

# **BYLAWS OF THE YAKIMA VALLEY MUSHROOM SOCIETY**

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

### **Section 1. Name.**

The name of this not-for-profit corporation shall be the **YAKIMA VALLEY MUSHROOM SOCIETY** (the "Society").

### **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, 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.**

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.**

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**

### **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 annual dues established by the Board of Trustees .
- 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. Member Rights & Obligations**

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

b. 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.

### **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 membership" 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. Transfer of Membership.**

Membership in the Society shall not be assignable or transferable

### **Section 7. 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 8. 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 III. MEETINGS OF MEMBERS**

### **Section 1. Annual Meetings.**

An annual meeting of the voting members shall be held 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.

### **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. The Board of Trustees shall also call 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 ten (10) percent of the voting membership.

### **Section 3. Regular Meetings.**

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.

### **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.

## **Section 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. Procedure.**

The President, or if absent the Vice President, shall preside at membership meetings. 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.

## **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. BOARD OF TRUSTEES**

## **Section 1. General Powers.**

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.

## **Section 2. Composition.**

The Board of Trustees shall be comprised of:

- a. President
- b. Vice President
- c. Immediate Past President
- d. Treasurer
- e. Secretary
- 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 board more than two (2) consecutive full terms unless that person is elected to a different position 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. 2019, 2021). The President and Treasurer shall be elected in even dated calendar years (i.e. 2020, 2022). 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.

## **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 an appointee of the Board of Trustees for the remainder of the predecessor's term. Alternate Trustees receiving the most votes in the previous election shall be considered by the Board of Trustees as prime candidates to fill vacancies. A Trustee may be appointed by the Board to fill an 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 within 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 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.

### **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 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. 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 IV 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. 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 3. 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 shall 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 4. 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 5. Secretary.**

The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees; 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.

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.

#### **ARTICLE VI. 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 VII. 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.

#### **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.

## CERTIFICATE OF SECRETARY

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].

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Mike Cabbage, Secretary

Date

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