Topics included:
 - Tavis Smiley, *Death of a King*
 - Andrew Maraniss, *Strong Inside*
 - M. J. O'Brien, *We Shall Not Be Moved*, along with film *An Ordinary Hero: Joan Trumpauer*, with Ms. Trumpauer Mulholland in attendance.
 - Children of Selma: Unsung Soldiers of the Selma March. Conversation with Sheyann Webb-Christburg, who participated in the Selma march at age 8, and daughters of murdered Selma volunteer Viola Liuzzo, Penny Liuzzo-Herrington and Sally Liuzzo-Prado.
 - Dr. Stephanie J. Shaw, *What a Woman Ought to Be and to Do*
 - David Bacon, *US Policy on Mexican Migration*

Forum on Human Trafficking

- Partnership with Administration for Children & Families, Department of Health & Human Services, Minority Health and the US Department of Justice Community Relations Service
- Attendance estimated at 50

Pardon of Innocence: The Wilmington 10 Documentary

- Film screening and discussion with Dr. Ben Chavis, one of 10 wrongly convicted Wilmington students protesting inequities in school integration.
- Attendance estimated at 50

Malcolm X: 50 Years Later

- Program marking the 50th anniversary of Malcolm X's assassination with documentary film viewing and discussion with Zaheer Ali, Columbia University
- Attendance estimated at 60

Arts Programs

Black Angels Over Tuskegee

- Theater production staged at the Orpheum Theater
- Attendance estimated at 1,000

Music and the Movement

- Panel discussion and guided tour with music, exploring impact of music on the American Civil Rights Movement.
- Attendance estimated at 25

Created Equal Film Series

- Screenings following by facilitated discussion. Films included:
 - Slavery by Another Name
 - The Loving Story
 - The Abolitionists
 - Freedom Riders
- Attendance estimated at 25 each

Gallery Talks

- Discussions in conjunction with a temporary exhibit

- *Portrait of My Father*, discussion with Rosalind Withers on exhibition of Ernest Withers' photography.
- *Meet the Artist on Trolley Night*, discussion with artist Leanna Lesley on textile art presented in the exhibit, "Jazz & Blues: Threads of American Music" with music performance by Hope Clayburn and the Soul Scrimmage
- Attendance estimated at 50 each

Freedom Forward Concert

- Kuumba Singers of Harvard College and Rust College A'Capella Singers
- Attendance estimated at 100

Community Programs

You Be The Judge: A mock trial of James Earl Ray

- Primary eyewitness accounts and testimonies were portrayed in original context as if Dr. King's accused assassin elected to stand trial.
- Attendance: 115

In the Wake of Ferguson: A community Conversation

- Featured local law enforcement and community leaders, Shelby County District Attorney General, and local media commentators
- Attendance estimated at 100

National History Day Google + Hangout

- Online program to introduce students and educators to museum resources for NHD projects
- Attendance estimated at 275: 11 classrooms globally, estimating 25/classroom

Memphis Lives Matter Town Hall Meeting

- Discussion on importance of protest in the black community, identification of the role of media in current issues, and an exploration of a national movement's effect on the local community.
- Attendance estimated at 100

Breakfast with the President

- Program for museum members and the public to meet Terri Lee Freeman.
- Attendance estimated at 100

Get out the Vote

- Voter registration drive throughout 2015 marking the 50th anniversary of the Voting Rights Act.
 - More than 50 individuals registered to vote at the museum

Teacher & Leader Effectiveness Gallery Walk Reception

- Presentation and discussion on data on the collective efforts of educators' impact on students in the Shelby County School District since 2009.

Freedmen's Bureau Indexing Project

- Partnership with the local LDS church and the local chapter of the Afro-American Historical and Genealogical Society, to recruit and train volunteers on nation-wide project to index digitized Freedmen's Bureau records.
- Attendance estimated at 100

Join the Movement: Find Your Match in Local Activism

- Community forum with various social service and social justice organizations represented with intention of connecting visitors with advocates for causes they care about.
- Attendance estimated at 25

In May 2015, the museum president appointed then Director of Administration & Special Projects to the position of **Director of Museum Partnerships & Compliance**. This work will focus on building relationships with other organizations both locally and nationally, to expand the reach of the museum, as well as the content and quality of our programs, to positively impact the Greater Memphis region and Tennessee. Additionally this staff person will ensure compliance with all requirements of the lease agreement and MOU with the state, ensure AAM accreditation standards are maintained, and will address any accessibility or similar issues required to ensure great service to all museum guests.

Field trips and group tours continued. Free Field Trips were sponsored by Target for Title I middle school students, which also included bus transportation for 2,023 students.

Signature Programs

King Day on the National Holiday - January 2015 compared to January 2014

Year	2014 (During Renovation)	Per Capita	2015 (Post-Renovation)	Per Capita
Visitors (paid)	7,201		5,865	
Admissions	\$17,547.55	\$2.44	\$20,737.00	\$3.54
Retail Sales	\$12,178.97	\$1.69	\$16,803.33	\$2.81
Total Sales	\$29,726.52		\$37,540.33	
# of food donated	4,433 lbs		7,211 lbs	
Life Blood Donation	60 units		80 units	
Attendee's (No Admission Fee paid – volunteers, entertainers)	732		675, which included 75 youth volunteers	
Total Attendees	7,933		6,540	

Our **annual King Day celebration** attracts hundreds of volunteers and thousands of residents and out-of-town guests on our busiest attendance day of the year. Admission cost is significantly reduced and structured to encourage participation in our community service programs for the day. In 2015, per person admission was \$5, significantly reduced from the regular adult admission rate of \$15. Guests could further reduce their admission cost by donating canned goods to receive \$3 admission. Guests who donated blood were given free admission for up to four people on King Day. The day involves performances and speakers all day long from our outdoor main stage, as well as activities and performances for youth.

The 2015 April 4th Commemorative Program, *Heartache to Harmony*, was a partnership with the City of Memphis, Memphis Symphony Orchestra and the Church of God In Christ. This year’s program was significantly larger in scope and content than in previous years, with the morning filled with performance by the MSO, COGIC Choir, Debra Manning Thomas, Central High School Choir, and Justin Merrick & Al Kapone. The evening program was traditional with speakers and acknowledgements from the Lorraine Motel balcony, marking the time of Dr. King’s death.

As reported in the 2014 report the annual **Freedom Award free Public Forum** was held on December 2, 2014 for over 4,000 Shelby County School students, educators and community members. This program allows area youth and the public to see and hear the Freedom Award Honorees at no cost. Selected students posed questions to the Honorees and schools receive free bus transportation for their students through the generosity of a corporate sponsor. The 2014 Honorees were: Charlayne Hunter-Gault, Bob Moses, Frank Robinson, and Tom Brokaw. The Shelby County Tennessee Legislative Delegation attended the event as the museum's guests.

The 2015 Freedom Award occurred in FY 2016, however, a brief summary appears below.

The 2015 honorees were Joan Trumpauer Mulholland, Ruby Bridges-Hall, and Ava DuVernay, with special recognition for Rev. Clark Olsen, as part of our year-long recognition of the 50th anniversary of the Voting Rights Act and the events in Selma, Alabama in 1965. The annual free Public Forum was the morning of October 22, 2015. The Freedom Award Ceremony is the evening black-tie fundraising event for approximately 1,200. The Ceremony was held in the Cannon Center for the Performing Arts and the Gala Banquet followed in the Cook Convention Center.

#12 MOU: Use best efforts to research and create a National Advisory Board comprised of honorary members.

With our new president, Terri Lee Freeman, coming on board in the second quarter of our FY 2015 in November 2014, we are considering new and expanded roles for an advisory board, and will provide an update on these efforts in next year's report.

The State of Tennessee's ongoing partnership is deeply appreciated.

LIST OF ATTACHMENTS

- #1 – National Civil Rights Museum Board of Directors List with Affiliations
- #2 – Updated Bylaws
- #3 – FY2015 Audited Financial Statement
- #4 – National Civil Rights Museum FY 14 Annual Report (FY15 Annual Report is currently in production)



**National
Civil Rights
Museum.**

AT THE LORRAINE MOTEL

**Board of Directors
2014-2015**

<p>Herbert Hilliard <i>(Chairman, Board of Directors)</i> Retired Executive V.P., Risk Management P.O. Box 261 Eads, TN 38028 Phone: 901-867-0503 Cell: 901-210-5202 Email: hilliardhh@bellsouth.net</p>	<p>Joseph R. Hyde III <i>(Chairman, Executive Committee)</i> President Pittco Management, LLC 17 West Pontotoc, Suite 200 Memphis, TN 38103 Phone: 901-685-3411 Fax: 901-683-3147 Email: phyde@pittcomanagement.com <i>Executive Assistant</i> Kristen Oswald: koswalt@pittcomanagement.com</p>
<p>Dr. Esmond Arrindell 2855 Forest Hill Irene Road Germantown, TN 38139 Phone: 901-757-0866 Fax: 901-753-8305 Email: earrinde@bellsouth.net</p>	<p>Kenya Bradshaw Partner TNTP 950 University Memphis, TN 38107 Phone: 901-832-919-0851 Cell: 901-482-3518 Email: kenya.bradshaw@tntp.org</p>
<p>Mrs. Nelda Burroughs Co-Owner/Vice Pres./Sr. Financial Analyst First Choice Sales & Marketing Group 3380 Pearson Road Memphis, TN 38118 Phone: 901-360-8967 Cell: 901-569-0734 Fax: 901.360.9072 Email: burroughsnelda@gmail.com</p>	<p>Mr. Darrell T. Cobbins President Universal Commercial Real Estate 1331 Union Avenue, Suite 935 Memphis, TN 38104 Phone: 901-414-3315 ext. 1 Cell: 901-503-5917 Fax: 901-248-6807 Email: darrell@universalcommercial.com</p>
<p>John B. Crowe 1992 Arden Walk LN Germantown, TN, 38138 Phone: 901-309-3457 Cell: 901-337-0413 Email: jbc41@yahoo.com</p>	<p>Gregory Duckett <i>(Executive Committee)</i> Vice President & Corporate Counsel Baptist Memorial Health Care Systems, Inc. 350 N. Humphreys Blvd. Memphis, TN 38120 Phone: 901-227-5233 Fax: 901-227-6845 Email: greg.duckett@bmhcc.org <i>Executive Assistant</i> Lindsay Campbell: lindsay.campbell@bmhcc.org Phone: 901-227-5233</p>

<p>Charles “Chip” Dudley Co-Chairman Independent Bank 5050 Poplar Avenue, 22nd Floor Memphis, TN 38157 Phone: 901-844-0330 Fax: 901-844-0310 Email: chip@i-bankonline.com</p> <p><i>Executive Assistant</i> Teresa Wicker: teresa@i-bankonline.com Phone: 901-844-0304</p>	<p>Nnaemeka “Meka” Egwuekwe Sr. Software Architect & Director of Development Lokion Interactive 88 Union Avenue, 9th Floor Memphis, TN 38103 Phone: 901-591-1624 Fax: 901-527-2219 Email: emeka2001@gmail.com</p>
<p>Rose Jackson Flenorl (Secretary) Mgr. of Global Citizenship–Signature Programs FedEx 3610 Hacks Cross Road, Bldg A Memphis, TN 38125 Phone: 901-434-7775 Fax: 901-434-6864 Cell: 901-604-4019 Email: rjflenorl@fedex.com</p> <p><i>Executive Assistant</i> Kiara L. Suggs: kiara.suggs.osu@fedex.com Phone: 901-434-7773</p>	<p>Preston Frazer Vice President of Internal Audit AutoZone 123 South Front Street Memphis, TN 38103 Phone: 901-495-7952 Fax: 901-495-8374 Email: preston.frazer@autozone.com</p>
<p>Kathy Buckman Gibson President & COO Buckman International 1256 N. McLean Blvd. Memphis, TN 38108 Phone: 901-272-8245 Fax: 901-272-6290 Email: kbuckmangibson@buckman.com</p> <p><i>Executive Assistant</i> Nancy Glover: nbglover@buckman.com Phone: 901-272-8509</p>	<p>Rabbi Micah Greenstein Temple Israel 1376 E. Massey Road Memphis, TN 38120 Phone: 901- 761-3130 Fax: 901-761-1448 Email: rabbig@timemphis.org</p>
<p>Mrs. Shaila Karkera 9603 Deer Walk Cove Germantown, TN 38139-5644 Phone: 901-755-0279 Fax: 901-755-0279 Email: skarkera@aol.com</p>	<p>Mrs. Lisa Krupicka (Executive Committee) Burch, Porter & Johnson, PLLC 130 N. Court Avenue Memphis, TN 38103 Phone: 901-524-5121 Fax: 901-524-5024 Email: lkrupicka@bpilaw.com</p>
<p>Reverend Samuel Billy Kyles Pastor Monumental Baptist Church 704 S. Parkway East Memphis, TN 38106 Phone: 901-946-2529 Fax: 901-946-5272 Email: monumntl@bellsouth.net</p> <p><i>Executive Assistant</i> Erika Cunningham: ericacunningham@bellsouth.net Phone: 901-946-2529</p>	<p>Connie Lewis Lensing Senior Vice President of Litigation & Employment FedEx Express 3610 Hacks Cross Road, Bldg. A, 3rd Floor Memphis, TN 38125 Phone: 901-434-8432 Fax: 901-434-8277 Email: clewislensing@fedex.com</p> <p><i>Executive Assistant</i> Sheronda Nelson: seneilson@fedex.com Phone: 901-434-8475 or 901-568-6253</p>

<p>Johnny Moore (<i>Executive Committee</i>) President SunTrust Bank 999 S. Shady Grove Rd., Suite 202 Memphis, TN 38120 Phone: 901-415-7037 Fax: 901-681-4158 Email: johnny.moore@suntrust.com</p> <p><i>Executive Assistant</i> Gigi Ferguson: gigi.ferguson@suntrust.com Phone: 901-415-7032</p>	<p>Rev. Keith Norman Senior Pastor First Baptist Church Broad 2835 Broad Avenue Memphis, TN 38112 Phone: 901-323-2429 Fax: 901-791-0204 Cell: 901-292-5916 Email: keithnorman65@aol.com</p> <p><i>Assistant</i> Martrice Caswell: mcaswell714@gmail.com Phone: 901-323-2429</p>
<p>Ziad Ojakli Group V.P. of Government & Community Relations Ford Motor Company 1350 I Street, NW, Suite 450 Washington, DC 20005 Phone: 202-962-5457 Fax: 202-962-5458 Email: zojakli@ford.com</p> <p><i>Executive Assistant</i> Jane Vick: jvick@ford.com Phone: 202-962-5456</p>	<p>William "Billy" Orgel (<i>Assist. Treasurer</i>) CEO Tower Ventures 4091 Viscount Memphis, TN 38118 Phone: 901-794-9494 Fax: 901-366-5736 Email: billy@towerventures.com</p>
<p>Elliot L. Perry Community Advisor The Poplar Foundation 6410 Poplar Avenue, Suite 720 Memphis, TN 38119 Phone: 901-818-5182 Fax: 901-260-0882 Email: eperry@poplarfdn.org</p>	<p>Bill Rhodes (<i>Treasurer</i>) President/CEO & Chairman of the Board Auto Zone P.O. Box 2198 Memphis, TN 38101 Phone: 901-495-7003 Fax: 901-495-8374 Email: bill.rhodes@autozone.com</p> <p><i>Executive Assistant</i> Jean Stuckey: jean.stuckey@autozone.com</p>
<p>Cathy Ross 3081 Oakleigh Manor Cove Germantown, TN 38138-8238 Email: ross1183b@gmail.com</p>	<p>Bathsheba Sams V.P. Human Resources Operations International Paper 6400 Poplar Avenue, Tower 1 Memphis, TN 38197 Phone: 901-419-4472 Fax: 901-419-4427 Email: bathsheba.sams@ipaper.com</p> <p><i>Executive Assistant</i> Deirdra Thompson: deirdre.thompson@ipaper.com Phone: 901-419-7248</p>

<p>Gary Shorb President & CEO Methodist Healthcare 1211 Union Avenue Memphis, TN 38104 Phone: 901-516-0543 Fax: 901-516-0544 Email: shorbg@methodisthealth.org <i>Executive Assistant</i> Donna Parchman: parchmad@methodisthealth.org</p>	<p>Senator Reginald Tate 301 6th Avenue, North Suite 320 War Memorial Bldg. Nashville, TN 37243 Phone: 615-741-2509 Fax: 615-253-0167 Email: sen.reginald.tate@capitol.tn.gov <i>Executive Assistant</i> Lauren Spires: lauren.spires@capitol.tn.gov</p>
<p>Gail Tyree Interim Executive Director AFSCME Memphis Public Employees Local 1733 485 Beale Street Memphis, TN 38103 Phone: 901-525-2458 ext. 208 Fax: 901-525-4822 Cell: 901-493-9959 Email: gtyree@afscmelocal1733.org</p>	<p>Maurice Wexler Shareholder Baker Donelson Law Firm 165 Madison Ave. 19th Floor Memphis, TN 38103 Phone: 901-577-2272 Fax: 577-4255 Email: mwexler@bakerdonelson.com <i>Executive Assistant</i> Brenda Johnson: bjohnson@bakerdonelson.com</p>
<p>Dr. Russ Wigginton Vice President, Office of External Programs Rhodes College 2000 North Parkway Palmer 200 Memphis, TN 38112 Phone: 901-843-3997 Fax: 901-843-3553 Email: wigginton@rhodes.edu <i>Executive Assistant</i> Angela Fletcher: fletcher@rhodes.edu Phone: 901-843-3958</p>	<p>Spence Wilson, Jr. Vice President Kemmons Wilson Companies 8700 Trail Lake Drive West, Suite 300 Memphis, TN 38125 Phone: 901-346-8800 Fax: 901-507-1184 Email: SWilsonJr@kwilson.com <i>Executive Assistant</i> Chelsea Peel: cpeel@kwilson.com Phone: 901-346-8800</p>
<p>Mr. Brian Keith Woods Nike Inc. Director of Finance 3100 New Frayser Blvd. Memphis, TN 38125 Phone: 901-542-3015 Cell: 901-414-2336 Fax: 901-542-3031 Email: brian.woods@nike.com</p>	

**AMENDED AND RESTATED BYLAWS
OF THE
LORRAINE CIVIL RIGHTS MUSEUM FOUNDATION
D.B.A. NATIONAL CIVIL RIGHTS MUSEUM
Effective as of February 18, 2016**

Article I: Mission & Purpose

Section 1: The National Civil Rights Museum, located at the Lorraine Motel, the assassination site of Dr. Martin Luther King, Jr., chronicles key episodes of the American civil rights movement and the legacy of this movement to inspire participation in civil and human rights efforts globally, through our collections, exhibitions, and educational programs.

Section 2: The name of the Corporation shall be: The Lorraine Civil Rights Museum Foundation, doing business as: The National Civil Rights Museum, sometimes for convenience hereinafter referred to as "NCRM." The Corporation is a not-for-profit corporation organized and existing under the laws of the State of Tennessee. The principal corporate office shall be 450 Mulberry Street, Memphis, Tennessee, until and unless otherwise designated by the Board of Directors.

Article II: Board of Directors

Powers of the Board

Section 1. All corporate powers shall be exercised by the Board of Directors. All of the business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors, subject to the applicable laws of the State of Tennessee, the Articles of Incorporation and these By-Laws, the Memorandum of Understanding between the Corporation and the State of Tennessee, as well as in accordance with the policies, principles and mission of the Museum. The Board of Directors shall have full authority to carry out the functions of Directors to the fullest extent authorized by the Tennessee Not-Profit Corporation Act, as it may exist from time to time.

Number, Tenure and Qualifications

Section 2. The Board of Directors shall consist of not less than 10, nor more than thirty-five (35) individuals. Directors need not be residents of the State of Tennessee. Initial Directors may be named in the Charter or, if not, may be elected by the Corporation. Thereafter, Directors shall be elected at the first annual meeting of the Board of Directors and at each subsequent annual meeting, and the terms of the initial Directors of the Corporation shall expire at the first meeting of the Board of Directors at which Directors are elected. The terms of all Directors shall expire on a staggered, rotating basis at either the first, second or third annual meeting of the Board of Directors following their election. Notwithstanding the

expiration of a Director's term, he/she shall continue to serve until the successor is elected and qualified or until there is a decrease in the number of Directors. No Director shall be elected to serve for more than two consecutive terms as a Director of the Corporation, but may be re-elected to the Board for additional terms after a lapse in service of at least one year (1 year). The Board of Directors may waive the required lapse by an affirmative vote of a two-thirds (2/3) majority of those in attendance at a Board meeting duly convened. If so waived, the re-elected Director may thereafter serve additional terms as if originally elected without first complying with the required one (1) year lapse in service.

Each Director shall serve a term of three (3) consecutive years, except as provided hereafter in these Articles. For the purpose of staggering their terms of office, the Directors shall be divided into three (3) classes, as nearly equal in numbers as may be reasonable as determined by the Board.

Each Director of the Corporation, in order to remain in good standing, must attend or have an excused absence for a minimum of seventy-five percent (75%) of all regular meetings unless any unexcused absences are approved by a majority of the Board of Directors or the Executive Committee. An absence shall be considered excused if a Director provides an acceptable excuse to the Board of Directors prior to a scheduled meeting or if such absence is deemed excused pursuant to Board of Directors policy or procedures as provided herein. A Director participating in a meeting via telephone or video conference, pursuant to the provisions of Section 6 and 7 herein, is deemed to be in attendance at a Board of Directors meeting, although personal attendance is strongly encouraged and participation via telephone or video conference should be the exception rather than the rule.

A Director may resign at any time by delivering written notice to the Board of Directors, its Chair or to the President of the Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.

Subject to Article II, Section 2 of these By-Laws, the Board of Directors may increase or decrease the number of Directors to be elected at the next annual meeting by the affirmative vote of a majority of Directors in attendance at a Board meeting which is duly called and the notice of which states that one of the purposes is a proposed increase or decrease in the number of Directors to be elected at the meeting noticed.

Removal of Directors

Section 3. The Board of Directors may remove one (1) or more Directors with cause. The Board may remove a Director for cause, as hereinbelow defined, by the vote of a majority of the Directors then in office. Failure of any Director to meet the attendance requirements set forth in Article II, Section 2 shall be cause for immediate removal as a Director absent a showing of good cause why he or she should not be so removed. A Director removed for failure to meet attendance requirements shall be given written notice of his or her removal and thereafter shall have a period of fourteen (14) calendar days following the date of such notice to show good cause why he or she should be reinstated as a Director. Such request shall be in writing and delivered timely to the President of the Museum and Chair of the Board of Directors. Thereafter,

the request shall be determined by the Executive Committee of the Board whose decision shall be final. The Director so removed shall be informed of the decision, as will the President and Chair of the Board.

For purposes of this Section 3, cause shall mean any conduct by a Director that in the sole opinion of the Board, by way of illustration and not limitation, is inconsistent with the mission of the Corporation or fails to meet the standards of conduct expected of a Director, or if a Director fails in any way in his or her attention to a Director's responsibility to the Corporation, or whose conduct is otherwise in any way inconsistent with a Director's duty to support Board decisions, duty of care, duty of loyalty, or duty of compliance with the Corporation's central purpose or its By-Laws. It is intended that this definition of cause be construed as broadly as lawfully permitted to assure that the interests, public image and mission of the Museum are impeccably sustained and that harmony among and between the Board Members, the Corporation Officers, Museum staff and public is preserved.

The foregoing is in addition to and supplements those standards set forth in T.C.A. § 48-58-301 as it may be amended from time to time, and incorporated herein by reference.

Other than as is set forth hereinabove for failure to meet the attendance requirements of Directors, any Board action to remove a Director, shall not be valid unless each Director, including the Director whose removal is to be considered, is given at least fourteen (14) days written notice that the removal of a Director will be voted upon at a Directors' meeting, one of the purposes of which is such vote. Provided, however, such notice may be waived pursuant to the provisions of Section 11 below. The notice requirements contained in this Article II, Section 3 herein apply only to a meeting of the Board at which the removal of a Director will be considered for a vote. A Director whose removal is to be considered may request an opportunity to be heard at the Directors' meeting where his or her removal is to be considered. Such request shall be in writing and delivered to the President of the Museum no less than three (3) days before such meeting, and shall be granted or denied by the Board Executive Committee in its sole discretion. Such determination shall be final. If granted, such hearing shall be limited in accordance with the process, procedure and time established by the Executive Committee with the advice and consent of the Board.

Vacancies

Section 4. Any vacancy occurring in the Board of Directors by death, resignation, removal or by reason of an increase in the number of Directors, may be filled by the affirmative vote of a majority of the remaining Directors then in office. If the remaining Directors constitute fewer than a quorum of the Board of Directors, such remaining Directors may fill the vacancy by the affirmative vote of a majority of all the Directors remaining in office. A Director elected to fill a vacancy shall be elected to fill the unexpired term of his predecessor in office. A Director elected by reason of an increase in the number of Directors shall be elected to a term of office designed to maintain as equal as possible, the classes of office for staggering of office purposes. A vacancy in the Board may also be declared by the Board, on the vote of a majority of Directors then in office in the event a Director is unable to serve by reason of a prolonged illness of at least six consecutive months or a disability which renders a Director unable to fulfill his or her duties

and responsibilities as a Director. This shall be determined by the Executive Committee on a case-by-case basis, subject to Board approval.

A vacancy created by a resignation that will occur at a specific later date may be filled before the vacancy occurs but the new Director may not take office until the vacancy occurs.

Annual Meeting of the Board of Directors

Section 5. The annual meeting of the Board of Directors shall be held in or out of the State of Tennessee on the 3rd Thursday of April, unless such date is a legal holiday, in which case the meeting shall be held on the next following day, of each and every year.

Regular Meetings of the Board of Directors

Section 6. Regular meetings of the Board of Directors shall be held at such times and places as the Board of Directors shall from time to time determine. The Board of Directors shall permit any or all Directors to participate in a regular meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Special Meetings of the Board of Directors

Section 7. The Board of Directors may hold special meetings in or out of the State of Tennessee, and the Chair or any four (4) Directors may call such meetings. The Board of Directors shall permit any or all Directors to participate in a special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating can simultaneously hear each other during the meeting. A Director participating in a meeting by this means shall be deemed to be present in person at the meeting.

Notice of Meetings

Section 8. Regular meetings of the Board of Directors shall not be held without notice. Such notice shall be given to each Director at least five (5) days before the date of the meeting, and shall be given by such means as set forth hereinbelow. Special meetings of the Board of Directors shall be preceded by at least 7 days notice to each Director of the purpose, date, time and place of the meeting. Any Board action to remove a Director, or to approve a matter which would require approval by members if the Corporation had members (as provided in Section 48-58-203 of the Tennessee Nonprofit Corporation Act), shall not be valid unless each Director is given at least 14 days written notice that such matter will be voted upon at a Directors' meeting or unless notice is waived pursuant to the provisions of Section 11 below. Notice of an adjourned meeting need not be given if the time and place to which the meeting is adjourned are fixed at the meeting at which the adjournment is taken and if the period of adjournment does not exceed one (1) month in any one (1) adjournment. Notice shall be in writing, except that oral notice shall be effective if it is reasonable under the circumstances, and shall be communicated in person, by telephone, telegram, teletype, or other form of wire or wireless

communication, or by mail or private carrier. If these forms of personal notice are impracticable, notice shall be communicated by a newspaper of general circulation in the area where published, or by radio, television, or other form of public broadcast communication. Written notice, if in a comprehensible form shall be effective at the earliest of (i) when received; (ii) five (5) days after its deposit in the United States mail, if mailed correctly addressed and with first class postage affixed thereon; (iii) on the date shown on the return receipt, if sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (iv) twenty (20) days after its deposit in the United States mail, as evidenced by the postmark if mailed correctly addressed, and with other than first class, registered, or certified postage affixed. Oral notice shall be effective when communicated if communicated in a comprehensible manner. If any other Section of these By-Laws prescribe notice requirements for particular circumstances, those requirements govern. It is the individual responsibility of each Director to assure that his or her contact information is current. The Corporation shall have the right to rely on the most recent contact information supplied by each Director.

Action Without Meeting

Section 9. Action required or permitted to be taken by the laws of the State of Tennessee at a Board of Directors meeting may be taken without a meeting, if all the Directors consent to taking such action without a meeting. The affirmative vote of the number of Directors that would be necessary to authorize or to take such action at a meeting shall be the act of the Board. The action must be evidenced by one (1) or more written consents describing the action taken, signed by each Director in one (1) or more counterparts, indicating each signing Director's vote or abstention on the action, and which shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section shall be effective when the last Director signs the consent, unless the consent specifies a different effective date. A consent signed under this Section shall have the effect of a meeting vote and may be described as such in any document.

Waiver of Notice

Section 10. A Director may waive any notice required by these By-Laws, the Charter, or by any provision of the law of the State of Tennessee, before or after the date and the time stated in the notice. The waiver must be in writing, signed by the Director entitled to the notice, and filed with the minutes or corporate records. In addition, a Director's attendance at or participation in a meeting waives any required notice to him of the meeting unless the Director at the beginning of the meeting (or promptly upon his/her arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting.

Quorum and Voting

Section 11. Except as otherwise provided by the laws of the State of Tennessee, the Charter or these By-Laws, a quorum of a Board of Directors consists of a majority of the Directors in office immediately before a meeting begins; provided, however, that when a

Board of Directors, the Charter or in these By-Laws, each committee of the Board may exercise the Board's authority as specified and as is consistent with the applicable laws of the State of Tennessee. However, a committee may not (1) authorize distributions; (2) approve or recommend to the Board of Directors dissolution, merger or the sale, pledge or transfer of all or substantially all of the Corporation's assets; (3) elect, appoint or remove Directors or fill vacancies on the Board or on any of its committees; or (4) adopt, amend or repeal the Charter or By-Laws. Further, no committee may approve any transaction wherein there reasonably may be a conflict of interest with an Officer or Director of the Corporation, unless such committee consists entirely of disinterested members of the Board of Directors. The provisions of the Tennessee Nonprofit Corporation Act, as now in effect or hereafter amended, the Charter, and these By-Laws, which govern meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Board of Directors, shall apply to committees and their members as well.

All Board members are encouraged to serve on at least one standing or ad-hoc committee.

Executive Committee

Section 2. The Executive Committee is authorized to exercise in all cases during the intervals between meetings of the Board of Directors, all powers of the Board of Directors in matters where special directions have not been given by the Board of Directors. The Executive Committee shall consist of not less than seven (7) individuals including the Chair of the Executive Committee, the Chair of the Board, and the Vice Chair of the Board, the Treasurer, and the Secretary. The remainder of the Executive Committee (the "appointed members") shall be members of the Board of Directors. In the event that one of the officers appointed to the Executive Committee is serving in two officer capacities, one of such positions on the Executive Committee shall be filled by a member of the Board of Directors, as appointed herein. The appointed members of the Executive Committee shall be nominated by the Chair of the Board and approved by the Board of Directors. The appointed members of the Executive Committee shall serve an initial term of three consecutive years, subject to appointment to a succeeding term of three consecutive years at the sole discretion of the Board of Directors. No appointed member of the Executive Committee shall be elected to serve for more than two consecutive terms as a member of the Executive Committee, but may be re-elected to the Executive Committee for additional terms after a lapse in service of at least one year (1 year). Such lapse in service may be waived for succeeding one-year periods upon an affirmative vote of a two-thirds (2/3) majority of those in attendance at a duly convened Board meeting. The President shall serve as an ex-officio, non-voting member of the Executive Committee and may be excused from attendance by the Chair of the Executive Committee. Notwithstanding anything herein to the contrary, members of the Executive Committee shall serve at the pleasure of the Board of Directors. Appointment of members to the Executive Committee and provisions governing meetings, action without meetings, notice and waiver of notice, and quorum and voting requirements of the Executive Committee and its members shall be as set forth in the applicable provisions of Article III, Section 1 of these By-Laws with respect to committees generally. Notwithstanding anything to the contrary in these By-Laws, the Executive Committee may exercise the Board's authority in full with regard to day-to-day management of the Corporation in accordance with the laws of the State of Tennessee including the provisions of the

Tennessee Nonprofit Corporation Act, as now in effect or hereafter amended. This shall include the authority to obtain advice and assistance from internal or external legal, accounting or other advisors and to approve the fees and other retention terms and conditions related to any such external counsel, consultants and advisors.

The Executive Committee shall carry on Museum business between Board meetings and, subject to the limitations set forth under Committees of Directors hereof, shall have all the authority of the Board except that the Executive Committee shall have no power to rescind, or make substantive changes to any action previously taken by the Board. The Executive Committee shall also assist the Board in recommending and implementing the basic objectives of the National Civil Rights Museum; review with the President the effectiveness of Museum programs and initiatives against policies and projected needs and goals; review the performance of the President; review monthly financial reports presented by the President and Finance Director; and exercise oversight in matters related to personnel and personnel policies.

To the extent reasonably practicable, the approved minutes of the meetings of the Executive Committee shall be distributed to each Director prior to the next regularly scheduled meeting of the Board. In addition, the Directors shall be given advance notice of Executive Committee meetings, and, for informational purposes only, may attend by telephone or in person, but shall have no vote on matters that come before the meeting.

Duties of the Chair of the Executive Committee

Section 3. The Chair of the Executive Committee shall preside at all meetings of the Executive Committee of the Board of Directors. He/she shall be a member of the Executive Committee.

Nominating Committee

Section 4. The Nominating Committee shall be nominated by the Chair of the Board, subject to the approval of the Board. The Nominating Committee shall present, to the Board of Directors prior to the annual meeting, a list of eligible nominees based on criteria established by the Board to fill any vacant or expiring term of a Director or officer as determined by the Board or the nominating committee, as may be so directed by the Board. It shall also review annual Board profile surveys, review the performance of each Director at least annually based on the criteria set forth in the Bylaws and pursuant to Board procedures and policies, implement a process to obtain Board nominations, review all nominations, submit a list of all nominees, together with their respective résumés and related background materials to the Board, along with the Committee's recommendation as to each nominee; and review / revise Board job descriptions as necessary. At least one member of the Executive Committee shall serve on the Nominating Committee.

Discharge of Duties

Section 5. For purposes of performing any obligations on behalf of the organization, whether in the capacity of a committee member or a Board member, a Director shall discharge

his/her duties as a Director, including his/her duties as a member of any committee to which appointed, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he/she reasonably believes to be in the best interest of the Corporation. In discharging his/her duties, a Director shall be entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more Officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, public accountants, or other persons as to matters the Director reasonably believes are within the person's professional or expert competence; or (iii) a committee of the Board of Directors of which he/she is not a member, as to matters within its jurisdiction, if the Director reasonably believes the committee merits confidence. However, a Director is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by this By-Law unwarranted. A Director shall not be liable for any action taken as a Director, or any failure to take any action, if he/she has performed the duties of his/her office in compliance with this By-Law or if he/she is immune from suit pursuant to the duties of his/her office in compliance with this By-Law or if he/she is immune from suit pursuant to the provisions of Section 48-58-601 of the Tennessee Nonprofit Corporation Act, as now in effect or as may be hereafter amended. A Director shall not be deemed to be a trustee with respect to the Corporation or with respect to any property held or administered by the Corporation including without limitation property that *may* be subject to restrictions imposed by the donor or transferor or such property.

Article IV: Advisory Directors

Section 1. The Board of Directors may elect such Advisory Directors, as it, in its sole discretion, deems appropriate. An Advisory Director shall be an immediate past member of the Board of Directors, a Freedom Award recipient or any other individual who, in the sole judgment of the Board, can make a positive contribution to the advancement of the mission of the Corporation by reason of his or her involvement in activities consistent with the mission of the Corporation. At the invitation of the Board of Directors, Advisory Directors may attend and participate in any discussion of meetings of the Board of Directors but shall not be entitled to vote on any matters brought to the meeting. Advisory Directors shall have no liability for any action or failure to take action of the Board of Directors or the Corporation. The Advisory Board, composed of the Advisory Directors, the Chair of the Board of Directors of the Corporation, the President of the Corporation, and such members of the Corporation's Board of Directors as shall be designated as liaisons to the Advisory Board by the Executive Committee of the Corporation from time to time, shall meet by videoconference or in person at a place and time to be determined by the Board of Directors from time to time. Advisory Board members shall serve without compensation.

Tenure

Section 2. The term of an Advisory Director shall be three (3) years, subject to renewal for additional three-year terms by an affirmative vote of a majority of the Board of Directors present at a duly-convened meeting. An Advisory Director may resign at any time by delivering a written notice to the Board of Directors, its Chair or President, or to the

Corporation. A resignation shall be effective when the notice is delivered unless the notice specifies a later date.

Article V: Officers of the Corporation

Section 1. The officers of the Board, and therefore the Corporation, named in Article II, Section 15 shall be elected by the Board of Directors upon receiving a majority of the votes cast at a meeting of the Board of Directors duly called for that purpose. There shall be no cumulative voting.

President of the Corporation

Section 2. The Corporation shall have a President whose hiring shall be approved by the Board of Directors. The President shall be responsible for the day-to-day operations of the corporation and shall sign and execute all contracts in the name of the Corporation, when authorized to do so by the Board of Directors; and he/she shall have the authority to generally manage the business and affairs of the Corporation and perform all the duties incidental to his/her office. The President shall not also serve as the Secretary of the Corporation.

Discharge of Duties

Section 3. An Officer with discretionary authority shall discharge under that authority in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner he/she reasonably believes to be in the best interest of the Corporation. In discharging his/her duties, an Officer shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, if prepared or presented by: (i) one (1) or more Officers or employees of the Corporation whom the Officer reasonably believes to be reliable and competent in the matters presented; or (ii) legal counsel, public accountants, or other persons as to matters the Officer reasonably believes are within the person's professional or expert competence. However, an Officer is not acting in good faith if he/she has knowledge concerning the matter in question that makes reliance otherwise permitted by this By-Law unwarranted. An Officer shall not be liable for any action taken as an Officer, or any failure to take any action, if he/she has performed the duties of his/her office in compliance with these By-Laws.

The foregoing is in addition to and supplements those standards set forth in T.C.A. § 48-58-403(b) as it may be amended from time to time, and incorporated herein by reference.

Article VI: Conflict of Interest

Section 1. The administration and programs of NCRM shall be legally and morally directed with no tolerance for conflicts of interest, including but not limited to personal relationships, personal enterprise, and personal collecting. Staff and Board members of the National Civil Rights Museum shall adhere to the mission of the museum and its public trust responsibilities in all aspects of museum policy, administration, and programming. Board members shall understand and fulfill their trusteeship and act corporately for the institution as

a whole, not as individual advocates for particular activities or subunits of the museum. All actions shall be in accordance with established bylaws or applicable resolutions and procedures and the Code of Ethics of the National Civil Rights Museum. Board and staff members have the right to build and maintain personal collections, however, they must scrupulously avoid any real or apparent conflicts of interest between their private collecting goals and those of the Museum. Should a Board or staff member purchase a cultural artifact that is relevant to the Museum's purpose, he or she shall report this purchase to the President. The Museum shall have the right to buy said item within 60 days of disclosure for the same price and all associated costs paid by the employee or Board member. In addition to the provisions contained in this Article VI and as may be set forth in the applicable laws of the State of Tennessee, all Board members and officers shall abide by the Code of Ethics of the National Civil Rights Museum and shall complete all disclosure and other requirements contained therein.

Section 2.

(a) A conflict of interest transaction is a transaction with or affecting the Corporation in which a Director or Officer of the Corporation has a direct and indirect interest. A conflict of interest transaction is not voidable or the basis for imposing liability on the Director or Officer if the transaction was fair at the time it was entered into or is approved or ratified as provided in subsection (b) or (c).

(b) A transaction in which a Director or Officer of the Corporation has a conflict of interest may be approved if the material facts of the transaction and the Director's or Officer's interest were disclosed or known to the Board of Directors or a committee consisting entirely of members of the Board of Directors and the Board of Directors or such committee authorized, approved, or ratified the transaction.

(c) For the purposes of this Section, a Director or Officer of the Corporation has an indirect interest in a transaction if, but not only if:

- (1) Another entity in which the Director or Officer has a material interest or in which the Director or Officer is a general partner is a party to the transaction; or
- (2) Another entity of which the Director or Officer, or trustee is a party to the transaction.

For purposes for subsection (b), a conflict of interest transaction is authorized, approved, or ratified, if it receives the affirmative vote of a majority of the Directors on the Board attending a duly noticed and convened meeting of the Board, a duly appointed committee consisting entirely of members of the Board of Directors, who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board who have no direct or indirect interest in the transaction, but a transaction may not be authorized, approved, or ratified under this section by a single Director. If a majority of the Directors on the Board, who have no direct or indirect interest in the transaction vote to authorize, approve or ratify the transaction at a duly convened

meeting of the Board at which a quorum is present for the purpose of taking action under this Section, the presence of, or vote cast by a Director (d) With a direct or indirect interest in the transaction does not affect the validity of any action under subsection (b) if the transaction is otherwise approved as provided in subsection (b).

Limitation on Corporate Activities

Section 3. Charitable Purpose. The Corporation is organization and operated for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501 (c)(3) of the Internal Revenue Code or (ii) by a corporation, contribution to which are deductible under Section 170(c)(2) or the Internal Revenue Code.

Section 4. Influencing Legislation. No substantial part of the activities of this Corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this Corporation participate in, or intervene in (including the publishing of distribution of statements), any political campaign on behalf of any candidate for public.

Article VII: Indemnification

Section 1. To the fullest extent, and under the circumstances permitted by Tennessee law; each Director and each officer (and, in either case, his/her heirs, estate, executors or administrators), whether or not then in office, or any person who may serve at the request of the Board may be indemnified by the corporation against reasonable costs, expenses, judgments, fines, and amounts paid in settlement, reasonably incurred by or imposed upon him in connection with or resulting from any civil or criminal action, suit, or proceeding to which he may be made a party by reason of his or her being or having been a Director or Officer of the Corporation. The duty to indemnify shall not extend to a matter where the individual has acted outside his scope of authority or responsibility, for any breach of the Director's duty of loyalty to the Corporation or its members, for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or where they have violated any provisions of these by-laws.

The forgoing is in addition to and supplements those standards set forth in T.C.A. § 48-58-302, as it may be amended from time to time, and incorporated herein by reference.

The Corporation shall have the power to purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee, or agent of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, partner, trustee, employee, or agent of another foreign or domestic Corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against liability asserted against or incurred by him or her in that capacity or arising from his or her status as Director, Officer, employee, or agent.

Article VIII: Miscellaneous Provisions

Records

Section 1. The Corporation shall keep as permanent record minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation shall maintain appropriate accounting records. The Corporation shall maintain its records in written form or in other form capable of conversion into written form within a reasonable time. The Corporation shall keep at its principal office a copy of its Charter and all amendments thereto currently in effect; its By-Laws and all amendments to them currently in effect; any financial statements prepared for the last three (3) years; a list of the names and business addresses of its current Directors and Officers whose responsibility it is to keep such information current; and its most recent Annual Report delivered to the Secretary of State.

Fiscal Year Reports

Section 2. The fiscal year of the Corporation shall begin on the first (1st) day of July and end on the thirtieth (30th) day of June of each year. The Corporation shall prepare annual financial statements that include a balance sheet as of the end of the fiscal year and an income statement for that year. If financial statements are prepared for the Corporation on the basis of generally accepted accounting principles, the annual financial statement must also be prepared on that basis. If the annual financial statements are reported upon by a public accountant, his report must accompany them. If not, the statements must be accompanied by a statement of the President or the person responsible for the corporation's accounting records stating his reasonable belief whether the statements were prepared on the basis of generally accepted accounting principles and if not, describing the basis of preparation, and describing any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

Seal

Section 3. The Corporation shall have the power to have a corporate seal which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it, or in any other manner reproducing it; provided, however, that the Corporation shall not be required to have a seal and the absence on any document shall not affect its validity.

Amendment of By-Laws

Section 4. The Board of Directors of the Corporation may amend the By-Laws. The Corporation shall provide notice of any meeting of Directors at which an amendment is to be approved. The notice must also state that the purpose, or one of the purposes of the meeting is to consider a proposed amendment to the By-Laws and contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment. The amendment must be approved by a majority vote of the Directors in office at the time of the amendment is adopted.

Section 5. Exclusive of the President of the corporation, all other Officers and Directors of the corporation shall serve without compensation.

Section 6. These By-Laws are subject to the provisions of the Tennessee Non-Profit Corporation Act (the "Act") as it exists from time to time. In the event of any conflict between a provision of these By-Laws and the Act, the Act shall prevail. The remainder of these By-Laws shall in such event remain undisturbed.

**Lorraine Civil Rights Museum
Foundation**
(doing business as The National Civil Rights Museum)

Audited Financial Statements

Years Ended June 30, 2015 and 2014

Table of Contents

Independent Auditors' Report	3
Financial Statements:	
Statements of Financial Position	4
Statements of Activities	5
Statements of Cash Flows.....	7
Notes to Financial Statements.....	8

Independent Auditors' Report

Board of Directors
Lorraine Civil Rights Museum Foundation

We have audited the accompanying financial statements of the Lorraine Civil Rights Museum Foundation (the "Foundation"), which comprise the statement of financial position as of June 30, 2015, and the related statements of activities and cash flows for the year then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in conformity with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free of material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of Lorraine Civil Rights Museum Foundation as of June 30, 2015, and the changes in its net assets and its cash flows for the year then ended in conformity with accounting principles generally accepted in the United States of America.

Prior Period Financial Statements

The financial statements of the Lorraine Civil Rights Museum Foundation as of June 30, 2014, were audited by other auditors whose report dated March 20, 2015, expressed an unmodified opinion on those statements.

Dixon Hughes Goodman LLP

Memphis, Tennessee
November 16, 2015

Lorraine Civil Rights Museum Foundation
Statements of Financial Position
June 30, 2015 and 2014

Assets	2015	2014
Cash and cash equivalents	\$ 874,240	\$ 1,099,235
Investments, at fair value	2,471,668	2,007,715
Contributions receivable, net	2,030,400	3,187,788
Accounts receivable	50,632	143,108
Inventory	197,370	140,438
Prepaid expenses and other assets	18,629	26,945
Fixed assets, net	27,580,974	29,892,553
Total assets	<u>\$ 33,223,913</u>	<u>\$ 36,497,782</u>
Liabilities and net assets		
Accounts payable and other liabilities	\$ 163,503	\$ 385,121
Deferred revenue	102,500	48,628
Debt	-	6,200,000
Total liabilities	<u>266,003</u>	<u>6,633,749</u>
Net assets:		
Unrestricted	28,733,520	25,001,230
Temporarily restricted	2,084,288	3,238,160
Permanently restricted	2,140,102	1,624,643
Total net assets	<u>32,957,910</u>	<u>29,864,033</u>
Total liabilities and net assets	<u>\$ 33,223,913</u>	<u>\$ 36,497,782</u>

See accompanying notes.

Lorraine Civil Rights Museum Foundation
Statement of Activities
Year Ended June 30, 2015

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues, gains, and other support				
Admissions	\$ 2,973,482	-	-	\$ 2,973,482
Memberships	61,434	-	-	61,434
Contributions and grants	5,208,356	230,095	515,459	5,953,910
Museum shop and café	1,192,410	-	-	1,192,410
Public events and programs	1,061,458	-	-	1,061,458
Investment income (loss)	61,585	(295)	-	61,290
Other	112,072	60,398	-	172,470
Apartment revenue	28,233	-	-	28,233
Net assets released from restrictions	1,444,070	(1,444,070)	-	-
Total revenues, gains, and other support	<u>12,143,100</u>	<u>(1,153,872)</u>	<u>515,459</u>	<u>11,504,687</u>
Expenses				
Program services	3,371,023	-	-	3,371,023
Supporting services				
Salaries and benefits	513,249	-	-	513,249
General administration	499,209	-	-	499,209
Facility and equipment	3,428,445	-	-	3,428,445
Museum shop and café	529,952	-	-	529,952
Interest	12,805	-	-	12,805
Professional and legal	56,127	-	-	56,127
Total supporting services	<u>5,039,787</u>	<u>-</u>	<u>-</u>	<u>5,039,787</u>
Total expenses	<u>8,410,810</u>	<u>-</u>	<u>-</u>	<u>8,410,810</u>
Change in net assets	3,732,290	(1,153,872)	515,459	3,093,877
Net assets at beginning of year	25,001,230	3,238,160	1,624,643	29,864,033
Net assets at end of year	<u>\$ 28,733,520</u>	<u>\$ 2,084,288</u>	<u>\$ 2,140,102</u>	<u>\$ 32,957,910</u>

See accompanying notes.

Lorraine Civil Rights Museum Foundation
Statement of Activities
Year Ended June 30, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
Revenues, gains, and other support				
Admissions	\$ 1,886,005	-	-	\$ 1,886,005
Memberships	22,867	-	-	22,867
Contributions and grants	2,302,939	233,692	765,068	3,301,699
Museum shop and café	870,789	-	-	870,789
Public events and programs	1,036,211	-	-	1,036,211
Investment income (loss)	135,896	(16,451)	-	119,445
Other	32,336	65,432	-	97,768
Apartment revenue	11,950	-	-	11,950
Net assets released from restrictions	1,363,844	(1,363,844)	-	-
Total revenues, gains, and other support	<u>7,662,837</u>	<u>(1,081,171)</u>	<u>765,068</u>	<u>7,346,734</u>
Expenses				
Program services	3,146,942	-	-	3,146,942
Supporting services				
Salaries and benefits	420,722	-	-	420,722
General administration	527,888	-	-	527,888
Facility and equipment	1,358,113	-	-	1,358,113
Museum shop and café	380,513	-	-	380,513
Professional and legal	49,702	-	-	49,702
Total supporting services	<u>2,736,938</u>	<u>-</u>	<u>-</u>	<u>2,736,938</u>
Total expenses	<u>5,883,880</u>	<u>-</u>	<u>-</u>	<u>5,883,880</u>
Change in net assets	1,778,957	(1,081,171)	765,068	1,462,854
Net assets at beginning of year	23,222,273	4,319,331	859,575	28,401,179
Net assets at end of year	<u>\$ 25,001,230</u>	<u>\$ 3,238,160</u>	<u>\$ 1,624,643</u>	<u>\$ 29,864,033</u>

See accompanying notes.

Lorraine Civil Rights Museum Foundation
Statements of Cash Flows
Years Ended June 30, 2015 and 2014

	<u>2015</u>	<u>2014</u>
Operating activities		
Change in net assets	\$ 3,093,877	\$ 1,462,854
Adjustments to reconcile change in net assets to net cash provided by operating activities:		
Net realized and unrealized appreciation on investments	(52,746)	-
Depreciation	2,929,597	870,771
Interest accretion on lease contribution	(60,398)	(65,432)
Amortization of rent contribution	176,695	173,231
Changes in operating assets and liabilities:		
Receivables	1,133,567	842,626
Inventory	(56,932)	(68,718)
Prepaid expenses and other assets	8,316	(23,315)
Accounts payable and other liabilities	(167,746)	102,529
Net cash provided by operating activities	<u>7,004,230</u>	<u>3,294,546</u>
Investing activities		
Capital expenditures	(618,018)	(12,645,168)
Proceeds from sales of investments	1,570,394	4,350,965
Purchases of investments	(1,981,601)	(801,567)
Net cash used in investing activities	<u>(1,029,225)</u>	<u>(9,095,770)</u>
Financing activities		
Principal repayments on line of credit	(6,200,000)	-
Proceeds from borrowings on line of credit	-	6,200,000
Net cash provided by (used in) financing activities	<u>(6,200,000)</u>	<u>6,200,000</u>
Net increase (decrease) in cash and cash equivalents	(224,995)	398,776
Cash and cash equivalents at the beginning of year	1,099,235	700,459
Cash and cash equivalents at the end of year	<u>\$ 874,240</u>	<u>\$ 1,099,235</u>
Supplemental disclosure of noncash investing activities		
Accrued construction in progress	<u>\$ -</u>	<u>\$ 17,001</u>

Lorraine Civil Rights Museum Foundation
Notes to Financial Statements

1. Nature of Activities

The Lorraine Civil Rights Museum Foundation (the "Foundation") is a not-for-profit (exempt from federal income taxes under Section 501(c)(3) of the U.S. Internal Revenue Code) organization that operates the National Civil Rights Museum (the "Museum") in Memphis, Tennessee. The State of Tennessee owns the original Museum building and certain exhibits. The Foundation funded the construction of an expansion building and additional exhibits which were completed in 2003. The Foundation completed a major renovation of the Lorraine Motel building and exhibits in 2014.

2. Significant Accounting Policies

Cash and Cash Equivalents

Cash and cash equivalents consist of cash and highly liquid, short-term securities with initial maturities of three months or less.

Contributions Receivable

Contributions receivable represent unconditional promises from supporters to make contributions to the Foundation in future periods. Contributions are recorded at the net present value of the estimated future cash flows from the contributions using a risk-free interest rate on the date of pledge.

Also included in contributions receivable is the estimated fair value of a fifteen-year lease with the State of Tennessee which commenced on January 1, 2008. No monetary rent is required, and the lease does not contain a purchase option. This lease, which provides the Foundation with use of the primary Museum building as well as the Lorraine Motel and attached museum, is considered to be unconditional. Therefore, the lease was determined to be a contribution and recorded at its estimated fair value which was determined based upon the net present value of the estimated future contributed lease amounts using a risk free rate at the inception of the lease (4.67%). The estimated fair value of the contribution was determined to be \$1,854,637 at inception and is included in temporarily restricted net assets, net of amortization for rent expense offset by interest accretion, at June 30, 2015 and 2014. The Foundation recorded in its Statement of Activities for the years ended June 30, 2015 and 2014, interest accretion in the "other" category of revenues, gains and other support totaling \$60,398 and \$65,432, respectively, and rent expense in the "facility and equipment" category of expenses totaling \$176,695 and \$173,231, respectively. The net present value of the lease contribution receivable was \$1,177,024 and \$1,293,321 at June 30, 2015 and 2014, respectively.

Inventory

Inventory consists of items available for sale to Museum visitors in the Museum gift shops and is stated at the lower of cost (first-in, first-out method) or market. The cost of inventory sold is included in Museum shop and cafe expenses.

Fixed Assets

Fixed assets are stated at cost or appraised value for donated fixed assets. Depreciation expense is recorded using the straight-line method over the estimated useful lives of the related assets, ranging from 3 to 39 years.

Lorraine Civil Rights Museum Foundation
Notes to Financial Statements

Net Assets

Net assets are classified into three categories: unrestricted net assets, which have no donor-imposed restrictions; temporarily restricted net assets, which have donor-imposed restrictions that will expire based on either action by the Foundation or passage of time; and permanently restricted net assets, which have donor-imposed restrictions such that the principal amount of gifts must be permanently retained. Temporarily restricted net assets at June 30, 2015 and 2014, include \$1,177,023 and \$1,293,321, respectively, for the contribution receivable related to the unconditional lease with the State of Tennessee. The remaining temporarily restricted net assets at June 30, 2015 and 2014, are held primarily for future renovation and equipment purchases.

Fundraising

Fundraising expenses totaled \$788,376 and \$718,691 for the years ended June 30, 2015 and 2014, respectively. Of this total, \$431,173 and \$369,419 is attributed to the Freedom Awards annual fundraiser, for the years ending June 30, 2015 and 2014, respectively.

Contributed Services

A substantial number of unpaid volunteers have made significant contributions of their time to develop and sustain the Museum's programs. The value of this contributed time is not reflected in these statements as these services did not create or enhance non-financial assets, would not have been purchased if not provided by contribution, did not require specialized skills or were not provided by individuals possessing such specialized skills.

Expiration of Donor-Imposed Restrictions

The expiration of a donor-imposed restriction on a contribution is recognized in the period in which the restriction expires. At that time, the related resources are reclassified to unrestricted net assets. A restriction expires when the stipulated time has elapsed or the stipulated purpose for which the resource was restricted has been fulfilled. During 2015 and 2014, the Foundation released temporarily restricted net assets for the purpose of funding donor-specified projects, rent expense and the purchase of property and equipment. Contributions of land, buildings, and equipment without donor stipulations concerning the use of such long-lived assets are reported as unrestricted revenue. Contributions of cash or other assets to be used to acquire land, buildings, and equipment without any other donor stipulations are reported as temporarily restricted revenue. The restrictions are considered to expire at the time of acquisition of such long-lived assets as these events satisfy the donor-imposed restriction.

Fair Value of Financial Instruments

Investments, comprised of money market funds, certificates of deposit, and government and corporate debt securities, are carried at fair value. As of June 30, 2015 and 2014, there were no financial assets or liabilities measured at fair value on a nonrecurring basis.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America ("GAAP") requires management to make estimates and assumptions that affect the amounts reported in the financial statements and accompanying notes. Actual results could differ from those estimates.

Reclassifications

Certain reclassifications have been made to the 2014 financial statements to conform to the 2015 presentation. These reclassifications had no impact on the Foundation's financial position or change in net assets.

Lorraine Civil Rights Museum Foundation
Notes to Financial Statements

3. Contributions Receivable

The net present value of contributions receivable is \$2,030,400 and \$3,187,788 at June 30, 2015 and 2014, respectively. There is no allowance for uncollectible promises at June 30, 2015 or 2014. Contributions receivable June 30, 2015 and 2014, are due as follows:

	<u>2015</u>	<u>2014</u>
Less than one year	\$ 1,031,905	\$ 1,414,638
From one to five years	755,133	1,399,912
Greater than five years	<u>494,116</u>	<u>686,816</u>
	2,281,154	3,501,366
Less present value discount	<u>(250,754)</u>	<u>(313,578)</u>
	<u>\$ 2,030,400</u>	<u>\$ 3,187,788</u>

4. Fixed Assets

Fixed assets consist of the following at June 30, 2015 and 2014:

	<u>2015</u>	<u>2014</u>
Land	\$ 514,503	\$ 514,503
Building	8,471,029	8,471,029
Exhibits	3,776,963	3,776,963
Equipment	1,432,565	1,348,977
Artwork	25,000	25,000
Leasehold improvements	21,985,391	21,419,647
Construction in progress	<u>6,286</u>	<u>37,600</u>
	36,211,737	35,593,719
Less accumulated depreciation	<u>(8,630,763)</u>	<u>(5,701,166)</u>
	<u>\$ 27,580,974</u>	<u>\$ 29,892,553</u>

5. Debt

The Foundation has a \$250,000 line of credit to fund current operations of the Museum. Borrowings under the line of credit bear a variable interest rate equal to the bank's base commercial (prime) rate plus 67 basis points. The credit line maturity date is April 30, 2016. Borrowings against the line of credit are unsecured. There were no outstanding borrowings against the line of credit as of June 30, 2015.

On March 27, 2013, the Foundation entered into a loan agreement with a bank providing for a revolving credit facility up to \$11,000,000. The loan agreement, which was amended in June 2014, permits advances under the revolving credit facility until August 31, 2014, at which time the revolving credit feature terminated. Interest was payable monthly based on a fixed rate of 2.24% for the term of the loan.

The proceeds from borrowings under the loan agreement were used to fund the renovation and new construction of the Museum and its surrounding grounds. Borrowings were secured by charitable pledges and contributions to the Foundation with respect to the renovation capital campaign and excluded any pledges to the endowment fund. The loan agreement contained covenants related to minimum unrestricted liquidity levels and a minimum debt service coverage ratio.

Lorraine Civil Rights Museum Foundation
Notes to Financial Statements

Borrowings under the revolving credit facility at June 30, 2014, totaled \$6,200,000. The advance of \$6,200,000 was paid in full during 2015.

6. Fair Value Measurements

Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, establishes a three-level hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The fair value hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities (Level 1) and the lowest priority to unobservable inputs (Level 3). If the inputs used to measure the assets or liabilities fall within different levels of the hierarchy, the classification is based on the lowest level of input that is significant to the fair value measurement of the asset or liability. Classification of assets and liabilities within the hierarchy considers the markets in which the assets and liabilities are traded and the reliability and transparency of the assumptions used to determine fair value. The hierarchy requires the use of observable market data when available. The levels of hierarchy are defined as follows:

Level 1 – Inputs to the valuation methodology are quoted prices for identical assets traded in active markets.

Level 2 – Inputs to the valuation methodology include quoted prices for similar assets or liabilities in active markets, quoted prices for identical or similar assets or liabilities in markets that are not active, inputs other than quoted prices that are observable for the asset and market-corroborated inputs.

Level 3 – Inputs to the valuation methodology are unobservable and are significant to the fair value measurement.

At least annually, the Foundation evaluates the various types of securities and investment funds in its investment portfolio for performance and to determine an appropriate fair value hierarchy level based upon trading activity and observable market inputs.

The following tables present the balances of assets measured at fair value on a recurring basis as of June 30, 2015 and 2014, by level within the fair value hierarchy:

	Assets Measured at Fair Value at June 30, 2015			
	<u>Level 1</u>	<u>Level 2</u>	<u>Level 3</u>	<u>Total</u>
Money market mutual funds	\$ 75,062	\$ -	\$ -	\$ 75,062
Certificates of deposit	25,019	-	-	25,019
Domestic common stock	839,029	-	-	839,029
Domestic equity mutual funds	512,544	-	-	512,544
Fixed income mutual funds	121,775	-	-	121,775
Corporate debt securities	-	531,382	-	531,382
Government debt securities	138,033	228,824	-	366,857
	<u>\$ 1,711,462</u>	<u>\$ 760,206</u>	<u>\$ -</u>	<u>\$ 2,471,668</u>

Lorraine Civil Rights Museum Foundation
Notes to Financial Statements

	Assets Measured at Fair Value at June 30, 2014			
	Level 1	Level 2	Level 3	Total
Money market mutual funds	\$ 138,833	\$ -	\$ -	\$ 138,833
Common stock	630,499	-	-	630,499
Equity mutual funds	146,286	-	-	146,286
Fixed income mutual funds	122,695	-	-	122,695
Corporate debt securities	-	617,673	-	617,673
Government debt securities	280,689	71,040	-	351,729
	<u>\$ 1,319,002</u>	<u>\$ 688,713</u>	<u>\$ -</u>	<u>\$ 2,007,715</u>

7. Endowment Fund

During the year ended June 30, 2013, the Foundation established an endowment fund to manage endowment gifts and to distribute income to the Museum for general operations and programs to promote the mission of the Museum. During the years ended June 30, 2015 and 2014, \$515,459 and \$765,068, respectively, of contributions to the Endowment Fund were received by the Foundation. The Board of Directors of the Museum is in the process of developing formal policies with respect to the appropriation of the returns from these assets for expenditure. The contributions were given with the stipulation that the principal be maintained intact in perpetuity; therefore, the related net assets are classified as permanently restricted as of June 30, 2015 and 2014.

The Foundation has adopted investment policies for endowment assets that attempt to maintain the value of the endowment assets in perpetuity and achieve investment returns to support the operations and programs of the Museum. Under the Foundation's investment policy, as approved by the Board of Directors, the endowment assets are invested in a manner that is intended to produce a long-term total return (income and appreciation) of 5%. The Foundation's asset allocation policy is to provide a diversified strategic mix of asset classes that places emphasis on investments in equity securities and funds, fixed income securities and funds, and money market mutual funds to achieve its long-term return objective within a prudent risk framework.

8. Tax-Exempt Status

The Internal Revenue Service has determined that the Foundation is exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the "Code") and is not a private foundation as defined in Section 509(a) of the Code. Accordingly, the individual donors are entitled to the maximum charitable deduction under Section 170(c) of the Code. As a tax-exempt organization, the Foundation is required to operate under the provisions of the Code in order to maintain such tax-exempt status. The Foundation is also exempt from State income tax.

The Foundation follows the guidance contained in ASC Topic 740-10-25, *Accounting for Uncertainty in Income Taxes*. ASC Topic 740-10-25 prescribes a recognition threshold and measurement attribute for financial statement recognition and measurement of a tax position taken or expected to be taken. Based upon its evaluation, the Foundation concluded that there are no significant uncertain tax positions requiring recognition in its financial statements. Fiscal years ending on or after June 30, 2012, remain subject to examination by federal and state taxing authorities.

Lorraine Civil Rights Museum Foundation
Notes to Financial Statements

9. Conditional Promises

The Foundation has received the following conditional promises to give as of June 30, 2015, which depend on the occurrence of a specified future and uncertain event:

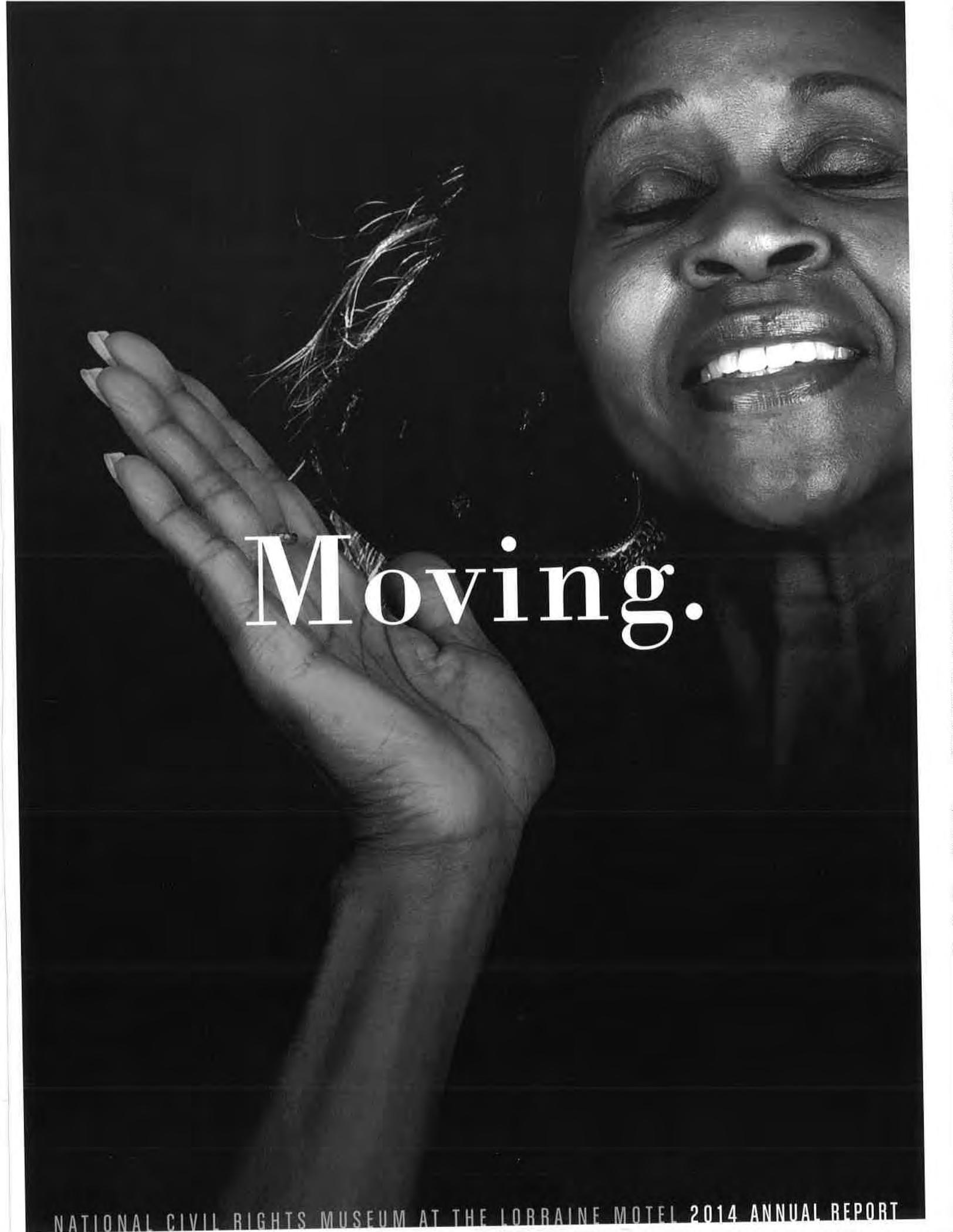
	Original Promise	Remaining as of June 30, 2015	Remaining Term
Economic Development Administration	\$ 2,000,000*	\$ 2,000,000	6 months
National Endowment for the Humanities	750,000	286,880	2 years
State of Tennessee - Major Repair 2014 Grant	300,000	229,906	5 years
	<u>\$ 3,050,000</u>	<u>\$ 2,516,786</u>	

* not to exceed \$2,000,000

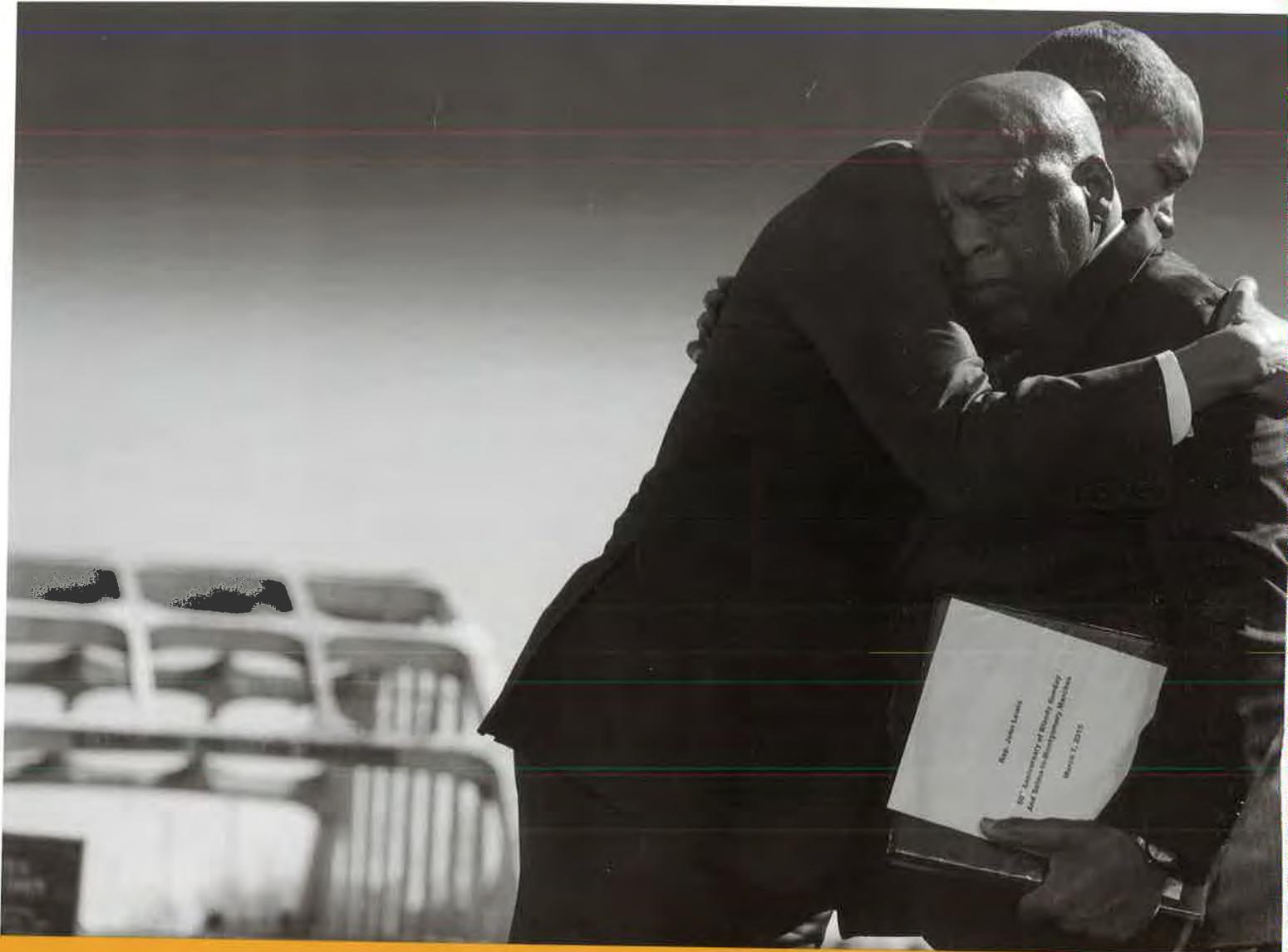
The Economic Development Administration capital grant is subject to the reimbursement of actual expenditures for renovation and design development and construction at the Museum. The National Endowment for the Humanities has promised to pay an annual amount subject to nonfederal funds to be raised by the Foundation. The State of Tennessee Major Repair Grant is subject to the reimbursement of actual expenditures for major maintenance repairs and improvements.

10. Subsequent Events

Management evaluated the effects subsequent events would have on the financial statements of the Foundation through November 16, 2015, the date the financial statements were available to be issued.



Moving.



MOVING ACROSS.

“ Fifty years from Bloody Sunday, our march is not yet finished. But we are getting closer. Two hundred and thirty-nine years after this nation’s founding, our union is not yet perfect. But we are getting closer. Our job’s easier because somebody already got us through that first mile. Somebody already got us over that bridge. We honor those who walked so we could run. We must run so our children soar.”

President Barack Obama at the bridge in Selma, Alabama, with Congressman, civil rights icon and Freedom Award recipient, John Lewis, March 7, 2015, the 50th anniversary of Bloody Sunday.

TAUGHT BY HISTORY.

Because of what others have done, documented here, we cannot accept the hard-won progress as final victory but only as battles won in a larger conflict. Their heroic stories, told here, are good and noble chapters in a larger narrative, still evolving, the plot unfolding, with heroes yet to be introduced, the conclusion yet to be written.

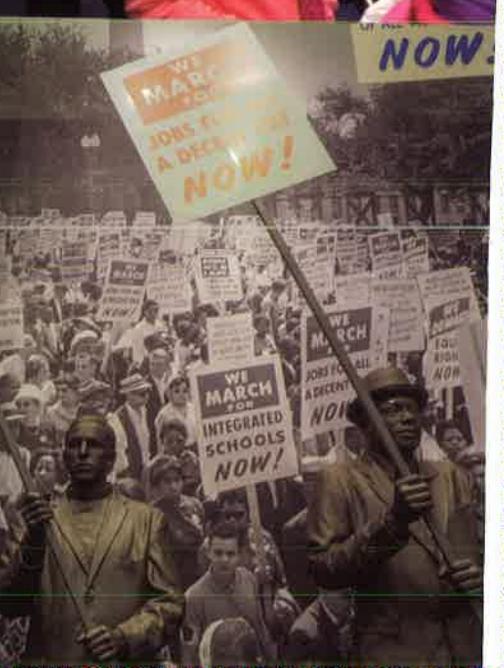
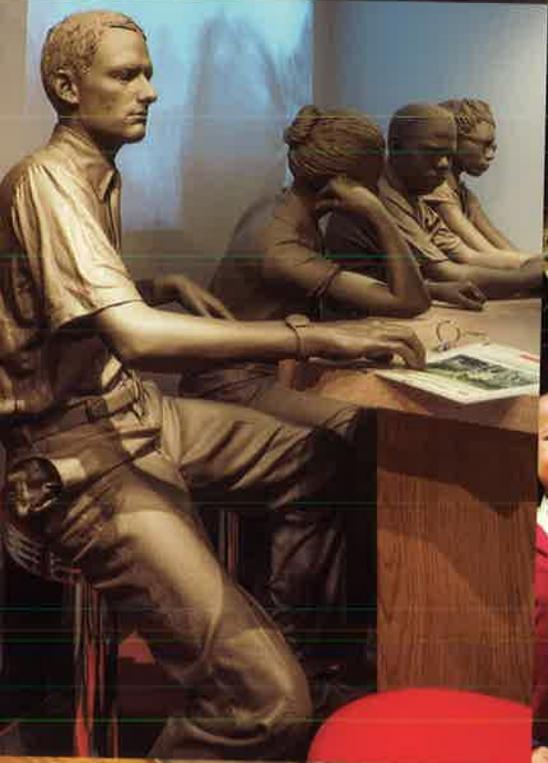
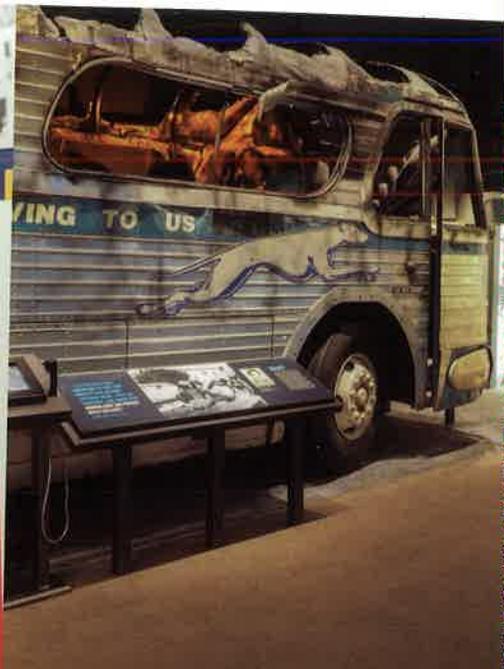
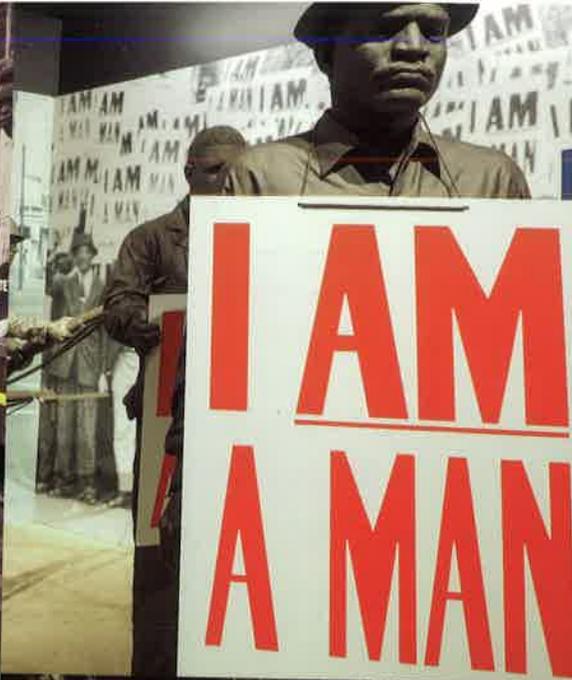
We cannot remain still.

INSPIRED BY PROMISE.

Because of what we see here, what we feel here, we will leave here with a better understanding of where we've been and a better idea of where we must go. And we will know that we will never get there alone, isolated and withdrawn, but only by sharing the journey, openly and honestly. If we are to arrive, we will arrive together.

We cannot remain still.

**MOVEMENT, BY DEFINITION,
*CANNOT REMAIN STILL.***



A conversation with National Civil Rights Museum President, Terri Freeman

Q: Moving?

A: The National Civil Rights Museum is moving people, moving the conversation about civil and human rights, and moving generations to learn more about the civil rights movement. For me, the impact was so powerful that it moved me from Washington to Memphis! What a joy it has been to call this phenomenal place my office.

Q: How moved are visitors by the experience?

A: The reaction to the path of a strong people from Africa to the Americas, to where Dr. Martin Luther King Jr. spent his final hours, to having the opportunity to review the evidence around his assassination and subsequent capture, arrest and conviction of James Earl Ray – the reaction is visceral and emotional. One can't help but be moved.

Q: Can you share a typical response?

A: Our guests often want to share with us, and others, their feelings after their visit. Comments like the following are the norm.

“The only way I can describe the National Civil Rights Museum is ‘Life Changing’ and I don’t even care how clichéd it sounds. I was overwhelmed with emotion. The museum was highly interactive and informative and is very well organized both chronologically and by issue. I especially appreciated how the museum tackles all angles of civil rights from its historic context to its modern applications. The room where Dr. Martin Luther King, Jr. stayed is the last exhibit, making for an almost surreal experience.”

– Mariah C., May 9, 2015

Q: Why is the museum considered an institute?

A: What really excites me is our mission to inspire participation in civil and human rights efforts globally. Our commitment is to continue this movement by educating and engaging others, particularly younger generations, to understand their history and stimulate them to positive action. Dr. Martin Luther King, Jr. stated, “Human progress is neither automatic nor inevitable...Every step toward the goal of justice requires sacrifice, suffering and struggle, the tireless exertions and passionate concern of dedicated individuals.” We seek to move those individuals.

From Board Chair, Herb Hilliard

You move us! A new museum, a new President and new programs – all receiving rave reviews. And, most importantly, you, our visitors and donors, continue to be moved – FY 2014 attendance is 12% above prior years, just a few short months after Re-Opening and is trending up! You are responsible for our forward movement – your visits, your donations, your memberships, your support. Without you, none of this would have been possible. On behalf of the Board of Directors, I want to express our sincere thanks and appreciation for your continued trust and generosity, and for believing in our work.

These gifts were received from July 1, 2013 - June 30, 2014.

\$500,000 +

FedEx
Hyde Family Foundation
Southeastern Asset Management, Inc.

\$100,000 — \$499,000

Assisi Foundation of Memphis
AutoZone
International Paper
International Paper Foundation
National Basketball Association
NIKE, Inc.

\$50,000 — \$99,999

Caesars Entertainment -
Harrah's/Horseshoe/Roadhouse
Community Foundation of Greater Memphis
First Tennessee Foundation
Ford Motor Company
Indian Community Fund for Greater Memphis
Methodist LeBonheur Healthcare
Nationwide Mutual Insurance Foundation
Walgreens

\$25,000 — \$49,999

BNSF Foundation TX/ BNSF Railway
Cummins, Inc.
Independent Bank
ServiceMaster
State Farm Insurance Company
Thomas W. Briggs Foundation, Inc.
Anonymous
Mr. & Mrs. J. R. Hyde III
Robert & Jenny Carter

\$10,000 — \$24,999

Alpha Kappa Alpha Sorority
- Beta Epsilon Omega Chapter
BlueCross BlueShield of Tennessee
Health Foundation
Georgia - Pacific Memphis, Cellulose
Goldsmith Family Foundation
The Kemmons Wilson Family Foundation
Kroger Delta Marketing
Macy's
The Slomo and Cindy Silvian Foundation, Inc.
Steelcase Foundation
SunTrust Foundation
Valero Memphis Refinery
Verizon Foundation
Tyrone & Nelda Burroughs
John & Betty Crowe
The Duckers - Mike, Cheryl & Rachel
Kathy & J.W. Gibson
Herb & Shirley Hilliard
Billy & Robin Orgel
Ronald & Tamika Purifoy - Johnson Bryce, Inc.
Cathy D. Ross

\$5,000 — \$9,999

1220 Exhibits, Inc.
Baptist Memorial Health Care
Brown Missionary Baptist Church

Delta Sigma Theta Sorority, Inc.
- Memphis Alumnae Chapter
Flintco, LLC
J.R. Hyde III Family Foundation
Regional One Health
Schadt Foundation, Inc.
Siemens Industry, Inc.
Tri-State Bank of Memphis
Wells Fargo Foundation
Cristina Arguedas
Dr. & Mrs. Esmond L. Arrindell
Carolyn & Mark Bishop
Gloria R. & Kenneth Boyland
Paul & Eva Cassel
Jim & Lucia Gilliland
Scott & Amanda Harkins
Connie Lewis Lensing
Myron & Mary Lowery
Dan & Shirley Mullally
David & Rhonda Porter
Robert J. & Susan Quinn
Drs. Jarvis & Patrice Reed
Amy & Bill Rhodes
Clinton & Lashell Vaughn Fund
Thomas Wicinski
Dr. Ethelyn Williams-Neal

\$2,500 — \$4,999

AMS Productions
AT&T
Baker, Donelson, Bearman,
Caldwell & Berkowitz, P.C.
Bank of America
Burch Porter & Johnson LLC
Clay & Land Insurance, Inc.
Coca-Cola Bottling Company of Memphis
The Commercial Appeal
Durham School Services
Electrolux
Ernst and Young
Fidelity Charitable Trust
Gipson Mechanical Contractors, Inc.
Harlem Children's Zone, Inc.
Hilton Worldwide
Insight North America, Inc.
John & Hilda Arnold Foundation
Memphis Convention and Visitors Bureau
Memphis Light Gas and Water Division
Raymond James/Morgan Keegan
Sheraton Hotel Downtown
Sidley Austin Foundation
Skadden, Arps, Slate, Meagher & Flom LLP
SunTrust Bank
Tower Ventures, LLC
U.S. Chamber of Commerce and Related Entities
United HealthCare Services, Inc.
University of Tennessee Health Science Center
The Wharton Law Firm
Dr. Carmichael Crutchfield
James Ferguson
The Dr. Mohan & Shaila Karkera Family
James & Diane Parker
Cathy Ross
Dr. Kenneth & Mrs. Beverly Sakauye

\$1,000 — \$2,499

African Methodist Episcopal Church
- West Tennessee
AFSCME - American Federation of State
County & Municipal Employees
ALSAC/St. Jude Children's Research Hos
Fullview M. B. Church
Idlewild Presbyterian Church
Inventory Locator Service, LLC
Memphis Bar Foundation
Memphis Business Journal
Memphis City Schools
Memphis Neurology PLLC
New Direction Christian Church
Portland Trailblazers Inc.
Robert Half International Inc.
Southern Heritage Foundation, Inc.
Southwest District CME Church
- East TN Region
Southwest Tennessee Community Colled
St. Andrew AME Church
St. Jude Children's Research Hospital
Starbucks Coffee Company
- Kirby Whitten Road
The Boston Foundation
University of Memphis Alumni Associati
Victory University/Memphis
WMC-TV Channel 5
Anne Wulff & Brian Bendersky
Mr. & Mrs. Phillip C. Blum
Marshall Bowden
Keith & Susan Brown
Judge & Mrs. George H. Brown
Kurt & Lisa Buchmeier
Rene Bustamante
Mei-Ann Chen
John & Betty Crowe
Jack & Michele DiCanio
Craig Dunn
Preston & Ashley Frazer
Fullview Baptist Church
Gilliland Family Fund
Rabbi Micah & Sheril Greenstein
Clarence & Harriet Halmon/Harrison Mi
Dr. David J. Harris
Bishop & Mrs. Dotcy I. Isom
D. John Jackson
Deborah & King Johnson
Sherita & Willie Lee
Seith & Elyce Mann
Joyce McNulty Blackmon
Dr. Wesley & Mrs. McClure
Juanita Mitchum
Derek Naylor
Reggie & Dee Owens
Linda K. Peppers
Elder & Mrs. E. L. Perry
Mark & Lisa Putman
Christine Richards
Allen & Cynthia Ruby
Michael Subit & Leslie Hagin
Estelle K. and John P. Sheahan
Glenn D. & Linda Sessoms
Gary & Glenda Shorb
Kobie & Bianca Sweeten
TN State Senator Reginald Tate

\$500—\$999

Source Office and Facility Supply
Black Like Me Inc.
Central Baptist Church, Inc.
Indiana Pacers Basketball, LLC
Jewish Federation Cincinnati
Looney Ricks Kiss Architects, Inc.
Maxsent Security/CDA, Inc.
Network For Good
Renaissance Charitable Foundation, Inc.
Rhodes College
Royal Furniture Company
Schwab Charitable Fund
Vanguard Charitable
YourCause
Paying Agent for Corporate Giving Program
Dr. Eleanor L. Addison
Rev. & Mrs Elijah Agnew
Ben & Jane Amaba
J. Rick Bateman
Mark & Dee Ann Blair
Jim L. Bowman
Kenya Nicole Bradshaw
Carmen Brown
David Buente
Melanie Burroughs
Walter C. Carlson
Cynthia & Elvernice Davis
Henry Ellis
Mr. & Mrs. Dennis Fiehler
Mickey & Diana Foster
Paul Garrison
Richard Goldaber
Tsitsi Jones
Ami Kelley
Thomas Kelly & Bernadette Grogan
Kristin Koehler
Roger & Ann Knox
Michael & Jane Lenz
Edward Lyons
Loasteen Mitchell
Worth Morgan
Bishop & Mrs. Lawrence L. Reddick, III
Bill Rogers
Teresa C. Sloyan
Beverly Taylor
Czarelia Taylor
Ella Marie Watson
Timothy Webster
Molly Willmott
Mark Yerger

\$100—\$499

Veda Ajamu
Mary Barbour
Caesars Entertainment
Champion Awards
Chicago Cultural Alliance
Donate For A Cause, Inc.
Exchange Club Family Center
of the Mid-South, Inc.
Facts On File, Inc.
First Baptist Church - Broad
First Tennessee Bank
Jewish Foundation of Memphis
Kroger - Poplar Plaza

NEXUS Leaders Inc.
Northwest District CME Church - West TN
Payelectronic
Tharp's Anesthesia Corporation
Teresa Thomas
Thomson Reuters
TRUIST
Robert & Donna Abney
Jeanette & Oliver Adams
Kenneth Alexander
Beverly Nathaniel Alexander
Tammy Allen
Carmen Anderson
Mitchell Anderson
Ann Griffith Ash
Wendy Ashmore
Juanita Austin
Patricia & Howard Averyhart
Chuck Ballingall
Ericka & Vincent
Clifford Barnes
Bert Barnett
Rhonda Barnhill
Tyrone Bates
Shelley & John Baur
Rodney Benson
Terri Benson
Jane Bickham
Timuel D. Black
Wight Boggs
Rev. Marie Bonds
Karen Borgie
Andy Branham
Rev. Robin Shyne Briggs
Billie P. Brooks-Carter
Bishop & Mrs. Edward Lynn Brown
Clinton & Audrey Brown
Rev. Dr. Ruth O. Bryant-Gordon
Rev. Nancy L. Buchanan
Marilyn Burose-Wilkins
Amy Campbell
Jack Campo
Cheryl Diane & Terrell Carter
Pastor Danny J. Carter & Mrs Jeanette Carter
Sheila & Michael Champlin
Vanessa Clark
Xerona Clayton-Brady
Bridgette Cobb
Sheila & Robert Cohen
Barbara Conway
Jessica D'Amours
Susan A. Davis
Dr. Edna L. Davis
Al Davis
Curtis Dillihunt
John Doe
Elder Gary & Taronna Dotson
Mr. & Mrs. Jed Dreifus
Gerry Dupree
Lawson Dyson
Gina Earnest
Naomi Earp
Kelly & Zachary Ellis
James & Wendy Emrich
Johnny & Angela Faulkner
Henry Fields

Rose & Richard Flenori
Mr. W. Fowler
Michelle Fowlkes
Pamela Galloway
Beverly Gates
Tracye & Farrel Graham
Carl D. Graham, Sr.
Claire Halpern & Michael Greenfield
Lesley Gudehus
Marvin Hall
Diane Halmon
Clarence & Harriett Halmon/Harrison Miller
Sarah Hamil
Mr. Oscar & Mae Dell Hamilton Family
of Foreman, AR
Philip & Susan Hammer
Rev. & Mrs. Bethel Harris, Jr.
Rev. & Mrs. Jeremiah Hill
Leonard & Denise Hostetter
Robert Hyde
Steven & Laurel Isicoff
James B. Jalenak
Cheryl & Phillip & Cheryl Jalowiec
Mattie & Leonard James
Jimmie James
Mrs. Debora A. Jones-Jobe &
Mr. Kenneth W. Jobe
Mr. & Mrs. Herman Johnson
Maddie Johnson
Jennifer Johnson
Irene Jones
Nathaniel Jones
Maureen Juodis
Harvey Kaminski
Suzanne Kaplan
Dr. & Mrs. Mohan Karkera
Mark Kaufman
Rev. Leonardo Kaufman Sr.
& Mrs Joyce Vault Kaufman
Marsha Kelly
Edith Kelly Green
David Kennedy
Daney Kepple
Rev. Nathaniel & Mrs. Lula Kidd
Barbara & Dr. Peter Kingsley
Dr. Eugene Kolassa
John Larkin
Jennifer LaRosa
Lanier-Webb Fund
Tracy & Tad Lauritzen Wright
Jasmine Majid
Paul Marciano
Andrew Marshall
H. Montgomery Martin
Jennifer Mason
Rev. & Mrs. John Mason
Tonya McDonald
Christina McGill
Rev. Edward McKelvy
Rev. & Mrs. Anthony Menzies
Carolyn Michael-Banks
Chris Miller
Janice & Randall Miller
Rev. Matthew Mimitz
Rev. Dewayne E. Moore
Rev. Dwayne Moore
Erith Morris

\$100—\$499 (continued)

Gitonga Munene
 Herbert & Suzanne Nappier
 Carolyn L. Norment
 Deborah Northcross
 Jeanette O'Bryant, James Sr., James II
 & Gennie Bradford
 John Obee
 Scott Ogden
 Dr. James Oliver
 Diane Ongaro
 Tiffany Owens
 Charlene Parker
 Rev. Leroy & Mrs. Annette Payne
 William Payson
 Leslie Pearson
 John Pekar
 Carl Person
 Dr. Joel Pertofsky
 Frank Pierce
 Mac Pilgrim
 Dr. Ronald & Mrs. Powe
 Nisha Powers
 Catherine Preston
 V. Rauls
 Dr. Rosie Richmond
 Patrick Riley
 Rebecca & David Rogers
 Meryl Rosen
 Randa Rosenblum
 Dr. Willa M. Ross
 Margaret Routon
 Mark Sakauye
 Rowena Sanders
 Bernard Schaeffer
 Tressa Scott
 Harry Sias
 Dr. Robert Smith
 Elder & Mrs. Ore L. Spragin, Jr.
 Lucy Stansbury
 Philip & Joan Steel
 Donald Stephens
 Margot & Terry Strom
 Bob & Lynne Stryker
 Beverly Taylor
 Tiffany Taylor
 Rev. & Mrs. Shelby B. Taylor
 Rev. Dr. Joseph Taylor
 Elmer & Fatima Terry
 Teresa Thomas
 Stephanie Thomas & Bob Kafka
 Leslie Thompson
 Rhonda Thompson
 E.G. Thompson
 Pearl Thompson
 Gloria Tuggle
 Dr. Darryl & Myra Tukufu
 Mossi Tull
 Mrs. Johnnie Turner
 Jason & Bridgett Turner
 Jacqueline Turner-Bates
 Peter Vetoulis
 Rev. Sonia Walker
 James & Christine Walters
 Beverly L. Watts
 Jonathan Wax
 Rev. E. Elise West

Ethel White
 Rev. Mashalle Whitmore
 LaDonna Whitner
 Gwynne Wilcox
 Ret. Sgt. Maj. Willie & Mrs. Lila Williams
 Faye Williams
 Greg Wilson & Susan Keen
 Jocelyn Dan Wurzburg
 Danielle Youngblood

\$50—\$99

America's Charities
 AT&T Employee Giving Campaign
 Baxter International, Inc.
 Benevity Community Impact Fund
 FM Global Foundation
 Monaphy Ministries, Inc.
 Sisters of Charity, B.V.M.
 Entisar Abdourahman
 Dr. Dorothy Arata
 Mr. & Mrs. Darryl Arbor
 Delilah & Leeanti Armstead
 Michael & Tereasa Barnes
 Rhonda Barnhill
 Matthew & Jodi Barron
 Kevin & Susannah Barton
 Mrs. Rebecca A. Beaton
 Ralph Beenjtes
 Phyllis Bell
 Erma Black
 Reginald Blow
 Gemenie M. Bowdre
 Helen Bowen
 Shaun Brennan
 Anthony A. & Delois S. Brown
 Mr. W. Brown
 Johnnie & Carlo Brown
 Dr. Kim Brown
 Alex Brown, II
 Mrs. Ralpheal Brown
 Priscella Bryant
 Sewilor Bryson
 India Burse
 Stephen & Katherine Bush
 Bruce & Valerie Byots
 Margaret Caffrey
 Kirby Cagle
 King & Pearlle Caldwell
 Julia Campbell
 Dr. Annette Caple
 Betsy Carley
 Roderick Carter
 Cheryl Charles
 Ravi & Heather Chauhan
 Brandon & Syletta Clark
 William Clay
 Sheila & Robert Cohen
 Mr. Leslie Craig
 Beverly Crawford
 Lee & Doris Cunningham
 Alfred Cutno
 Bernia Daughtery
 Demarcus Davis & LaTosha Terry
 Ms. Robin Dees
 Melissa Dennis
 Mr. Julius Collins Dillard
 Kelly Dobbins

Ashley Edge
 Tekia Edwards
 Ms. Alteena F. Edwards
 Ruth Eisenberg
 Cynthia Elliott
 V. Lynn Evans
 Dr. Mary Elizabeth Farris
 Charles & Glenda Fenwick
 Michael & Maya Ferby
 Mike & Barbara Fitzgerald
 Tamara & Jim Folz
 Dr. Lee Formwalt
 James & Josephine Franklin
 Doris Frieson
 Keashia Garner
 Kuam & Veronica Garrett
 Marvin Gatch
 Traci Gatewood-Jacquet
 Sophia Gavin
 Claire Gaynor & Jason Braasch
 Hugh & Ellen Getzenberg
 Terriney Gipson
 Michael Goodrich
 Aram Goudsouzian
 Kimberly & Anthony Green
 Mr. & Mrs. Spruell Gregory
 Countess Gregory
 Christopher & Denise Grier
 Doris Griffith
 Terri & Oscar Hall III
 Vickie Hamilton
 Alice Harmon
 Goldie Harrell
 Carrie & Jim Harris
 Geraldine Harris
 David & Annette Hawkins
 Dr. Redell Hearn
 Brian Hedges
 Wendy Heimann
 Marion & Lynette Henry
 Alvin Henyard
 Rubye Hill
 Pearl Hines
 Derrick & Jessica Hines
 Ronald Hoffman
 Ryan Humphreys
 R&I Israelow
 Matthew Jabaily
 Tia Jackson
 Cleotha Jackson
 Karen & Larry Jackson
 Peter Janssen
 Morris Jenkins & Gina Paris
 Rebecca Jeter
 Patricia Jirak
 Alicia Johnson
 Darren Johnson & Latoya Jones
 Merri Johnson
 Brenda Johnson
 Rev. & Mrs. Roland Johnson
 Yvonne Joiner
 Gwendolyn Joiner
 Chris Jones & Sabina Beg
 William & Rylander Jones
 Sean & Wanda Jones
 Dr. Ron & Mrs. Carol Jones
 Monica & Stephen Juma

Dennis & Summer Kelly
Alonda Kendrick
Dorcas & Delesslyn Kennebrew
Marilyn Kennedy
Kevin Keys
Stephaine & Marion King
Eugene King
Darryl & Sharon King
Dr. Eugne Kolassa
Betty & Joseph Kyles
Lester Lamon
Doretta Lane
Stephen Lee
Terry Lewis
Nathaniel Linney
Joseph & Sonya Livingston
Saji Madapat
Michele Manuel
Alfred & Claudette Mason
Earline Matthews
Chesney McAfee
Jack & Terri-Lynn McCormick
Audra McCowin
Deborah McCrory
Eugene McDonald & Tonia Harris
Mary McGrane
Angela McNeil
Dianne Meess
Demetrice Merriweather
Leo & Veralon Metoyer
Marie & Thomas Milam
Ms. Debra A. Millenson
Jay Miller
Joyce & Logan Mitchell
Mario & Teresa Moka
Greg & Valerie Monismith
Doretha Monix
David & Kelli Montague
Roosevelt Moody & Erma Elzy
Mrs. Melvin Moore
Afusat & Olawale Morafa
Dr. Eli Morris, III
Shaletha Mulkey
Sarah Murphy
Alex & Elsie Murray
Donna Murray
Paul & Keren Newnham
Reuben Nickels
Jerry Norman
Renee Norris
Adriana Notzon
Josephine Ouma & Vincent Ochanda
Edmund O'Connell
Leigh Oliver
Erin Ostrow
Darryl Overstreet
Karen & Thai Pham
Utillus & Elene Phillips
Ellen Poss & Mitchell Kapor
Dr. Ronald Powe
David & Shannon Proctor
Eileen & Joel Prout
Richard Pugh
Marquita Qualls
Tom & Rhonda Quint
Jeff Raines
Aleasa Rankin

Rosie Riley
Tammy Rils
Qunicy & Teresa Robinson
Barbara & Jose Rodriquez
Juan Roncal
Jennifer Ross
Dr. Willa Ross
Judith Ruiz
Rodolfo Sanchez
Julie K. Sandine & Michael Zanolli
Frank & Colleen Santoni
Conrad Schanson
David & Marcia Scher
Maggie Scoggins
Elbert & Mae Scott
Rev. Juan Self
Shelley Shanaman
John Shannon & Becky Schreibe
Larry Shapiro
Gary & Catherine Shields
Lisa Shoats
Ramzie Siebuhr & Melissa McConnell
Gary & Marva Smith
Laura Smittick-James
Elizabeth Spies
Lillie Spires
Raque Sterling & Melissa Sterling-McKenney
John Stimac
Ruby Sturges
Dr. Marcia G. Synnott
Misha Tanner
Ann & Mitch Tate
Terry & Katina Taylor
Marico Tippet
Rose & Rose Townley Bakewell
Ms. Rorie Trammel
Richard & Wendy Trenthem
Clementine Trotter
Claire Valine
Alan VanTassel
Regina & Tommy Veazey
Lloyd & Linda Waldemar
S.F. Walker
James & Peggie White
Bryan & Jelenea Wilcher
MSgt (Ret.) Rob Wilkins
Leon Wilkinson
Don & Geraldine Williams
Grace Williams
Amber Williams
Dr. Samuel Winbush
Belcanto & Jerome Winegar
Anthony & Carrie Woodard
Stephanie Wortham
Jonathan & Caroline Wu
Rodney & Diane Young

These gifts were received from July 1, 2013
through June 30, 2014.

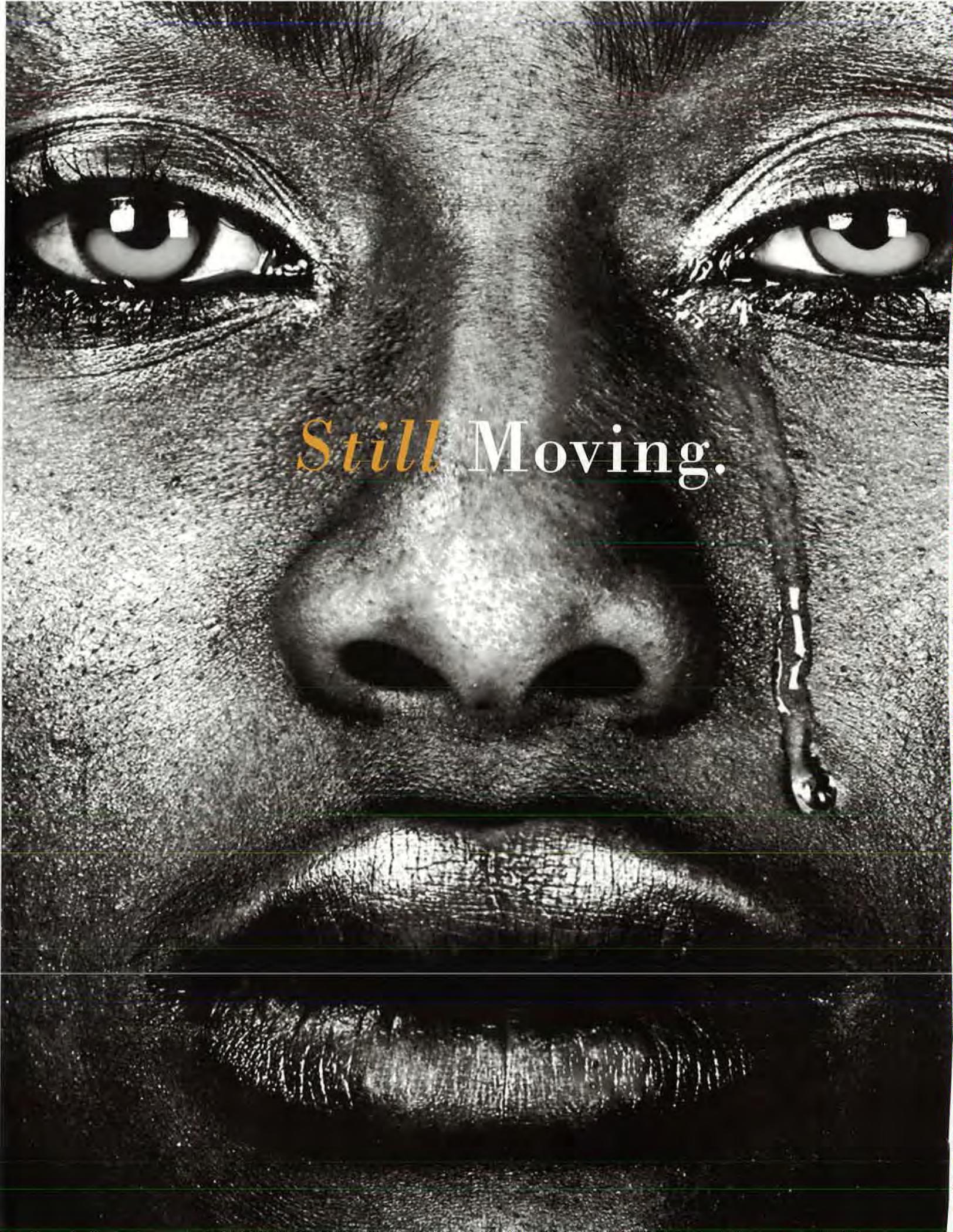
COLLECTION DONORS

Jessie Cook
Pat Denton
Sean Bryant Farrell
Hal Feiger
Howard Revis Design Services
Charles Wright

VOLUNTEERS

*Our sincere appreciation is extended to
the more than 750 volunteers who gave freely
of themselves. You make our work possible.
Thank you for being Dr. King's living legacy.*

AABE (American Association of
Blacks in Energy)
Americorps
AKA-Phi Lambda Omega Chapter
AKA-Beta Episolon Omega Chapter
APLUS
Cargill
FedEx
International Paper
Medtronic
Memphis Maroon Club
Memphis Mid-South Food Bank Volunteers
Ole Miss Softball Team
LeMoyne Owen College
JSU Memphis Alumni
ServiceMaster
Starbucks
United Auto Workers
University of Tennessee Health
Science Center



Still Moving.



FREEDOM
AWARD

1991

Rosa Parks
James Parker
Coretta Scott King

1992

Desmond Tutu
Barbara Jordan

1993

Thurgood Marshall
Marian Wright Edelman

1994

Jimmy Carter

1995

Elie Weisel
Dorothy Height

1996

Andrew Young
Yitzhak Rabin

1997

Jackie Robinson
Colin Powell

1998

Mikhail Gorbachev
Benjamin Hooks

1999

Harry Belafonte
Lech Walesa

2000

Nelson Mandela

2001

Oscar Arias
Sidney Poitier

2002

Rigoberta Menchu-Tum
Julian Bond

2003

Maxine Smith
Bill Clinton

2004

Bono
John Lewis

2005

Paul Rusesabagina
Oprah Winfrey
Ruby Dee & Ossie Davis

2006

Dr. Bernard Kouchner
Dr. Joseph Lowery
Stevie Wonder

2007

John Hope Franklin
President Ellen Johnson-Sirleaf
Earvin "Magic" Johnson

2008

Al Gore
Diane Nash
B.B. King

2009

His Holiness the Dalai Lama
Myrlie Evers-Williams
Julius "Dr. J" Erving

2010

Dr. Wangari Mathaai
Dr. Dorothy Cotton
Eva Longoria

2011

Leola Brown
Delores Huerta
Rev. Ed King
Rev. James Lawson
Rev. Samuel Kyles
John Seigenthaler
Rev. C. T. Vivian
Hill Harper
Marva Collins
Kirk Whalum
Cicely Tyson
Susan L. Taylor
Danny Glover
Alonzo Mourning
Bill Russell
Dr. Bill Frist
Usher Raymond IV
Southern Poverty Law Center
NAACP

2012

Dr. Muhammad Yunus
Dr. Bernard Lafayette
Marlo Thomas
The Three Doctors

2013

Mary Robinson
Geoffrey Canada
Earl Graves, Sr.

2014

Charlayne Hunter-Gault
Bob Moses
Frank Robinson
Tom Brokaw
Beverly Robertson



PLATINUM VISIONARIES - \$5,000,000

Hyde Family Foundation
State of Tennessee

GOLD PHILANTHROPISTS - \$1,000,000

The Assisi Foundation of Memphis
FedEx Corporation
Ford Motor Company Fund
The Links Foundation, Inc.
Southeastern Asset Management, Inc.
The Longleaf Partners Fund

SILVER HUMANITARIANS - \$500,000

AutoZone
National Basketball Association
National Endowment for the Humanities, Challenge
Plough Foundation

BRONZE BENEFACTORS - \$250,000

Baptist Memorial Health Care
BlueCross BlueShield of Tennessee Health Foundation
Caesars Foundation
First Tennessee Foundation
International Paper Foundation
Methodist Le Bonheur Healthcare
National Endowment for the Humanities, Public Programs
Amy and Bill Rhodes

TRAILBLAZERS - \$100,000

AFSCME - American Federation of State, County and
Municipal Employees
Thomas W. Briggs Foundation, Inc.
Goldsmith Family Foundation
SunTrust Bank Foundation
Thomas & Betts Corporation, a member of the ABB Group
Walgreen Company
William Randolph Hearst Foundation

PIONEERS - \$50,000

Buckeye Technologies, Georgia-Pacific Foundation
Heisley Family Foundation
Independent Bank
Indian Community Fund of Greater Memphis
Billy and Robin Orgel

DRUM MAJORS - \$20,000

Anonymous
BNSF Foundation TX/ BNSF Railway
Lucia and James Gilliland, Sr.
Connie Lewis Lensing
Cathy D. Ross
ServiceMaster
State Farm Tennessee
Tauck Travel World of Discovery

BRIDGE BUILDERS - \$10,000

John & Betty Crowe
Charles B. & Patricia N. Dudley, III
Preston & Ashley Frazer
Rabbi Micah & Sheril Greenstein
Dr. Kenneth & Beverly Sakauye
Gary & Glenda Shorb
United Way of the Mid-South
Visitors of the National Civil Rights Museum

Clay and Land Insurance, Inc.

Gregory Duckett
Cynthia Ham & Jeff Sanford
Tsitsi Jones
Dr. Mohan & Shaila Karkera
Colin & Brenda Reed Advised Fund
Bathsheba & Elliott Sams
Norm Smallwood and Dave Ulrich
Maurice and Alice Wexler
Kathleen Wilson-Thompson

ACTIVISTS - \$2,500

Kenya Bradshaw
Rose Jackson & Richard Flenorl

FOOT SOLDIERS - \$1,000

Archer Custom Builders
Kenya Nicole Bradshaw
Craig Dunn
Willie Gregory
The Larch Foundation
Tad & Tracy Lauritzen Wright
Rev. Dwight Montgomery
State Representative Johnny Shaw
Rev. Sonia Walker
Dr. Russell Wigginton
Dr. Jan Young

MARCHERS - under \$1,000

Barbara Andrews
Mr. & Mrs. Jay Baker
Uri Clinton
Carmen Brown
Susan Davis
Dell Hamilton Family of Foreman, AR
Mr. & Mrs. W. H. Docker
Gina R. Earnest
Naomi Earp
Denise Evitt
Johnny & Angela Faulkner
Toni Smith Featherstone
Stephen Flatow
David Fortney
Keashia P. Garner
Earl L. Ginyard
Barry A. Hartstein
Jennifer Johnson
Abigail Jones
Dr. & Mrs. Harvey Kaufman
Roy Keathley
Donald E. Letcher
Charisse R. Lillie
Leon Livingston
Lawrence McGuire
Dr. & Mrs. W. Prince McLemore
Matthew & Geraldine Newsome
Leigh & Daniel Shapiro
B. B. & Audrey Singleton
Jerome Smith
Mark Stallard
Stanley Starr
Kenneth A. Steinberg
Robert Trice
Dr. Darryl & Myra Tukufu
Johnnie R. Turner
Jesse Tyson
Thomas & Kay Whitman
Ronald & Brenda Willis

Without our
Comprehensive
Campaign Donors our
renovation and endow-
ment would not now
be reality, our ongoing
mission not so en-
hanced and enriched.
Thank you from the
whole museum family.

KEEPERS OF THE DREAM

TRAILBLAZERS - \$100,000

Anonymous
Tyrone & Nelda Burroughs
Robert & Jenny Carter
Herb & Shirley Hilliard
Mr. & Mrs. Matthew Thornton, III

DRUM MAJORS - \$50,000

Alpha Kappa Alpha Sorority,
Beta Epsilon Omega Chapter
Shannon Brown
Johnny & Merry Moore
Ronald & Tamika Purifoy - Johnson Bryce Inc.

BRIDGE BUILDERS - \$20,000

Anonymous (2)
Emerson & Rosalind Able, III
in honor of Emerald Able
Dr. Esmond & Pamela Arrindell
Mark & Carolyn Bishop
Sharon Devine & Jeffery Harris
The Ducker's - Mike, Cheryl & Rachel
Clarence & Harriett Halmon and Harrison Miller
Edith Kelly-Green & Family
Sherita & Willie Lee
Janie M. Mennis
Elliot & Kimberly Perry
Howard & Beverly Robertson
Cathy D. Ross
The Stotts Family
Clinton & Lashell Vaughn
Mayor AC & Mrs. Ruby Wharton

TOURCH BEARERS - \$10,000

Anonymous
Calvin & Belinda Anderson
Joyce McAnulty Blackmon
In memory of Lawrence Blackmon
Dr. Phillip & Mrs. Ritche Bowden
Gloria & Kenneth Boyland
Melanie Burroughs
Paul & Eva Cassel
Dorothy & Jerry Cleaves
Jay Cofield
Barbara Conway
Delta Sigma Theata, Inc. Memphis Alumnae Chapter
Scott & Amanda Harkins
Deborah & King Johnson
Eliza King
Jeana Littrell
Myron & Mary Lowery
Mark & Karen McGough
Gretchen & Kojo McLennon
Dan & Shirley Mullally
Jeanette O'Bryant & Family, James & Gennie Bradford, Sr. and James Bradford II
Reggie & Dee Owens
Linda K. Peppers
David & Rhonda Porter
Susan & Robert Quinn
Drs. Jarvis & Patrice Reed
Sandra Reed, M.D.
Randa Rosenblum

Stanley & Cecelia Sawyer
Glenn & Linda Sessoms
Teresa C. Sloyan
Mrs. Maxine Smith
Dr. Robert & Cameron Smith
Southern Heritage Foundation, Inc.
Eddward H. Stephens III
Kobie & Bianca Sweeten
Thomas Wicinski
Dr. Ethelyn Williams-Neal
in memory of John & Odessa Williams
Anne Wulff & Brian Bendersky

ACTIVISTS - \$5,000

Kenny & Verline Armstrong
James & Ann Ferguson
James & Diane Parker

FOOT SOLDIERS- \$2,500

Dr. Eleanor L. Addison
Mr. & Mrs. Phillip C. Blum
René Bustamente
Retired Judge George H. & Lillian Brown, Jr.
D. John Jackson
Edward Lyons
Mr. & Mrs. Robert Rachor
Chris & Dan Richards
The River City Links COAC
Mike Rixter & Rosalyn Gray

MARCHERS- \$1,000

Anonymous
Ben & Jane Amaba
Rick & Melissa Bateman
Mark & Dee Anne Blair
Jim L. Bowman
Mickey & Diana Foster
Richard Goldaber & Jill Witlin
Paula Hildebrandt
Leonard & Denise Hostetter
Jennifer Johnson
Michael & Jane Lenz
Herbert & Suzanne Nappier IV
Scott Ogden
Rebecca & David Rogers
Gladys & Andrew Sawyer
Tamara Sawyer
Lucy B. Stansbury
Mark & Robbie Yerger

LAWYERS COMMITTEE

PLATINUM - \$50,000

Baker, Donelson, Bearman,
Caldwell and Berkowitz, P.C.
Butler, Snow, O'Mara, Stevens
& Cannada, PLLC

GOLD - \$25,000

Bass Berry & Sims, PLC

SILVER - \$10,000

Connie Lewis & David Lensing
Burch, Porter & Johnson, PLLC
Husch Blackwell LLP
Memphis Bar Foundation

BRONZE - \$5,000

Cristina C. Arguedas
The Donati Law Firm, LLP
Ford Harrison LLP
Glanker, Brown, PLLC
International Paper Legal Department
Kiesewetter Wise Kaplan Law Firm
Mitchell, Williams, Selig,
Gates & Woodyard, PLLC
Randy & Lisa Noel
O'Melveney and Myers, LLP
Paramount Staffing of Memphis
Christine Richards
Sidley Austin Foundation
Maurice & Alice Wexler

ADVOCATES - \$2,500

David Buente
Friday, Eldridge & Clark, LLP
Fried, Frank, Harris, Shriver & Jacobson, LLP
Lisa Krupicka
The Law Offices of Ricky Wilkins
Martin Tate Morrow & Marston PC
Miller & Martin, PLLC, Attorneys At Law
Nahon, Saharovich & Trotz, PLC
Ridder Hurd PLLC
Skadden, Arps, Slate, Meagher & Flom LLP
Thomason, Hendrix, Harvey,
Johnson & Mitchell, PLLC
The Wharton Law Firm

PARTNERS - \$500

Sam & Patricia Chafetz
Walter C. D. Carlson
Lewis Donelson
David H. Gambrell
Thomas C. Green
Chervis Isom
Wilton J. Johnson, III
Rush O'Keefe
William M. Reed
D. Jeffrey Wagner
Timothy Kenly Webster

SUPPORTERS - \$250

Alan S. Blain

Law Offices of Lucie Brackin

Andy Branham
R. Larry Brown
Jack Campo
Cynthia Collins
The Community Foundation of Greater Atlanta
Terence G. Connor
Virginia G. Connors
Mavis Donahue
Julie H. Ellis
Kenneth P. Ewing
James Ferguson
Whitney K. Fogerty
Lawrence R. Fullerton
Beverly Gates
Richard Goldaber
Kelly S. Gooch
Paul Grossman
Sarah Henry
Frank M. Holbrook
Rhynette Hurd
Pamela Irons
David M. Jensen
Rabbi Ben Kamin
Mark Kaufman
Sanford D. & Paula R. Kelsey
David S. Kennedy
Lynn A. Landau
Jeana Littrell
John Maxwell
Dan McDaniel, Jr.
James R. Mulroy, II
O. John Norris III
Thomas L. Parker
Frances Paulson
John Pekar
Robert Ross
Clint Saxton
Jennifer A. Sink
Gina Sugarmon
Jon & Susan Thompson
Alan M. Unger

\$50 - \$249

Imad I. Addullah
Neil Aronov
Ericka & Vincent T. Barbour
David A. Billions
Peter D. Blumberg
Peter Brewer
Sam Chafetz
Lisa Crosby
Carl Davis
James DeMere
Michael Gabel
Lee M. Glasgow
Mr. & Mrs. Paul Grossman
Melissa K. Hodges
Joe Horter
Sandra Isom
Beth Kaufmann
Nancy Kenley
Susanna M. Kramer
Carla Laszewski

Joyce Margulies
 Anne B. Mathes
 Brunhilda Mayo
 L. K. McCown
 Karen McManus
 Debra Millenson
 Robert Molinet
 John D. Page
 John M. Price
 Allen & Mary Raul
 Terrence O. Reed
 Mike Reiss
 Patrick D. Riederer
 Richard R. Roberts
 Elzine K. Sanders
 Donald Sapir
 Ben Scott
 Robert Tice
 Paul H. Tobias
 Jennifer VanDeever
 Gwynne A. Wilcox
 Myla Williams
 Paige P. Williams
 W. Scott Young

COMMUNITY OF FAITH

TRAILBLAZERS - \$250,000

Christian Methodist Episcopal Church - 1st District

DRUM MAJORS - \$50,000

Brown Missionary Baptist Church

BRIDGE BUILDERS - \$20,000

Idlewild Presbyterian Church

TORCH BEARERS - \$10,000

Dr. Carmichael Crutchfield
 First Baptist Church - Broad
 Metropolitan Baptist Church
 Mt. Olive Cathedral
 New Sardis Baptist Church
 Temple Israel

ACTIVISTS - \$5,000

Episcopal Diocese of West Tennessee
 Bishop & Mrs. Lawrence L. Reddick, III
 Southwest District CME Church - East TN Region

FOOT SOLDIERS - \$2,500

Rev. & Mrs. Elijah Agnew
 African Methodist Episcopal Church
 -West Tennessee
 Rev. Dr. James A. Baxter
 Rev. Willie Boyd, Jr.
 Rev. Willie Branch
 Elder Marilyn Briggs
 Bishop & Mrs. Edward Lynn Brown
 Dr. & Mrs. James Brown
 Rev. William Cole
 Dr. & Mrs. Darryl Coleman
 Rev. George Coleman

Rev. & Mrs. Walter Fleming
 Rev. Gallian & Mrs. Nettie Fulton
 Rev. William & Mrs. Debora Gant
 The Reverends Bobby & Cheryl Goliday
 Rev. Willie Grandberry
 Bishop William H. Graves
 Rev. & Mrs. Bethel Harris, Jr.
 Rev. & Mrs. Jeremiah Hill
 Bishop & Mrs. Dotcy I. Isom
 Rev. Amber Jackson
 Rev. & Mrs. Charlton L. Johnson
 Rev. & Mrs. Roland Johnson
 Rev. Issac Joyner
 Rev. Leonardo Kaufman Sr. & Mrs. Joyce
 Vault Kaufman
 Rev. A. T. Leverette
 Rev. Dr. Fred C. Lofton
 Dr. & Mrs. Wesley McClure
 Rev. Carol McCright
 Rev. Geraldine McDaniels
 Rev. Steve Mayhorn
 Juanita Mitchum
 Rev. Dewayne E. Moore
 Mother Liberty CME Church - Jackson TN
 Rev. LaMel B. Neal
 Rev. Delphine Rogers Newsum
 Northwest District CME Church - West TN
 Rev. Leroy & Mrs. Annette Payne
 Elder & Mrs. E. L. Perry
 Dr. & Mrs. Ronald Powe
 Rev. Fred Powell
 Rev. Pierre Primm
 Rev. Issac Ross
 Elder Larry W. & Lillian W. Ross
 Dr. Willa M. Ross
 St. Andrew AME Church
 Jacqueline I. Scott
 Rev. Mrs. Moddie Sessions
 Rev. Willie Siggers
 Rev. Roy Sorrell
 Elder & Mrs. Ore L. Spragin, Jr.
 Pamela Springfield
 Rev. John R. Stokes
 Rev. & Mrs. Shelby B. Taylor
 Rev. O. C. Wallace
 Rev. Anthony Ware
 Ella Marie Watson
 Rev. Don White
 Rev. Donnie Willis
 West District CME Church - Arkansas
 Rev. & Mrs. Varnell Womack

MARCHERS - \$1,000

Allen Temple CME Church, Inc.
 Asbury CME Church
 Rev. Marie Bonds
 Rev. Robin Shyne Briggs
 Brown Chapel / Brinkley AR
 Rev. Dr. Ruth O. Bryant-Gordon
 Rev. Mancy L. Buchanan
 Rev. Patricia Buckner
 Rev. Terry Campbell
 Pastor Danny J. & Mrs. Jeanette Carter
 Central Baptist Church

Rev. Versie Easter
 Rev. Barbara J. Fitzhugh
 Rev. David Franklin
 Greater New Shiloh MB Church
 Mr. Ron & Rev. Lynn Hayes
 Rev. & Mrs. Clarence K. Heath
 Rev. & Mrs. Robert Henry
 Janes Hoskin
 Rev. Alvin Hopkins
 Rev. Larry Hughes
 Rev. & Mrs. William Hurt
 Rev. Donna Hyde
 Rev. Amelia T. Johnson
 Mr. & Mrs. Herman Johnson
 Rev. & Mrs. James Johnson
 Maddie Johnson
 Rev. Nathaniel & Mrs. Lula Kidd
 Rev. Alma King
 Mr. & Mrs. Kapel L. Kirkendoll
 Donald Letcher, Jr.
 Rev. Doris Lewis
 Dr. & Mrs. Myron Lewis
 Rev. Brian Lightner
 Rev. & Mrs. Ernest Ligon
 Rev. Margaret Martin
 Rev. & Mrs. John Mason
 Rev. Edward McKelvy
 Rev. Dr. Calverta H. McMorris
 Rev. & Mrs. Anthony Menzies
 Rev. Dorothy Miller
 Mr. Tipton CME Church
 Dr. James Oliver
 Raleigh Assembly of God and The Springs
 @ Southwind
 Rev. Oretha Ray
 Dr. & Mrs. David Reid
 Rev. Albert Robertson
 Rev. Isaac Ross
 St. James CME Church
 Rev. Larry Shaw
 Rev. Monette Shaw
 Rev. Arthur Shelton
 Rev. Wesley Smith
 Rev. William Smith III
 Rev. Elroy Stewart
 Rev. Jellory Stokes
 Rev. Donald Stone
 Rev. Joe Stout
 Rev. & Mrs. Johnny L. Stuart
 Rev. Dr. Joseph Taylor
 Rev. George Veasley, Jr.
 Ms. Juliet Waddlington
 Rev. Fannie Washington
 Rev. Mary Washington
 Chris Watkins
 E. E. West
 Rev. E. Elise West
 Rev. Mashalle Whitmoore

TOTAL OPERATING REVENUE \$4,752,765

Fiscal Year-end June 30, 2014



- 40% Admissions—\$1,886,005
- 22% Event Sponsorship—\$1,036,211
- 18% Retail—\$870,789
- 17% Contributions & Membership—\$797,335
- 3% Other—\$162,425

TOTAL OPERATING EXPENSES \$4,805,070

Fiscal Year-end June 30, 2014



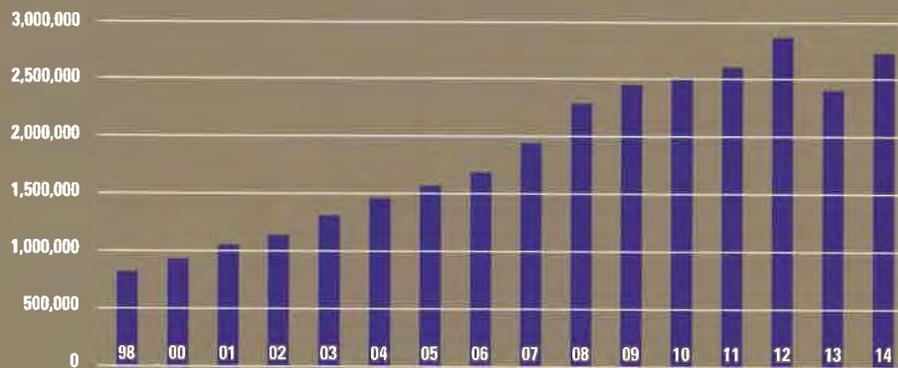
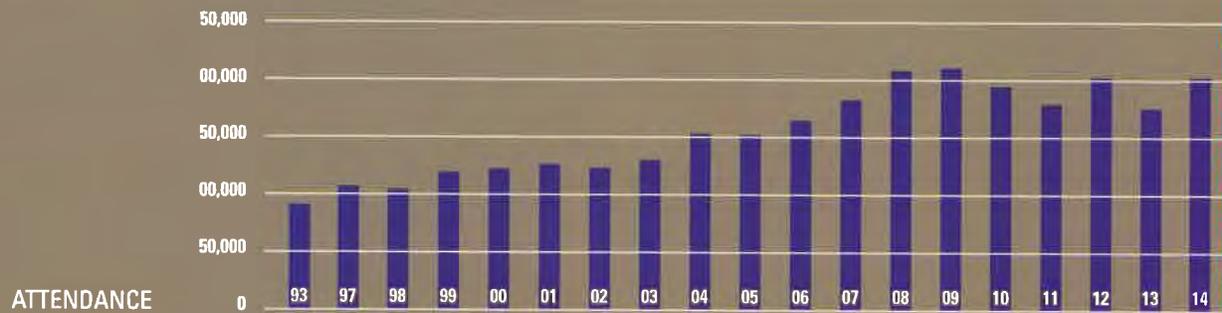
- 42% Salaries & Benefits—\$1,994,788
- 32% Program Services—\$1,539,318
- 11% General & Administrative—\$527,888
- 8% Cost of Goods Sold—\$380,513
- 7% Facility & Equipment—\$312,861
- 1% Professional Fees—\$49,702

2014 ANNUAL REPORT

STATEMENTS OF FINANCIAL POSITION

	June 30	
	2014	2013
ASSETS		
Cash and cash equivalents	\$ 1,099,235	\$ 700,459
Investments, at fair value	2,007,715	5,557,113
Contributions receivable, net	3,187,788	4,226,018
Accounts receivable	143,108	55,303
Inventory	140,438	71,720
Prepaid expenses and other assets	26,945	3,630
Fixed assets, net	29,892,553	20,713,079
Total assets	\$ 36,497,782	\$ 31,327,322
LIABILITIES AND NET ASSETS		
Accounts payable and other liabilities	\$ 385,121	\$ 2,892,317
Deferred revenue	48,628	33,826
Debt*	6,200,000	—
Total liabilities	6,633,749	2,926,143
Net assets:		
Unrestricted	25,001,230	23,222,273
Temporarily restricted	3,238,160	4,319,331
Permanently restricted	1,624,643	859,575
Total net assets	29,864,033	28,401,179
Total liabilities and net assets	\$ 36,497,782	\$ 31,327,322

*On March 27, 2013, the Foundation entered into a loan agreement with a bank providing for a revolving credit line up to \$11M with a fixed interest rate of 2.24%. The proceeds from any borrowings under the loan agreement were used to fund the museum renovation. At June 30, 2014, the loan balance was \$6,200,000.



The National Civil Rights Museum at the Lorraine Motel operates as a 501(c)(3) non-profit organization with an average of 200,000 visitors a year and serves as an educational, cultural site of conscience for all visitors. The State of Tennessee owns the Lorraine Motel property and collections therein, and leases the property to the Museum under a renewable agreement through December 2022. The museum receives no on-going operating funds from the city, county or federal government.

STATEMENT OF ACTIVITIES

Year Ended June 30, 2014

	Unrestricted	Temporarily Restricted	Permanently Restricted	Total
REVENUES, GAINS, AND OTHER SUPPORT				
Admissions	\$ 1,886,005	\$ —	\$ —	\$ 1,886,005
Memberships	22,867	—	—	22,867
Contributions and grants	2,302,939	233,692	765,068	3,301,699
Museum shop and café	870,789	—	—	870,789
Public events and programs	1,036,211	—	—	1,036,211
Investment income	135,896	(16,451)	—	119,445
Other	32,336	65,432	—	97,768
Apartment Revenue	11,950	—	—	11,950
Net assets released from restrictions	1,363,844	(1,363,844)	—	—
Total revenues, gains, and other support	7,662,837	(1,081,171)	765,068	7,346,734
EXPENSES				
Program services	3,146,942	—	—	3,146,942
Supporting services:				
Salaries and benefits	420,722	—	—	420,722
General administration	527,888	—	—	527,888
Facility and equipment	1,358,113	—	—	1,358,113
Museum shop and café expenses	380,513	—	—	380,513
Professional and legal expenses	49,702	—	—	49,702
Total supporting services	2,736,938	—	—	2,736,938
Total expenses	5,883,880	—	—	5,883,880
Change in net assets	1,778,957	(1,081,171)	765,068	1,462,854
Net assets at beginning of year	23,222,273	4,319,331	859,575	28,401,179

BOARD OF DIRECTORS

Dr. Esmond Arrindell, MD
Physician

Kenya Bradshaw
Tennessee New Teachers Project

Nelda Burroughs
First Choice Sales and Marketing

Darrell T. Cobbins
Universal Commercial Real Estate, LLC

John Crowe
Crowe Consulting International

Charles "Chip" Dudley
Independent Bank

Gregory Duckett
*Baptist Memorial Health Care Systems, Inc.
NCRM, Executive Committee*

Nnaemeka "Meka" Egwuekwe
Lokion Interactive

Rose Jackson Flenorl
*FedEx
NCRM, Secretary*

Preston Frazer
AutoZone

Kathy Buckman Gibson
Buckman International

Rabbi Micah Greenstein
Temple Israel

Herbert Hilliard
NCRM, Chairman of the Board

Joseph R. Hyde III
*Pittco Management, Inc.
NCRM, Chairman Executive Committee*

Shaila Karkera
Community Activist

Lisa Krupicka
*Burch, Porter & Johnson, PLLC
NCRM Executive Committee*

Reverend Samuel Billy Kyles
Monumental Baptist Church

Connie Lewis Lensing
FedEx Express

Johnny Moore
*SunTrust Bank
NCRM Executive Committee*

Reverend Keith Norman
*First Baptist Church - Broad
Baptist Memorial Health Care Systems, Inc.*

Ziad Ojakli
Ford Motor Company

William "Billy" Orgel
*Tower Ventures
NCRM Assistant Treasurer*

Elliott L. Perry
Memphis Grizzlies Basketball Inc.

Bill Rhodes
*AutoZone
NCRM Treasurer*

Cathy Ross
Retired, FedEx Express

Bathsheba Sams
International Paper

Gary Shorb
*Methodist Healthcare
NCRM, Chairman, Comprehensive Campaign*

Senator Reginald Tate
*Shelby County Delegation, State of Tennessee
NCRM, Ex-Officio*

Maurice Wexler
Baker Donelson Law Firm

Dr. Russ Wigginton
Rhodes College

Spence Wilson, Jr.
Kemmons Wilson Companies

Brian K. Woods
Nike, Inc.

Terri Lee Freeman
President

NATIONAL ADVISORY BOARD

Kenya Bradshaw, NCRM Board Liaison

Julian Bond

Gale Jones Carson

Dr. Dorothy Cotton

Marian Wright Edelman

Myrlie Evers-Williams

Lucia F. Gilliland

Cynthia Ham

Hill Harper

Dolores Huerta

Leonard James

Rev. Ed King

Rev. Samuel Billy Kyles

Dr. Bernard Lafayette

Rev. Joseph Lowery

Edward H. Stephens, III

Jack Soden

Jeanne Varnell

Rev. C. T. Vivian

Lee Alden Warren

Kirk Whalum

Kathleen Wilson-Thompson

Terri Lee Freeman, President

TRIBUTE GIFTS

- In Memory of Lawrence Blackmon**
Joyce McAnulty Blackmon
- In Memory of Desmond Bowden**
Marshall A. Bowden
- In Memory of Mrs. Lonell Busbee**
Kroger - Poplar Plaza
- In Memory of Norman R. Coleman**
St. Andrew AME Church
- In Memory of Dana Davis**
Mitchell K. Anderson
Indiana Pacers Basketball, LLC
- In Memory of John Henry & Mildred Galloway**
Pamela R. Galloway
- In Memory of Alma B. Gambrell**
Ella G. Thompson
- In Memory of Mr. and Mrs. Roscoe Graham**
Carl D. Graham
- In Memory of Dr. Edward W. Reed**
Gladys Reed
- In Memory of L. T. Taylor, a Friend**
Thomas Gesswein
- In Memory of Mr. & Mrs. Sylvester White, Sr.**
Elizabeth White
- In Memory of John & Odessa Williams**
Dr. Ethelyn Williams-Neal
- In Honor of Chapel Boyd**
Mac Pilgrim
- In Honor of Mrs. Ouita T. Brown & Mr. Johnny C. Brown**
Keith E. Brown
- In Honor of Veola Cooper, Martha Hall & Family**
Marilyn Califf
- In Honor of Eddie F. Carter**
Harry Sias
- In Honor of R. Blake Chisam and for your passion for equality**
Jasmine Majid
- In Honor of Gerry Dupree**
Anonymous
- In Honor of Marriage - Marc Haeefe**
Diane Horwitz
- In Honor of James & Beatrice C. Hamilton**
LaDonna Whitner
- In Honor of Alicia & Savannah Gibson**
Kathy & J. W. Gibson
- In Honor of Yokota Air Base Japan**
Christina McGill
- In Celebration of your 48th Birthday - Michael T. Lee**
Mark Stallard
- In Honor of Connie Lewis Lensing**
Christine P. Richards
- In Honor of Elsie T. McLemore**
William P. McLemore
- In Honor of Carol Myers**
Anonymous

In Special Recognition of Your Many Years of Service -
Gary W. Pruessing

Jimmie James - Exxon Mobil Fuels Marketing

In Honor of Beverly C. Robertson

Robert & Jenny Carter

Mei-Ann Chen

Jim Harris

Tsitsi Jones

NEXUS Leaders, Inc.

Beverly T. Sakauye

Teresa C. Sloyan

Mrs. Johnnie Turner

Rev. Sonia Walker

Jan Young

In Honor of Bill Rogers

Anonymous

In Honor of Your Time and Dedication to NCRM - Andrew Sawyer

Tamara Sawyer

In Honor of Bryan Scott

Tressa Scott

In Honor of Morris Dees, Southern Poverty Law Center

Charles P. Fischbach

In Honor of Eloise & Hugh Strong

Seith & Elyce Mann

In Honor of Jeanne Varnell, TN Human Rights Commission

Jocelyn Dan Wurzburg

In Honor of Henry Varnell

Betsy M. Carley

In Honor of Jaime Walsh

Anonymous

In Honor of Maurice Wexler

Brenda R. Johnson

Adele Rapport

Myron Lewis

In Honor of Rose I. R. Whalum

Rosie Richmond

In Honor of Stephanie & Spence Wilson, Jr.

Carmen W. Anderson

In Honor of the 50th Anniversary of the March on Washington

Edith Kelly Green





MOVING. CHANGING.

Ever forward, ever mindful
of previous sacrifice.
Ever hopeful, ever focused
on greater awareness.

