

**BY-LAWS OF
THE YAKIMA VALLEY MUSHROOM SOCIETY**

Commented [CS1]: Moved to signature page at the end of the document.

**ARTICLE I.
NAME, PURPOSES, AND TERRITORY**

Section 1. Name.

The name of this not-for-profit corporation shall be the **YAKIMA VALLEY MUSHROOM SOCIETY**

~~(Hereinafter referred to as the "Society").~~

~~**Article II Purposes:**~~ **Section 2. 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~~ 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.

Section 3. Offices.

~~**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

Section 4. Rules Trustees.

Commented [CS2]: Helps in filing for 501(c)3 status

The following rules shall conclusively bind the Society and all persons acting for or on behalf of it:

- (a) No part of the net earnings of the Society shall inure to the benefit of, or be distributed to, its directors, officers, committee members or other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above.
- (b) No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf or in opposition to any candidate for public office. Notwithstanding any provision of these Bylaws, the Society shall not carry on any activity not permitted to be carried on by:
 - (i) a corporation exempt from federal income tax under Section 501(c)(3) of the IRC (or the corresponding provision of any future United States Internal Revenue Law); or
 - (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the IRC (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II. **MEMBERSHIP**

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 years of age)

_____ 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.~~

~~Complimentary membership shall not carry voting privileges.~~)

Section 2. –Election to Membership.

a. Individual, family, and student memberships are open to all interested persons who pay ~~the~~

_____ annual dues established by the Board of Trustees 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~~Member Rights & Obligations

a. Each member has the responsibility to support the purpose and objectives of the Society. _____

~~b. 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~~

Commented [CS3]: Defines that members must act in a manner that supports the purposes of the Society.

~~privileges. Each member, except a complimentary member, shall be entitled to hold elected office and participate in committees; vote in elections on all matters presented to the Society's Voting Members; and attend the member meetings and social functions of the Society. Each eligible Voting Member in good standing shall have one (1) vote in Society elections and on all other matters presented to the Voting Members. All Society members must abide by these bylaws.~~

Commented [CS4]: Simplifies the voting process. Instead of each household having one vote, each member over 18 gets a vote. Much easier to track and enforce, especially for in-person voting.

Section 4. –Annual Dues.

The Board of Trustees may determine, from time to time, the annual dues payable to the ~~S~~ 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 ~~D~~ 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 ~~6.7~~ – Transfer of Membership.

Membership in the Society shall not be assignable or transferable

Section ~~7.8~~ – 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 ~~s~~Such a membership have any claim or right, title or interest in or to any of the
~~_____~~ property or assets of the Society.

Section ~~8.9~~ – Termination Liability.

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

**~~ARTICLE III.~~
~~ARTICLE V. MEETINGS OF MEMBERS:~~**

Section ~~1~~ – Annual Meetings.

An annual meeting of the voting 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~~

Commented [CS5]: Should be defined in standard procedures

~~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 or President, 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) ~~d~~Days of receipt of a petition which states the purpose of ~~such~~ meeting and contains the signatures of ~~ten (10)~~ percent of the ~~voting~~ membership.

Commented [CS6]: RCW states this also can be called by the principal officer of the Board.

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. Regular monthly meetings of the membership shall occur at least six (6) times per year. The dates, times, and locations of such meetings will be determined by the Board of Trustees. The Society may hold additional educational, social, and other meetings and functions as determined by the Board of Trustees.~~

Commented [CS7]: It's important to not stipulate your meeting schedule in the bylaws, so you are not out-of-compliance if unforeseen events occur. This can certainly be defined in standard procedures.

Section 4. Notice.

Notice stating the place, day, and time of the annual meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting to each member entitled to vote at such meeting. Notice of regular meetings other than annual shall be made by providing each member with the adopted schedule of regular meetings for the ensuing year at any time after the annual meeting and ten (10) days prior to the next succeeding regular meeting and at any time when requested by a member or by such other notice as may be prescribed by these bylaws.

Commented [CS8]: All wording related to meeting notices consolidated here to reflect RCW 24.03.080

Section 4—5. Quorum.

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

Section 6.5—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.~~ Generally accepted parliamentary authorities (such as Robert's Rules of Order) may instruct the Society in all applicable situations insofar as they are not inconsistent with these bylaws, applicable law, or any rule of the Society.

Commented [CS9]: Simplified rules to match what we are actually doing in practice.

Section 7. Minutes.

The Society will maintain minutes of all meetings of the voting membership and will provide copies of those minutes to voting members upon request.

ARTICLE IV. ARTICLE VI
BOARD OF TRUSTEES:

Section 1. —General Powers.

Commented [CS10]: Essentially gives the Board more explicitly the authority to conduct the business of the Society. Mostly to cover the authority to make and change policies and procedures.

The business and property of the Society shall be managed by a Board of Trustees, which shall have supervision, control, and direction of the affairs of the Society; shall determine policies or changes therein within the limits of these bylaws; and shall actively promote its purposes and have discretion in the disbursement of its funds. The Board of Trustees may adopt such rules and regulations for the conduct of its business as shall be deemed advisable and may, in the execution of the powers granted, appoint such agents as it may consider necessary. ~~composed of~~

Section 2. Composition.

The Board of Trustees shall be comprised of:

- a. ~~President~~ ~~Six (6) elected Trustees~~
- b. ~~Vice -President~~ ~~Secretary~~
- c. Immediate Past President ~~Treasurer~~
- d. ~~Treasurer~~ ~~Vice -President~~
- e. ~~Secretary~~ ~~President~~
- f. An additional six (6) elected Trustees, as Members at Large

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 _____ ~~B~~ board more than two (2) consecutive full terms unless that person is elected to a ~~higher~~ designation/different position than the one previously held by that person.

Commented [CS11]: We can also leave this at 6, but having fewer members on the Board means fewer have to be in attendance to make a quorum. Typical Board practice is to have no fewer than 7 and no more than 12 members.

Commented [CS12]: The wording of this phrase would make it so that a person who was once elected President could never hold position of secretary or Member at Large. Important to remove some of the barriers to serving on the Board to have a sustainable Board.

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~~Vice President and Secretary shall be elected on odd dated calendar _____ years (i.e. 201944, 204321). The President and Treasurer shall be elected in even dated calendar years _____ (i.e. 204220, 204422). The Immediate Past President shall serve a term for two (2) years following their term as President. Three of the six (6) elected trustees are to be elected each year.

Commented [CS13]: This would need to be changed back if we decide to leave the elected trustees at 6.

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 Bboard of any _____ person eligible to run for a position on the Board. The position of any Bboard member may be _____ considered vacant after three consecutive board meeting absences.

Commented [CS14]: Remove language that refers specifically to other sections. This keeps us from accidentally referring to sections that no longer exist in future versions of the Bylaws.

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~~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 _____ T to the other Trustees. The Board of Trustees may provide by resolution the time and place either

~~W~~ with-in or without the State of ~~Washington~~, 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 ~~M~~mail of ~~all of all~~ the members of the Board resulting in no less than a quorum may be made in an ~~E~~emergency.

Section 5. —Quorum.

A majority of the Board of Trustees' members shall constitute a quorum for the transaction of

~~A~~ 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

~~A~~ and the minutes of the meeting shall be recorded by the Secretary. The act of a majority of

~~T~~he Trustees present at a meeting at which a quorum is present shall be the act of the Board

~~O~~ of Trustees.

Section 7. Elections.

The Board of Trustees and Officers shall be elected by the membership of the Society as defined in the Society's Standard Procedures. In the event of a tie for any position, there shall be a second balloting of the membership for the position(s) in question.

Section 8. Resignation & Removal.

A Trustee may resign in writing submitted to the Society's President. In the case of the resignation of the President, the resignation will be submitted to the Secretary who will refer such resignation to the Board of Trustees. A resignation will be effective on the acceptance date of the resignation as determined by the Board of Trustees. A Trustee who no longer meets the qualifications for office shall be automatically removed and such vacancy shall be filled in accordance with these bylaws. A Trustee may be removed, with or without cause, by a two-thirds (2/3) majority vote of the voting members at any regular or special meeting at which

Commented [CS15]: The election process should be defined in standard procedures. The previous language did not at all reflect what we have been doing as a Society.

Commented [CS16]: Cleaned up and consolidated the process for removing a Board member or tendering resignation. This is one procedure that should be defined in Bylaws, because the Board should not be able to define this ad hoc.

a quorum of the voting members is present, when in their judgment the best interest of the Society would be served by such removal.

**ARTICLE V. ARTICLE VII
-OFFICERS AND THEIR DUTIES:**

Section 1. ~~—Officers.~~

The officers of the Society shall consist of a President, ~~Vice-President~~ Vice President, Treasurer, and a

~~Secretary~~, who shall be elected by the membership per Article ~~IV, 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. These officers may also be referenced as the executive board. Additional duties may be outlined in the Society's Standard Procedures.

Section 2 – Vacancies. See Article VI Section 3

Section ~~23.~~ – 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

Commented [CS17]: Starting to reference the Standard Procedures. The duties of the officers in the Bylaws are mostly legalese. Specific duties and responsibilities are typically defined in policies or procedures.

_____ From time to time.

Section 34. – Vice -President.

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

Section 45. – Treasurer.

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

Section 56. – Secretary.

The Secretary shall keep the minutes of the meetings of the members and of the Board
of
_____ T Trustees ~~in one or more books provided for that purpose~~; see that all notices are duly
given in
_____ A accordance with the provisions of these bylaws or as required by law, be custodian of
the
_____ C corporate records and of the seal of the Society and see that the seal of the Society is
_____ A 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.

In ~~general~~~~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.~~

Commented [CS18]: This was consolidated into Article IV, Section 8 above for all Trustee members.

~~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.~~

Commented [CS19]: Consolidated into Article IV, Section 7 above.

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 VI.
WAIVER OF NOTICE

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 n
~~n~~otice,
~~_____~~ whether before or after to time stated herein, shall be deemed equivalent to the giving of
such
~~_____~~ notice.

~~ARTICLE VII.~~ ~~ARTICLE X~~
~~AMENDMENTS TO BYLAWS~~

All proposed amendments to the bylaws shall be presented to the Board of Trustees at
a
~~_____~~ M Meeting called with notice of such proposed amendment. If it is adopted by the
Board, it
~~_____~~ S shall be submitted to the membership at a special meeting or a regular meeting called
for
~~_____~~ T 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 VI.~~

Commented [CS20]: Again, removing references to other sections of the Bylaws.

ARTICLE VIII.
DISSOLUTION

In the event of the dissolution of the Society, the Society Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Society, transfer all remaining assets of the Society to such organization or organizations as shall at the time qualify as a tax-exempt organization or organizations recognized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding provision of any future United States Internal Revenue statute, as the Society Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the court of general jurisdiction of the county in which the principal office of the Society is then located, exclusively for such purposes in such manner, or to such organization or organizations that are organized and operated exclusively for such purposes, as said court shall determine.

Commented [CS21]: Re-wording the previous amendment on dissolution to reflect generally accepted language on dissolution. This allows more flexibility in the event of dissolution (for instance, if the Arboretum no longer existed).

CERTIFICATE OF SECRETARY

Commented [CS22]: Certificate for filing with the State of Washington

I, the undersigned, do hereby certify:

That I am the duly elected and qualified Secretary of the YAKIMA VALLEY MUSHROOM SOCIETY, a not-for-profit Corporation, and that the foregoing Bylaws, consisting of ten (10) pages, including signature page, constitute the amended Bylaws of said corporation as amended [DATE].

Mike Cabbage, Secretary

Date

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