

## 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; May 24, 2016; March 1, 2021.

### 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 of Trustees (Board), (as defined below in Article VI, Section 1) will determine the principal office location 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 and the registered agent 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 individual or any two adults living at the same address (no more than 2 persons), and those member’s children who are under 18 years of age and living in the same household as the adult members;
- 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), unless that person or persons have been previously removed from PSMS or PSMS membership.
- b. No one will be denied membership in PSMS because of education, race, religion, color, age, sex, sexual orientation, national or ethnic origin or physical abilities.
- 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 and Life 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 of the following year.
- 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 in April at the time and place selected by the Board for the purpose of installing 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" can serve as a regular 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 at least 7 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. In the event that neither the President nor Vice President can conduct the meeting, then the President shall appoint an Officer or a Board Member to conduct the meeting.

*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, or unless that Membership elects to opt out of the newsletter.

**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.**” Up to three members running for Trustee Positions in an election who were not elected to a Trustee position for that year will serve as “Alternate Trustees”.

*Section 2 – General Powers:* The Board will manage the business and property of PSMS and/or designate said management.

*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 and be a resident of Washington State. 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. In the event a Board Member has missed 3 consecutive Board Meetings, their Board Position may be considered vacant, given 2/3 of all of the remaining board members agree by silent ballot. Except for Officer Positions (for which the process is described in Article VII), the remaining Board members will appoint the Alternate Trustee who received the most votes in the previous election to fill the position for the remainder of the vacated term. If no alternate Trustee is available, then the Board will appoint, by majority vote, an eligible Member to fill the position for the remainder of the vacated 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 either at a certain time and place or may be virtual. 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 (as defined in Section 8 below) of all Board members by telephone, email, other electronic contact, or by mail, in order to act on behalf of PSMS. Minutes from this emergency meeting and reason thereof should be reflected in the minutes of the next regular meeting. PSMS members may observe Board meetings, or may be invited to speak regarding a particular topic during the meeting. Only Board members have the right to speak during Board discussions, non-board members must be invited to do so.

*Section 8 - Quorum:* Subject situations where these Bylaws require a vote by all Board members, a majority (over 50%) 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 spending 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 must have been a member of PSMS for 4 consecutive years and have served on the Board as a Trustee for a minimum of 2 years (one term) unless 2/3 of all Board members agree otherwise. 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:* The Vice President must have been a member of PSMS for 4 consecutive years and have served on the Board as a Trustee for a minimum of 2 years (one term) unless 2/3 of all Board members agree otherwise. 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 of office).

*Section 3 - Treasurer:* The Treasurer must be a member of PSMS for 4 consecutive years and have served on the Board as a Trustee for a minimum of 2 years (one term) (unless 2/3 of all Board members agree otherwise). The Treasurer must be 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 must have been a member of PSMS for 4 cumulative years and have served on the Board as a Trustee for a minimum of 2 years (one term) unless 2/3 of all Board members agree otherwise. 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 and maintain a record of these minutes in the digital archive, (c) see that all notices are fully given in accordance with these Bylaws or as required by law, (d) 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 of office).

*Section 5 – The Board's Authority to Remove Officers:* Any Board Member may propose a vote of no confidence in any other board member. The Board then 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. At least one member of the Nominating Committee should 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 March 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 March 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**

### ***Membership Chairperson and Membership Records***

The Board of Trustees shall be responsible for choosing a qualified member to serve as Membership Chairperson.

*Section 1 Roster -* The Membership Chairperson will keep a register of the contact information as furnished by each PSMS Member.

*Section 2 Dues –* The Membership Chairperson shall receive and/or collect membership dues in accordance with these bylaws and shall transfer those membership funds to the PSMS Treasurer.

**ARTICLE X**  
***PSMS Name and Member Information***

*Section 1 – PSMS Name* - No member of PSMS may open any account (media, bank, email, social account or any other accounts) in the name of the Puget Sound Mycological Society (also known as PSMS ), without the approval of the PSMS Board of Trustees. No member(s) of PSMS may produce or distribute any product bearing the name of PSMS, or provide any services on behalf of PSMS without approval of the PSMS Board of Trustees.

*Section 2 – PSMS Information* - No Member of PSMS shall use, sell, solicit or share any PSMS Member's-information for use for personal gain or for their business without the written permission of the PSMS member and approval of the PSMS Board of Trustees.

**ARTICLE XI**  
***PSMS Website Management***

*Section 1 – Website Committee.* PSMS has established and will maintain a website committee that is comprised of at least two positions. The Board of Trustees shall be responsible for choosing qualified members to fill these positions. One member may hold more than one position. A member of the Board may also be a member of the website committee. If no Member with the qualifications above will volunteer for these positions, then the Board may hire a consultant to perform the Web Master or Web Designer functions who will work hand in hand with a PSMS board member to manage the website.

- a. The Web Master(s), who is (are) responsible for the technical aspects of the maintenance and functioning of the website.
- b. The Web Editor, who is responsible for content decisions and keeping the website current with timely updates.
- c. When necessary, a Web Designer, who is responsible for the design and implementation of the website will be added.
- d. Other members who help create web content shall submit their content to the Web Editor and Web Master(s) who shall determine if the content is appropriate and who will coordinate with the Web master or Web Designer to make sure that the content fits properly into the web design.

*Section 2 – Web Platform Passwords:* At least two people, including the Web Master(s) and the President of the club shall always have all current passwords used by PSMS for Internet access and the website and that when a new person assumes either of these positions that the passwords be changed. The Web Editor, any Web Designer and Administrators that have duties that require them to have access to portions of the website shall also have access to the passwords needed to perform their duties unless the Web Master or the PSMS President has enabled them to have unhindered access to the website for timely editing, and updating to the areas for which they are responsible as needed. If the Web Editor and/or the Web Designer have the passwords then the passwords shall be changed if a new person assumes either of these positions, or if a position is vacated. None of the persons that are made privy to the PSMS Internet and website passwords shall divulge these passwords to another person except as necessary for changing of personnel in these positions.

*Section 3: Website passwords:* At least 2 persons shall have administration access to the website [www.psms.org](http://www.psms.org). At the discretion of the President or the Board, Committee chairpersons may be given access to the areas of the website that pertain to their committees and duties. When a Committee chairperson vacates their position, their administrative access should be reassigned to the new Chairperson. In certain cases during a training period, both the current and previous committee chairperson may have administrative access to the area(s) that pertain(s) to that particular committee. Administrative access should be kept to a minimum, particularly in the Treasurer's, Membership Chairperson's and website management areas.

*Section 4: Website Backup:* The Board and the Web Master (s) and/or the web host will determine the website backup schedule and the individual(s) who will perform this duty, in order to safeguard the PSMS website and PSMS digital information and records.

**ARTICLE XII**  
***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 XIII**  
***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