

# **CONSTITUTION AND BY-LAWS**

Including amendments to Article II Section 1; Article III, Section 1, Article III Section 5, Article IV Section 1, Article IV Section 3, Article VII Section 2, Article VII Section 3

(as revised November 2015)

of

## **OLYMPIC PENINSULA MYCOLOGICAL SOCIETY**

### **CONSTITUTION**

#### **ARTICLE I: NAME**

This organization shall be known as the

#### **OLYMPIC PENINSULA MYCOLOGICAL SOCIETY**

#### **ARTICLE II: PURPOSE**

Section 1. This organization is formed exclusively for scientific and educational purposes to initiate, promote, assist and encourage the understanding and appreciation of mycology within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

Section 2. This Society is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof, or to any private shareholder or individual. Upon the winding up and dissolution of the Society, the assets of the Society remaining after payment of, or provision for payment of, all debts and liabilities of the Society, shall be distributed to an organization or organizations recognized as exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, or the corresponding provision of any future United States Internal Revenue law, and used exclusively to accomplish the purposes for which this Society is organized.

### **BY-LAWS**

#### **ARTICLE I: MEMBERSHIP**

Section 1. Any person interested in the purpose of the Society is eligible for membership.

Section 2. Classes of membership shall be active (paid-up) and honorary.

Section 3. Annual dues of membership shall be established by the Board of Directors.

Section 4. All classes of members shall enjoy all the rights and privileges pertaining to the members of this Society.

Section 5. Membership dues shall be payable at the time of application and yearly thereafter.

Section 6. Should renewal of membership dues not be paid within six months after the time they are payable, a member so in default shall forthwith be dropped from the rolls.

## **ARTICLE II: MEETINGS**

Section 1. Regular meetings of the Society shall be held on the second Wednesday of the month. There shall be at least six (6) meetings a year in the months March, April, May, September, October and November.

Section 2. The Annual Meeting of the Society shall be the November meeting, at which time new officers will be installed and take office.

Section 3. Six (6) members shall constitute a quorum for the transaction of business at any duly called regular or special meeting.

Section 4. Special meetings may be called by the President pursuant to a resolution of the Board of Directors.

## **ARTICLE III: BOARD OF DIRECTORS**

Section 1. The control and conduct of business of the Society shall be vested in its Board of Directors. The Board shall determine the policies of the Society. The Board of Directors shall include the elected officers and the immediate past President

Section 2. Meetings of the Board shall be held as determined by the President.

Section 3. A majority of the Board shall constitute a quorum at any meeting.

Section 4. Special meetings of the Board may be called by the President or upon the request of the majority of the Board.

Section 5: Any Board Member who has two unexcused absences will be replaced by appointment of the President with approval of a majority of the Board.

## **ARTICLE IV: OFFICERS**

Section 1. The elected officers of the Society shall be a President, a Vice-President, a Secretary, and a Treasurer. All officers shall serve one-year two-year terms, but no individual may hold the same office for more than four two consecutive terms.

Section 2. A vacancy in the office of President or in any other office shall be filled by the majority vote of the Board of Directors, to hold office until the next annual election, at which time the vacancy shall be filled in the regular way.

Section 3. The President shall be President of the Society, Chair of the Board of

Directors, and ex-officio member of all committees and shall perform all other duties associated with the office of President to include Web Administrator. Technical Web Master duties may be performed by a professional service.

Section 4. The Vice-President shall assist the President in carrying out of the President's duties, and shall preside at all meetings in the absence of the President.

Section 5. The Secretary shall keep a record of all proceedings of the Board and the 2 Society and shall conduct such correspondence of the Society as requested by the Board.

Section 6. The Treasurer shall have custody of the Society's funds, shall disburse the funds 5 as may be ordered by the Board, report to the Board at their regular meetings, or as requested, 5 keep up-to-date records open to inspection, and keep a record of the Society's assets.

Section 7. All checks and drafts of the Society may be signed by either the Treasurer or the President.

#### **ARTICLE V: NOMINATING COMMITTEE**

Section 1. The President shall annually appoint a Nominating Committee, to consist of not less than three members. The names of the members of the Nominating Committee shall be made known to the membership of the Society at the regular June meeting and suggestions for nominations for officers may be submitted to the Committee by any member of the Society.

Section 2. The Nominating Committee shall nominate candidates for office. Its report shall be presented to the membership at the regular September meeting. Nothing herein contained shall prevent nominations of officers from the floor at the September meeting.

#### **ARTICLE VI: ELECTIONS**

Section 1. The election of officers shall take place at the regular October meeting of members. The officers will be installed at the annual meeting in November and take office in January.

Section 2. Officers presented by the Nominating Committee shall be elected by a voice vote of the membership present, or by motion of the membership instructing the secretary to pass a unanimous ballot in favor of the recommendations presented by the Nominating Committee; provided, however, if there is more than one candidate for any office, the election to such office shall be by ballot with the winner receiving the majority vote of the ballots cast.

#### **ARTICLE VII: STANDING COMMITTEES**

Section 1. The President, with approval of the Board of Directors, shall appoint chairs of Standing Committees who, in turn may select their own committee members with recommendations and suggestions from the Board. Terms of office shall be for one year or until their successors are appointed.

Section 2. The President, with approval of the Board of Directors, may appoint Special or Task Force Committees, whose terms of office will be determined by the length of the assignment to be performed.

Section 3. Standing Committees of the Society may be Membership, Newsletter and Publicity, and other such Committees as become necessary to carry out the functions of the Society:

### **ARTICLE VIII: DISCONTINUANCE**

The Society reserves the right to terminate its Chapter status, in which case all allocation of dues to this Society will cease on expiration of the six-months' period.

### **ARTICLE IX: PARLIMENTARY AUTHORITY**

In matters not covered by these By-Laws, Roberts' Rules of Order shall govern.

### **ARTICLE X: AMENDMENTS**

The Constitution and By-Laws may be amended by a majority vote of members in good standing at any regular meeting, or at any special meeting regularly called, provided that notice of such amendments shall have been given to the members one month prior to said meeting.

### **ARTICLE XI: INDEMNIFICATION OF DIRECTORS AND OFFICERS**

Each Director or officer now or hereafter serving the Society, and each person who at the request of or on the behalf of the Society is now serving or hereafter serves as a trustee, director or officer of any other organization, whether for profit or not for profit, and his or her respective heirs, executors and personal representative shall be indemnified by the Society against expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which he or she is made a party by reason of being or having been such trustee, director or officer, except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duties, but such indemnification shall not be deemed exclusive of any other rights to which such person may be entitled under any By-Law, agreement, vote of the Board of Directors, or otherwise.

## **ARTICLE XII: RECALL**

Members of the Board of Directors are subject to recall or removal as provided by Sections 24.03.130 Chapter 24.03 of the Washington Nonprofit Corporation Act.

## **ARTICLE XIII: GIFTS**

The Board of Directors may accept, on behalf of the OLYMPIC PENINSULA MYCOLOGICAL SOCIETY any contributions, gifts, bequests or devises for the general or special purposes of the Society.

## **ARTICLE XIV: SEVERABILITY**

If a Court of competent jurisdiction shall adjudge to be invalid or unconstitutional any clause, sentence, paragraph, section or part of this Constitution and By-Laws, such judgment or decree shall not affect, impair, invalidate or nullify the remainder of this Constitution and By-Laws, but the effect thereof shall be confined to the clause, sentence, paragraph, section or part of this Constitution and By-Laws so adjudged to be invalid or unconstitutional.

**APPROVED** by the Members this 14th day of November, 2001.

AMENDMENT to Article IV, Section 1 **APPROVED** by the Members this 13th day of October, 2010.

AMENDMENTS to Article II Section 1; Article III, Section 1: Article III Section 5: Article IV Section 3: Article VII Section 2: Article VII Section 3 **APPROVED** by the Members this 11<sup>th</sup> day of November 2015.