

By-Laws of the Yakima Valley Mushroom Society

Adopted: May 17, 2011

Article I Name:

The name of this nonprofit corporation shall be the **YAKIMA VALLEY MUSHROOM SOCIETY** (Hereinafter referred to as Society).

Article II Purposes:

It shall be the purpose of this Society to: foster and expand the understanding and appreciation of mycology as a hobby and a science, assist related institutions or societies in the furtherance of these purposes, and do all other things necessary to carry out the purposes set forth in the Articles of Incorporation. In addition provide a forum for the study and education of amateur mycology: to foster stewardship and protection of natural mycological resources; to enhance appreciation of all aspects of mushrooms (taxonomy classification). Ecology, toxicology (detection and treatment of poisoning). Gastronomy (art/science of good eating), cultivation and other aspects of their use). To promote safe and ethical wild mushroom harvesting.

Article III Offices:

The principal office of the Society shall be determined by the Board of Trustees who may change the location as necessary within Yakima County, Washington. The principal address will be included on the Society website as (YVMS, P.O. Box 9971, Yakima WA 98909). The Society shall have and continuously maintain in the State of Washington a registered office and a registered agent, whose office is identical with such registered office as required by the Washington Nonprofit Corporation Act. The registered office may be but need not be identical with the principal office in the State of Washington, and the address of the registered office may be changed from time to time by the Board of Trustees.

Article IV Membership:

Section 1 - Classes of Membership. The Society shall have four (4) classes of membership as follows:

- a. **Individual/Family Membership** (Family membership, 2 adults and all children under 18 living at home)
- b. **Student Membership** (which shall be available either as an individual or family basis where the individual or head of the family is a full-time student)
- c. **Life Membership** (which may be either individual or family)
- d. **Complimentary Membership** (which may be either individual or family)

Section 2 - Election to Membership.

- a. Individual, family, and student memberships are open to all interested persons who pay the annual dues established as provided herein. (See Section 4 below)
- b. No person shall be denied membership because of race, religion, color, age, sex, sexual preference, or handicap. The Board reserves the right to terminate membership for any reason not prohibited by law.
- c. Election to life membership may be only by majority vote of the Board of Trustees and may be granted to any person.

Section 3 - Voting Rights

Each individual/family membership shall be entitled to just one vote on each matter submitted to a vote of the members, except that complimentary memberships shall have no voting privileges.

Section 4 - Annual Dues

The Board of Trustees may determine, from time to time, the annual dues payable to the Society by Members of each class.

Section 5 - Term of Membership and Termination.

The term of paid individual/family, and student memberships shall be from January 1 through December 31, except that new memberships issued after October 1 of any calendar year shall be extended to include the following calendar year without additional payment of dues. "New memberships" shall not include any membership which has lapsed for nonpayment of dues. Annual dues are payable on or before January 1 and those memberships not renewed by prescribed payment will be dropped from the Society rolls and terminated on February 15. Life memberships shall be for life, and complimentary memberships shall be for such term as is designated by the Board of Trustees when such membership is granted.

Section 6 - Membership Cards

For each membership there shall be issued a card, which shall bear class of membership, and Individual member's name or the name of the head of the family in the event of a family membership, such other information as the Board of Trustees may deem proper, and the signature of the chairperson of the Membership Committee.

Section 7 - Transfer of Membership

Membership in the Society shall not be assignable or transferable

Section 8 - Rights on Termination

In the event of the termination of any membership for any reason, including death, resignation Or failure to pay dues, no portion of the property or assets of the Society shall pass to persons holding such membership or to the estate of a deceased person holding a membership, nor shall the holder of Such a membership have any claim or right, title or interest in or to any of the property or assets of the Society.

Section 9 – Termination Liability

Neither the Society, Board of Trustees, individual members of the Board of Trustees or any other Members of the Society shall have any liability whatsoever of the termination of any membership in this organization.

Article V Meetings of Members:

Section 1 – Annual Meetings

An annual meeting of the members shall be held in March of each year at such time and place as shall be designated by the Board of Trustees for the purpose of installing elected officers and elected trustees and for transacting such other business as may come before the meeting. Notice of such annual meeting shall be in writing (posted on web site, email, or other electronic notification or physical letter if requested) not less than ten (10) nor more than (50) days before such meeting.

Section 2 – Special Meetings

Special meetings of the membership may be held from time to time as called by the Board of Trustees upon the Board's notice of the time and place of such meeting, in writing (posted on web site, email, or other electronic notification or physical letter if requested), not less than five (5) nor more than fifty (50) days before the date of the meeting, together with a short statement of the subject of such special meeting. The Board of Trustees shall also call such a special meeting to take place within thirty (30) Days of receipt of a petition which states the purpose of such meeting and contains the signatures of 10 percent of the membership.

Section 3 – Regular Meetings

Regular monthly meetings of the Society will be held monthly except January, July, August and December at a location and time selected by the Board of Trustees. The annual Banquet may be Considered a regular meeting by action of the Board of Trustees. Notice of meetings giving date Time, and location will be in writing (posted on web site, email, or other electronic notification or Physical letter if requested) and mailed (10) days prior to the event.

Section 4 – Quorum

A quorum at any meeting of the membership shall consist of those members present, and a Majority of those present may transact such business as shall come before such meeting.

Section 5 – Procedure

The President, or if absent the Vice-President, shall preside at membership meetings, and each Meeting shall be conducted under Robert’s Rules of Order Revised. A two-thirds vote of the meeting shall be required in order to suspend the rules.

Article VI Board of Trustees:

Section 1 – General Powers

The business and property of the Society shall be managed by a Board of Trustees composed of

- a. Six (6) elected Trustees
- b. Secretary
- c. Treasurer
- d. Vice-President
- e. President
- f. Immediate Past President

Trustees must be members in good standing in the Society, must be at least eighteen (18) years of age and must have affiliation other than through complimentary membership. More than one member of a family membership may hold office at the same time. No person shall serve on the Board more than two (2) consecutive full terms unless that person is elected to a higher designation than the one previously held by that person.

Section 2 – Tenure

Each member of the Board of Trustees shall hold office for two (2) years or until a successor shall have been elected. The Vice-President and Secretary shall be elected on odd dated calendar years (i.e. 2011, 2013). The President and Treasurer shall be elected in even dated calendar years (i.e. 2012, 2014). Three of the six (6) elected trustees are to be elected each year.

Section 3 – Vacancies

Any vacancy occurring in the Board of Trustees (except vacancies at the end of a member's designated term) shall be filled through appointment by the Board of Trustees. The positions of President, Vice-President, Treasurer, Secretary or Elected Trustees shall be filled by and appointee of the Board of Trustees for the remainder of the predecessor's term. Except as specified in Article VII Section 5 & 6. Alternate Trustees receiving the most votes in the previous election shall be considered by the Board of Trustees as prime candidates to fill vacancies. Also a Trustee may be appointed by the Board to fill and office vacancy. If no alternate Trustee is available then the vacancy shall be filled by election by the board of any person eligible to run for a position on the Board. The position of any board member may be considered vacant after three consecutive board meeting absences.

Section 4 – Meetings

Regular or special meetings of the Board of Trustees shall be held at such times and places as the President, or the Vice-President in case of the absence or disability of the president, or any three (3) Trustees shall designate by giving not less than twenty-four (24) hours oral or written notice To the other Trustees. The Board of Trustees may provide by resolution the time and place either With in or without the State of Washington , for the holding of regular or special meetings of the Board without other notice than such resolution. A polling by telephone, electronic contact, or by Mail of all of the members of the Board resulting in no less than a quorum may be made in an Emergency.

Section 5 – Quorum

A majority of the Board of Trustees members shall constitute a quorum for the transaction of Any business meeting of the Board of Trustees.

Section 6 – Manner of Acting

At all regular or special meetings of the Board of Trustees the President shall act as chairperson And the minutes of the meeting shall be recorded by the Secretary. The act of a majority of The Trustees present at a meeting at which a quorum is present shall be the act of the Board Of Trustees.

Article VII Officers and their Duties:

Section 1 – Officers

The officers of the Society shall consist of a President, Vice-President, Treasurer, and a Secretary, who shall be elected by the membership per Article VI, Section 2 and shall serve For a term of two (2) years or until their successors are elected. Officers must be persons who Meet the requirements for the Board of Trustees membership.

Section 2 – Vacancies. See Article VI Section 3

Section 3 – President

The President shall be the principal executive officer of the Society and shall in general Supervise and control all business and affairs of the Society. The President shall preside at all Meetings of the members and of the Board of Trustees. The President shall sign, with the Secretary or any other proper officer of the Society authorized by the Board of Trustees, any Deeds, mortgages, bonds, contracts, or other instruments which the Board of Trustees has Authorized to be executed, except in cases where the signing and execution thereof shall be Expressly delegated by the Board of Trustees or by the bylaws or by statute to some other Officer or agent of the Society. In general, the President shall perform all duties incident to The office of President and such other duties as may be prescribed by the Board of Trustees From time to time.

Section 4 – Vice-President

In the absence of the President or in the event of the President's incapacity to act, the Vice-President shall perform the duties of the President and when so acting shell have all the Powers of and be subject to all the restrictions upon the President. The Vice-President shall Perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Trustees.

Section 5 – Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities Of the Society, receive and give receipts for moneys due and payable to the Society from any Source whatsoever, and deposit all such moneys in the name of the Society in such banks, trust Companies or other depositories as shall be selected by the Board. In general, the Treasurer Shall perform all the duties incident to the office of Treasurer and such other duties as from Time to time may be assigned to the Treasurer by the President or by the Board of Trustees.

Section 6 – Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees in one or more books provided for that purpose; see that all notices are duly given in Accordance with the provisions of these bylaws or as required by law, be custodian of the Corporate records and of the seal of the Society and see that the seal of the Society is Affixed to all documents, the execution of which on behalf of the Society under its seal is duly authorized in accordance with the provisions of these bylaws. Keep a register of the post office address of each member, which shall be furnished to the Secretary by such member (this duty may be delegated to the Membership Chairperson or a Database Manager). In general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Trustees.

Section 7 – Limitation on Board of Trustees Authority to Remove Officers

In the event of any officer's absence or disability, refusal or neglect to act, the Board of Trustees shall appoint any eligible member to hold office and to assume duties and authorities of the officer for any period that the Board sees fit but not in excess of the unexpired term. If the Board does transfer duties of an officer, the removed officer shall not be allowed to function as a Member of the board.

Article VIII Nominations and Election

Section 1 – Nominations

The Board of Trustees shall at a meeting in October appoint an Election Committee Consisting of not less than three (3) member of the Society, whose duty it shall be to canvas The eligible membership and to nominate a person or persons for each of the open offices And open Elected Trustees positions on the Board of Trustees to be filled at the next annual Meeting. At the November and February regular membership meetings, The Election Committee will announce the names of the persons nominated as of that time, and at those Two meetings the membership may nominate from the floor additional candidates for any of The open positions. At the end of nominations from the floor at the February meeting, the Nominations will be closed. A candidate for the positions as officer may also be a candidate For one of the Elected Trustee position, and in the event of election as officer that person's Votes as Trustee shall be disregarded.

Section 2 – Voting

Not later than thirty (30) days following closing of nominations, the Election Committee shall prepare and mail to the membership ballots listing the open officer and Elected Trustees Positions and the names of all candidates for each positions. The ballots shall fix a date not more than seven (7) days before the annual meeting by which all ballots must be returned to the Election Committee. At any time after the date so fixed, the chairperson of the Election Committee shall convene a meeting of the Committee for the purpose of opening and counting all ballots. A plurality of all ballots cast for any candidate for any officer position shall elect such candidate, and the five (5) nominees to the Board of Trustees receiving the highest number of votes shall constitute the current year's Elected Trustee portion of the Board. The next three (3) nominees with the greatest number of votes shall be designated as "Alternates" and be first in line for appointment to the Board vacancies occur. The names of all candidates elected shall be announced at the annual meeting of the membership. The newly elected officers and trustees will take office at the April Board Meeting.

Article IX Waiver of Notice

Whenever any notice is required to be given under the provisions of the Washington Nonprofit Corporation Act or under the provisions of the Articles of Incorporation or the bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after to time stated herein, shall be deemed equivalent to the giving of such notice.

Article X Amendments to Bylaws

All proposed amendments to the bylaws shall be presented to the Board of Trustees at a Meeting called with notice of such proposed amendment. If it is adopted by the Board, it shall be submitted to the membership at a special meeting or a regular meeting called for the purpose of considering such amendment, and shall be adopted by the Society if it receives a two-thirds vote of members voting at such meeting. Notification of said meeting shall be as stated in Article V.