

## BYLAWS OF THE PUGET SOUND MYCOLOGICAL SOCIETY

Adopted June 14, 1971 and amended May 10, 1976; June 9, 1980; January 11, 1982; December 8, 1986; February 9, 1988; January 8, 2002; April 8<sup>th</sup> 2014.

### ARTICLE I

#### *Name*

The name of this nonprofit corporation is THE PUGET SOUND MYCOLOGICAL SOCIETY (“PSMS”).

### ARTICLE II

#### *Purposes*

PSMS’s purpose is 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.

### ARTICLE III

#### *Offices*

The Board (defined below in Article VI, Section 1) will determine the principal office of PSMS, and may change the location as necessary within King County, Washington. The principal address will be included in each edition of the PSMS newsletter, *Spore Prints*.

PSMS will maintain a registered office and a registered agent located in the State of Washington, which will be the registered office required by the Washington Nonprofit Corporation Act. The Board may change the registered office from time to time. The registered office may be, but need not be, the same as the principal office of PSMS.

### ARTICLE IV

#### *Membership*

*Section 1 - Classes of Membership:* PSMS will offer four classes of membership (each is a “**Membership**,” and all persons/organizations holding the Membership are “**Members**”):

- a. Individual or Household Membership, where “**Household**” means an adult and a single adult spouse/partner living at the same address (no more than 2 persons), and that couple’s children who are under 18 years of age and living in the same household as the adult/adult partner;
- b. Student Membership, which is available to an individual who is a full-time, post-high school student possessing a current student ID card (which card must be presented upon PSMS request);
- c. Life Membership, which may be given to either an individual or Household;
- d. Complimentary Membership, which may be given to an individual, Household, or organization.

*Section 2 - Election to Membership:*

- a. Individual, Household, and student Memberships are available to all interested persons who pay the applicable annual dues (see Article IV, Section 4 below).
- b. No one will be denied membership in PSMS because of race, religion, color, age, sex, sexual preference, national origin or disability.
- c. The Board, by majority vote, may grant a life Membership to recognize services performed for PSMS;
- d. The Board, by majority vote, may grant to any person, Household or organization a complimentary membership, along with the associated privileges determined by the Board, to recognize service to PSMS.

*Section 3 - Voting Rights:* Memberships (excluding any complimentary Memberships with no voting privileges) with one Member will have one vote, and Memberships with more than one Member will have two votes.

*Section 4 - Annual Dues:* The Board will determine the annual dues that each class of Membership must pay to PSMS, except for complimentary Memberships, which pay no annual dues.

*Section 5 - Term and Expiration of Membership:*

- a. The term of a life Membership is the life of the Member(s); the term of a complimentary Membership is the length of time designated by the Board at the time the Membership is granted.
- b. The term of a paid individual, Household, and student Membership will begin on July 1 and end on June 30
- c. To renew a paid Membership, the Member(s) must pay the applicable annual dues by June 30. Any Memberships not renewed will be dropped from the PSMS roster and expire on July 31.

*Section 6 - Membership Certificate:* PSMS may issue a certificate or card for each Membership, signed by the Membership Committee chairperson. The card or certificate will designate the class of Membership, an individual Member's or head of Household's name (as applicable), and any other information the Board determines.

*Section 7 - Transfer of Membership:* Members may not transfer or assign their Membership in PSMS to another person or organization.

*Section 8—No Property Rights on Membership Termination or Expiration:* If a Membership expires or terminates for any reason (including death, resignation, or failure to pay dues), no portion of PSMS's property or assets will pass to the Member(s) holding the Membership, or to the estate of a deceased Member who held the Membership. No Member will have any claim, right, title, or interest in or to any of PSMS's property or assets.

*Section 9 - Termination Liability:* None of PSMS, the Board, the individual Board members or any other PSMS Members will have any liability whatsoever for the expiration or termination of any Membership, for any reason.

## **ARTICLE V**

### ***Member Meetings and Newsletter***

*Section 1 - Annual Meeting:* An annual meeting of the Members will be held each year at the time and place selected by the Board for the purpose of introducing the newly elected Officers and Trustees (each as defined below in Article 6, Section 1) and for transacting any other applicable business. Members will be given written notice (via mail, email, or other electronic contact) of the annual meeting at least 10 but no more than 50 days before the annual meeting.

*Section 2 - Special Meetings:* Special meetings of the Members may be held from time to time as determined by the Board. The Board will give Members written notice (via mail, email, or other electronic means) of any special meetings, including the time and place of the meeting, at least 5 but no more than 50 days before the special meeting, together with a short statement of the subject of the special meeting. The Board will also call a special meeting to take place within 30 days after the Board receives a petition that states the purpose of a meeting and contains the signatures of 10 percent of the Memberships (for clarity, only one signature is required for a Household Membership).

*Section 3 - Regular Meetings:* Regular meetings of the Members will be held monthly, except July and August, at the time and place selected by the Board. The "Survivors Banquet" in March can serve as the annual meeting. Notice of the date, time and place of each regular Member meeting will be printed in *Spore Prints*, which will be mailed or otherwise distributed 10 days prior to the meeting.

*Section 4 - Quorum:* In all cases and regardless of the number of Members present, the Members present at a Members meeting will constitute a quorum, and a majority of those present may transact the business presented at the meeting.

*Section 5 - Procedure:* The President, or if absent the Vice President, will preside at Members meetings, and each meeting may be conducted under Robert's Rules of Order Revised, if desired by the presiding Officer.

*Section 6 – Newsletter:* PSMS will use reasonable efforts to distribute a physical or electronic copy of the PSMS newsletter entitled *Spore Prints* each month, excluding July and August, to all Memberships (unless otherwise decided by the Board; i.e., in the case of certain complimentary Memberships).

**ARTICLE VI**  
**Board of Trustees**

*Section 1 – Definitions.* The President, Vice President, Secretary and Treasurer, who is each a PSMS trustee, is also an “**Officer.**” The ten trustees who are not Officers are each a “**Trustee.**” The “**Board**” means the board of all PSMS trustees, including the Officers, Trustees, and the immediate past President. Each member of the Board is a “**Board member.**”

*Section 2 – General Powers:* The Board will manage the business and property of PSMS.

*Section 3 – Composition of the Board.* Each Board member must be at least 18 years old, be able to attend Board meetings in person, and hold a current paid or life Membership. More than one Member of a Household Membership may be on the Board at the same time, but no two members of a family or household may serve as Officers at the same time.

*Section 4 - Tenure:* The term of each Board member position will be 2 years. The term of each alternate Trustee position will be 1 year. The President and Secretary will be elected in odd calendar years. The Vice President and Treasurer will be elected in even calendar years. Five Trustees will be elected each year.

*Section 5 – Term Limits.* Except for the Officers as described below in this Section 5, no person will serve on the Board more than 2 consecutive full terms unless that person is elected to a higher ranked position than the one previously held by that person. The rankings are:

- 1 – Immediate Past President (the highest ranking for purposes of re-election)
- 2 – President
- 3 – Vice President
- 4 – Treasurer
- 5 – Secretary
- 6 –Trustee

After an Officer has served two consecutive 2-year terms in the same office, that Officer may continue to run for consecutive terms for the same office if the following occurs for each subsequent 2-year term: (a) the Officer meets the Officer qualifications (see Article VII below), and (b) the Board approves, by silent/ballot vote, an exception to the 2-term limit by a 2/3 vote.

*Section 6 - Vacancies:* The Board will appoint a replacement Board member to fill any vacancy (including a vacancy created under Article VII, Section 5) occurring mid-term on the Board. The Board may deem, by a 2/3 silent/ballot vote of all other Board members (i.e., not 2/3 of a quorum of Board members), any Board member’s position vacant after that Board member has been absent at 3 consecutive Board meetings. Except for Officer positions (for which the process is described in Article VII), if there is a Trustee vacancy, the remaining Board members will appoint the alternate Trustee who received the most votes in the previous election. If no alternate Trustee is available, then the Board will appoint, by majority vote, an eligible Member to fill the vacated position for the remainder of the then-current term.

*Section 7 - Meetings:* The Board will meet at regular and special Board meetings at the times and places selected by the President, or the Vice President in case of the absence or disability of the President, or any 3 Board members, by giving the other Board members at least 24 hours oral or written (including via email) notice. The Board may resolve that the regular Board meetings (and the resolution will constitute giving notice of the meetings) will always be held at a certain time and place, which may be in or outside of the State of Washington. The presiding Officer will follow the spirit of Robert’s Rules of Order Revised at all Board meetings. In an emergency requiring a decision by the Board, the President (or Vice President or any 3 Trustees) must notify all other Board members and must get a response from at least a quorum of all Board members by telephone, email, other electronic contact, or by mail, in order to act on behalf of PSMS.

*Section 8 - Quorum:* Subject situations where these Bylaws require a vote by all Board members, a majority of the Board members will constitute a quorum that can transact the business of the Board. In addition, alternate Board members can attend and vote at Board meetings if their presence would constitute a quorum.

*Section 9 - Manner of Acting:* At all regular and special Board meetings, the President will act as chairperson and the Secretary will record the minutes of the meeting, a copy of which will be kept in the PSMS office. Except where these Bylaws require a 2/3 vote, or the Board determines that a decision requires a 2/3 or unanimous vote, the act of a majority of the quorum of Board members will constitute an act of the Board.

*Section 10 – Checks and Legal Documents:* The Board will determine preauthorized PSMS spend limits for Board members and other Members. Any amounts that Board members and other Members wish to spend on behalf of PSMS above those amounts require prior Board approval. The Board must review and approve all contracts and other legal documents (excluding checks within the pre-authorized spend limits) before the contracts are entered into or the documents are signed by the authorized Officer.

## **ARTICLE VII** ***Officers and Their Duties***

*Section 1 - President:* The President is the principal executive officer of PSMS and will generally supervise and control all of the business and affairs of PSMS. The President will preside at all Member and Board meetings. The President (or the Secretary or any other Officer authorized by the Board) will have the authority to sign contracts, deeds, mortgages, bonds, and other negotiable instruments (other than checks) that the Board has authorized to be executed, except in cases where these Bylaws, the law, or the Board delegates signing and execution to another PSMS Officer or agent. The President will also have the authority to sign checks up to amounts approved by the Board. In general, the President will perform all duties incident to the office of President and any other duties that are prescribed by the Board from time to time.

*Section 2 - Vice President:* In the absence of the President or in the event of the President's incapacity to act, the Vice President will perform the duties of the President, and when acting in the capacity of the President, will have all the powers of and be subject to all the restrictions of the President. The Vice President will perform all other duties that the President or Board from time to time assigns to the Vice President. In the case of the absence or disability of the President and the Vice President, or the President and Vice President's refusal or neglect to act, the Board will appoint and direct a Member (who is eligible to hold the Vice President's position) to assume the Vice President's duties and authorities for any period that the Board see fit (not to exceed the unexpired term).

*Section 3 - Treasurer:* The Treasurer must be a member of PSMS for 4 cumulative years (unless 2/3 of all Board members agree otherwise), knowledgeable about accounting and tax rules and practices, and knowledgeable about the current PSMS accounting software. If required by the Board, the Treasurer will give a bond for the faithful discharge of the Treasurer's duties in the amount and with the surety(ies) determined by the Board. The Treasurer will (a) have the care and custody of, and be responsible for, all PSMS funds and securities, (b) have the authority to sign checks up to amounts approved by the Board; (c) receive and give receipts for amounts due to PSMS from any source whatsoever, and (d) deposit all amounts in the name of PSMS into the PSMS bank or trust account(s), or other depositories selected by the Board. In general, the Treasurer will perform all duties incident to the office of Treasurer and other duties assigned by the President or Board from time to time. In the absence or disability of the Treasurer, or the Treasurer's refusal or neglect to act, the Board will appoint and direct a Member (who is eligible to hold the Treasurer position) to assume the Treasurer's duties and authorities for any period the Board sees fit (not to exceed the unexpired term of office). If no Member with the qualifications above will run for Treasurer, then the Board may hire a consultant to perform the accounting and bookkeeping functions of the Treasurer position.

*Section 4 - Secretary:* The Secretary will (a) record the minutes of the Board meetings and the annual Members meeting, (b) keep the minutes in a minute book in the principal PSMS office, (c) see that all notices are fully given in accordance with these Bylaws or as required by law, (d) keep a register of the post office address of each Member, as furnished by such Member, which the Secretary may delegate to the Membership Committee chairperson, and (e) have the authority to sign contracts, deeds, mortgages, bonds, and other negotiable instruments (other than checks) that the Board has authorized to be executed, except in cases where these Bylaws, the law, or the Board delegates signing and execution to another PSMS Officer or agent. In general, the Secretary will perform all duties incident to the office of Secretary and all other duties that the President or Board assigns from time to time. In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to act, the Board will appoint and direct a Member (who is eligible to hold the Secretary position) to assume the Secretary's duties and authorities for any period that the Board see fit (not to exceed the unexpired term).

*Section 5 – The Board’s Authority to Remove Officers:* The Board may, by a 2/3 silent/ballot vote of all other Board members (i.e., not 2/3 of a quorum of other Board members), remove a Board member from the Board. In the event the Board transfers the duties and authorities of any Officer to someone other than the person elected to that position by the Membership, the Board will also decide whether the person from whom the duties were transferred will remain on or be removed from the Board; but, removing an Officer from the Board requires a 2/3 vote of all Board members as described in this Section.

*Section 6 – The Board’s Authority to Remove Members:* The Board may remove any Member from PSMS for any reason.

**ARTICLE VIII**  
***Nominations and Election***

*Section 1 – Nominations.* At each regular Board meeting in November, the Board will appoint a Nominating Committee consisting of at least 3 Members, none of whom may be Board members seeking re-election, or Officers. At least one member of the Nominating Committee must be a non-Board member. The Nominating Committee will canvas the eligible Members and nominate Members for each of the open Board member positions that need to be filled at the next election. At the regular December and January Membership meetings, the Nominating Committee will announce the names of the Members nominated as of that time, and the Members may also nominate from the floor additional candidates for any of the open Board positions at those meetings. After taking all nominations from the floor at the January Membership meeting, nominations will be closed. A candidate for an Officer position may also be a candidate for a Trustee position, and in the event that person is elected as an Officer, that person’s votes as Trustee will be disregarded and not counted in any way.

*Section 2 – Voting.* No later than 30 days after nominations are closed, the Nominating Committee will prepare and mail or email (or provide by other electronic means) to all voting Members ballots that list the open Board member positions, and the names of all candidates for each position. The ballots will contain a “return date” that is no more than 7 days before the annual Members meeting by which all Members must return their ballots to the Nominating Committee in order to be counted. At any time after the return date, the chairperson of the Nominating Committee will call and hold a Nominating Committee meeting for the purpose of opening and counting the ballots. No candidate running for a Board position will be allowed to count ballots. A plurality of all ballots cast for a candidate for an Officer position will elect that candidate to that office, and the 5 candidates for Trustee who have the most votes will constitute the current year’s Trustee positions on the Board. The next 3 Trustee candidates with the greatest number of votes will be alternate Trustees. The President will announce the names of all elected Board members at the annual Members meeting. The new Board members will take office at the regular April Board meeting. The Board will retain the ballots or electronic results (as applicable) in the principal office for one year after the election.

**ARTICLE IX**  
***Waiver of Notice***

If the Washington Nonprofit Corporation Act, the PSMS Articles of Incorporation or these Bylaws require that PSMS or the Board notifies any person for any reason, and a person waives in writing (including via email) his or her right to receive notice(s), then PSMS or the Board, as applicable, will be deemed to have given that person notice.

**ARTICLE X**  
***Amendments to Bylaws***

All proposed amendments to these Bylaws must be presented to the Board at a Board meeting. If the Board adopts the amendments, the Board will submit the amended Bylaws to the Members at a regular Members meeting, or special Members meeting called for the purpose of considering the amendments. The Bylaws amendments will be adopted by PSMS if the amendments receive a 2/3 vote of Memberships voting at the meeting.