

## **NORTHWEST MUSHROOMERS ASSOCIATION BY-LAWS**

**NMA** Incorporated August 21, 1989

By-Laws Amended October 1994, May 1998, March 2015 and March 2018

*Provisional amendments February 1999, March 2017, and March 2018*

### **ARTICLE I**

#### Name

The name of this non-profit corporation shall be Northwest Mushroomers Associations (hereafter referred to as the Association).

### **ARTICLE II**

#### Purpose

It shall be the purpose of the Association to encourage and develop the understanding of mycology. In furtherance of this goal, the Association shall provide for the collection of data and the dissemination of information to the scientific community and the general public. The Association shall also promote an educated approach towards the collection and consumption of edible mushrooms.

### **ARTICLE III**

#### Offices

The principal office of the Association shall be determined by the Board of Trustees (hereafter referred to as the Board) who may change the location as necessary within Whatcom County, Washington. The principal address will be included in each edition of the Association's newsletter, *MushRumors*.

### **ARTICLE IV**

#### Membership

##### SECTION 1: Types of Memberships

The Association shall have five (5) types of membership as follows:

- 1) General Membership. General membership includes an individual or all members of a family or household.
- 2) Student Membership. Student membership is open to all full-time students.
- 3) Complimentary Membership. Complimentary membership may be General or Student, and may be granted to anyone who has made a notable contribution to the Association. Complimentary membership may be of any duration deemed appropriate by the Board.
- 4) Life Membership. Life membership may be granted by the Board to an individual (or to the family of such an individual) whose overall long-term commitment to the Association warrants such recognition.
- 5) Benefactor Membership. Benefactor membership is a membership open to any member who wishes to pay an increased membership fee to support the Association. This annual fee shall be established annually by the Board, along with any additional benefits that will accrue to a benefactor member.

Memberships are open to all interested persons who pay the annual dues. No person shall be denied membership because of race, religion, age, gender, or handicap.

## SECTION 2: Voting Rights

Each adult member who holds a General Membership shall be entitled to one vote on each matter submitted to a vote of the members. Complimentary memberships shall have no voting privileges.

## SECTION 3: Termination of Membership

The Board may vote to terminate membership for behavior that is harmful or threatening to the Association or to any of its members. The Association shall notify that member in writing of the effective date of termination. Such a member shall have thirty (30) days to appeal the decision before the Board, after which the decision of the Board will be final.

## SECTION 4: Annual Dues

The Board may determine from time to time the annual dues payable to the Association by members of each type.

## SECTION 5: Term of Memberships

The term of paid (General, Student, and Benefactor) memberships shall be from November 1<sup>st</sup> to October 31. Annual dues are payable on or before November 1, and those membership not renewed by prescribed payment will be dropped from the Association rolls and terminated on December 15.

## SECTION 6: Transfer of Membership

Membership in the Association shall not be assignable or transferable.

## SECTION 7: Maintenance of Membership Records

A membership coordinator appointed by the President shall keep an electronic record for each member, which includes the type of membership, name of individual or head of household, expiration date of the membership, and member contact information.

## SECTION 8: Assets of the Association

In the event of termination of any membership for any reason, including death, resignation, or failure to pay dues, no portion of the property or assets of the Association shall pass to persons holding such a 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 Association.

# **ARTICLE V**

## Meetings of Members

### SECTION 1: Annual Meeting

An annual meeting of the members shall be held in March of each year at such time and place as shall be designated by the Board for the purpose of transacting such business as may come before the meeting, including but not limited to voting on bylaw changes. Notice of such annual meeting shall be delivered electronically to every member via the Association's membership email, not less than ten (10) nor more than fifty (50) days before such meeting, and may also be announced on the Association website.

### SECTION 2: Regular Meetings:

Regular meetings of the Association will be held monthly, except in July, August, January and February, at a location and time selected by the Board. Notice of meetings, giving date, time and location will be announced to the membership on the NMA website, in the e-newsletter *MushRumors*, and by other electronic means as may be determined by the Board, such notice of meetings to be at least five (5) days prior to the event.

### SECTION 3: Definition of a Quorum

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

### SECTION 4: Procedure

The President, or if absent, the Vice-President, will preside at membership meetings. Each meeting shall be conducted under Robert's Rules of Order. A two-thirds vote of the meeting will be required to suspend the Rules.

# **ARTICLE VI**

## Board of Trustees

SECTION 1: Definition of the Board

The business and property of the Association shall be managed by the Board of Trustees consisting of four (4) Officers (President, Vice-President, Treasurer and Secretary) and at least three (3) to fifteen (15) elected Trustees. Trustees must be members in good standing with the Association at at least eighteen (18) years of age.

SECTION 2: Term of Office

Each member of the Board shall hold office for one (1) year, but shall be eligible for re-election.

SECTION 3: Vacancies in the Board

Any vacancy occurring in the Board (except vacancies at the end of a member's designated term) shall be filled through appointment by the Board.

SECTION 4: Board Meetings

Regular or special meetings of the Board shall be held at such times and places as the President, or the Vice-President in the case of absence or disability of the President, shall designate by giving not less than twenty-four (24) hours oral or written notice to the other trustees.

SECTION 5: Quorum of the Board

A majority of the Board members shall constitute a quorum for the transaction of business at any meeting of the Board.

SECTION 6: Procedure

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

## **ARTICLE VII**

### Officers and Their Duties

#### SECTION 1: Definition of Officers

The Officers of the Association shall consist of a President, a Vice-President, a Treasurer and a Secretary, who shall be elected by the membership for a term of one (1) year.

#### SECTION 2: President

The President shall be the principal executive officer of the Association and shall in general supervise and control all of the business and affairs of the Association. The President shall preside at all meetings of the members and of the Board. The President shall sign, with the Secretary, or any other proper officer of the Association authorized by the Board, any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized by executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these by-laws or by statute to some other officer or agent of the Association. 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 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 Board.

#### SECTION 4: Treasurer

If required by the Board, the Treasurer shall give a bond for the faithful discharge of the Treasurer's duties in such sum and with such surety or securities as the Board shall determine. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Association, receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit all such moneys in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board. In general the Treasurer shall perform all 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 of the Board. In the event of absence or disability of the Treasurer, or of the Treasurer's refusal or neglect to act, the Board shall appoint any person eligible to hold office to assume the Treasurer's duties and authorities for any period the Board sees fit, not in excess of the unexpired term of office.

#### SECTION 5: Secretary

The Secretary shall keep the minutes of the meetings of the members and of the Board in one or more books provided for that purpose, see that all notices are duly given in accordance with the provision of these by-laws or as required by law, be custodian of the corporate records, keep a register of the post office address of each member, which shall be furnished to the Secretary by such member (This duty may be delegated to the Membership chairperson.), and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or Board. In the event of absence or disability of the Secretary, or the Secretary's refusal or neglect to act, the Board shall appoint any person eligible to hold office to assume the duties and authorities of the Secretary for any period the Board sees fit, not in excess of the unexpired term of office.

#### SECTION 6: Limitation of the Board's Authority to Remove Officers

In the event that the Board sees fit to transfer the duties of either the Secretary or the Treasurer to someone other than the person elected to that position by the membership, such action shall in no way diminish the elected person's right or duty to function as a member of the Board.

## **ARTICLE VIII**

### Nominations and Elections

A nominating committee will be formed no later than the annual May board meeting.

By May 15, the nominations committee chair will give notice to the general membership through the Association's member email, and the Association's website, giving the name and email address of the chair of the nominating committee.

The nominating committee will canvas the eligible membership and nominate a person or persons for each of the open offices to be filled at the immediately following November board meeting.

The nominating committee will create a Questionnaire for Candidates to elicit information about each candidate's interest in the Association and his/her ideas about the Association's future. Each candidate will use this Questionnaire to develop a Candidate's Statement to be disseminated to the membership during the voting period.

Nominations will open on September 10 and close on September 25. The nominations committee chair will give notice of the opening and closing of nominations by the Association's membership email and the Association's website. Each person wishing to run for an office shall submit his/her name to the nomination committee chair, along with a Candidate's Statement. Following the closing of nominations, the nominations committee chair will send the President the slate of candidates.

Voting for the slate of candidates shall occur only by an on-line survey program designated by the Board.

No later than 5 pm on October 1 of each year, the President or an officer designated by the President, will send notice to the general membership by the Association's member email only that: 1) voting is open; 2) voting will close at 5 pm on October 15; 3) provides a slate of candidates; 4) publishes the Candidates' Statements, and 5) includes a link to the on-line survey program for voting.

If there are no contested positions, the current President will announce the names on the slate and ask the general membership for approval. A simple majority of those voting will be sufficient to accept the slate.

By noon on October 15, the President, or an officer designated by the President, will send notice to the general membership by the Association's member email only that voting will close at 5 pm on October 15.

By 5 pm on October 20, the Present will send notice by the Association's member email only of the results of the election.

Any serious issues concerning irregularities with the election that are brought to the attention of the Board will be discussed, noted, and dealt with at future Board meetings.

The seating of new officers shall occur at the November Board meeting immediately following the election.

#### NOMINATIONS/OFFICER ELECTION TIME LINE:

by May Board Meeting: nominations committee forms

May 15: nomination committee chair send contact information to membership

Sept 10-25 nominations accepted

5 pm 1 Oct voting opens

5 pm 15 Oct voting closes

5pm Oct 20 election results announced to membership

Nov Board Meeting new officers installed

#### **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 by-laws of the Association, a waiver thereof in writing signed by the person entitled to such notice, whether before or after the time stated herein, shall be deemed equivalent to the giving of such notice.

**ARTICLE X**Amendments to Bylaws

All proposed amendments to the by-laws shall be presented to the Board at a meeting called with notice of such proposed amendments. If the proposed amendment is adopted by the Board, it shall be submitted to the membership and shall be adopted by the Association if it receives a two-thirds vote of members voting at such meeting

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## **PROVISIONAL AMENDMENTS**

**By-Law Change Effective as of March 18, 2017, for 2017 only:**

### **ARTICLE VI: SECTION 2: Term of Office**

**As a full slate of candidates could not be formed at the time of the 2017 Annual Meeting, the Board shall delay the election of a new board of directors in 2017. The election for 2017 board members shall occur on or before November 1, 2017. The current Board of Directors and trustees shall remain in place until such time as an election as described below shall take place**

**The notice for nominations shall be sent to membership on or before June 1, 2017. Nominations shall be accepted for up to three (3) weeks following the notice of nominations.**

**The election period of three (3) business days shall occur on the dates determined by the President, to end no later than November 1, 2017.**

**The membership shall be notified of the new officers three (3) business days after the close of elections. All notices under this section shall be given to membership via Google Groups email. Voting shall occur through Survey Monkey.**

**Bylaw approved unanimously at the Northwest Mushroomers General Meeting on March 18, 2017.**

**By-Law Change Effective as of March 24, 2018, for 2018 only:**

### **ARTICLE VI: SECTION 2: Term of Office**

**Because of the changes to the nomination and election of officers in ARTICLE VIII of the Bylaws of the Association, the terms of the Association officers elected in August 2017 shall be extended until the November 2018 Board Meeting, at which time those officers elected in the 2018 election are seated. All officers elected in 2017 and holding their respective positions at the time of the 2018 election shall be eligible for re-election.**