

Board approval: February 6, 2014
Membership approval: February 20, 2014

BYLAWS OF
KITSAP PENINSULA MYCOLOGICAL SOCIETY

ARTICLE I

Name

The name of this nonprofit corporation shall be the KITSAP PENINSULA MYCOLOGICAL SOCIETY.

ARTICLE II

Purposes

It shall be the purpose of this organization to foster and expand the understanding and appreciation of the study of wild mushrooms as a hobby and as a science.

Efforts of the organization shall be directed into educational, social, artistic, and informational activities with the emphasis placed as much as possible on the fungus as a part of the balance of nature, as part of the beauty of nature, and to identify and classify wild mushrooms, especially so as to inform the membership of the pleasures and risks of using wild mushrooms for food.

ARTICLE III

Offices

The principal office of the Society shall be located in Kitsap County, Washington at a street address or box number as determined by the Board of Trustees. The Society may have such other offices, either within or without the State of Washington, as the Board of Trustees may determine or as the affairs of the Society may require from time to time.

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 Non-profit 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.

ARTICLE IV

Membership

Section 1 – Classes of Membership. The Society shall have two (2) classes of membership, as follows:

- a. Annual membership:
 - Individual
 - Household
- b. Life membership, which may be either individual or household.

Section 2 – Election of Membership.

- a. Annual memberships are open to all interested parties who pay the annual dues established as provided herein.

- b. Life membership is open to those members who have served for a minimum of 15 years and who have been recognized by the Board for their contributions performed on behalf of the Society. Such membership shall also be approved by a majority vote of the meeting.

Section 3 – Voting Rights. Every member in good standing age 18 or older shall have one vote.

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. Such dues shall also be approved by majority vote of the meeting.

Section 5 – Term of Membership and Termination. The term of annual memberships shall be from January 1 through December 31, except that new memberships issued after a date determined by the Board of any calendar year shall be extended to include the following year without additional payment 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 roles and terminated as of a date determined by the Board. Life membership shall be for life.

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 the deceased person holding the membership, nor shall the holder of such a membership have any claim or right, or interest in or to any of the property or assets of the Society.

Section 8 – Liability of Trustees. Neither the Board of Trustees nor any of them nor the Society nor any of them individually shall have any liability whatsoever for the termination of any membership in the organization.

ARTICLE V

Meetings of Members

Section 1 – Annual Meeting. An annual meeting of the members shall be held in December of each year at such time and place as shall be designated by the Board of Trustees for the purpose of electing officers and trustees and for transacting such other business as may come before the meeting. In the event of cancellation of the December meeting, the annual meeting will be held at the next available scheduled meeting. Notice of such annual meeting shall be communicated to each member not less than seven (7) nor more than fifty (50) days before such meeting.

Section 2 – Special Meetings. Special meetings of the membership may be held from time to time as called by the Board of Trustees upon the Board's communicating a notice of the time and place of such meeting not less than seven (7) nor more than fifty (50) days before the date of the meeting, together with a short statement of the subject of such special meeting. The Board shall call such a special meeting within thirty (30) days of receipt of a petition which states the purpose of such meeting and contains the signature of 10 per cent of the membership.

Section 3 – Regular Meetings. Regular monthly meetings of the Society shall be held at a time and place specified by the Board of Trustees. No business requiring the vote of the membership shall be transacted at regular meetings unless the notice provisions for a special meeting have been complied with.

Section 4 – Quorum. A quorum at any meeting of the membership shall consist of those members present, and a majority of those present may transact such business as shall come before such a meeting.

Section 5 – Procedure. The President, or in his absence the Vice-President, shall preside at membership meetings, and each meeting shall be conducted under Robert's Rules of Order Revised. A two-thirds (2/3) vote of the meeting shall be required in order to suspend the Rules.

ARTICLE VI

Board of Trustees

Section 1 – General Powers. The business and property of the Society shall be managed by a board of eleven (11) or more trustees. The Trustees shall consist of six (6) regularly elected trustees, and all life members, one (1) Secretary, one (1) Treasurer, one (1) Vice-President, one (1) President, and one (1) Most Recent Past President.

Trustees must be members in good standing in the Society, must be at the least eighteen (18) years of age.

Section 2 – Tenure. Each year 2 Trustees will be elected to a 3 year term. Officers shall hold office for one year or until the next annual meeting of the membership and until his successor shall have been elected.

Section 3 – Vacancies. Any vacancy occurring, except during elections, in the Board of Trustees and any trusteeship to be filled by reason of an increase in the number of trustees shall be filled by the Board of Trustees by appointment of the available alternate trustee receiving the most votes in the previous election. If no alternate 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. A trustee elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 4 – Meetings. The Board may provide by resolution the time and place, for the holding of regular meetings of the Board without other notice than such resolution. Regular or special meetings or other meetings of the Board of Trustees shall be held at such times and places as the President or 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.

Section 5 – Quorum. A majority of the elected Board (6) shall constitute a quorum for the transaction of business at any meeting of the Board.

Section 6 – Manner of Acting. The President shall act as chairman of the Board, and the minutes of the Board shall be kept by the Secretary of the Society. 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.

Article VII

Officers and Their Duties

Section 1 – Officers. The officers of the Society shall consist of a President, a Vice President, a Treasurer, and a Secretary, who shall be elected by the membership annually at the annual elections and shall serve for a term of one (1) year or until the next annual meeting and until their successors are elected. Officers must be persons who meet the requirements for Board membership.

Section 2 – Vacancies. A vacancy in any office occurring for any reason shall be filled by the Board of Trustees for the unexpired portion of the term.

Section 3 – President. The President shall be the principal executive office of the Society and shall in general supervise and control all the business and affairs of the Society. He shall preside at all meetings of the members and of the Board of Trustees. He may 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 these bylaws or by statute to some other officer or agent of the Society. In general, he 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 4 – Vice President. In the absence of the President or in event of his 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 him by the President or by the Board of Trustees.

Section 5 – Treasurer. If required by the Board of Trustees, the Treasurer shall give a bond for the faithful discharge of duties in such sum and with such surety or sureties as the Board of Trustees shall determine. 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 of Trustees. The Treasurer will be custodian of the corporate records and will keep a register of the post-office address of each member, which shall be furnished to the Treasurer by such member. 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 him by the President or by the Board of Trustees. In the absence or disability of the Treasurer, or refusal or neglect to act, the Board of Trustees shall appoint any person eligible to hold office to assume the duties and authorities for any period the Board sees fit, not in excess of the unexpired term of office.

Section 6 – Secretary. The Secretary shall keep the minutes of the meetings of the members and of the Board of Trustees; keep the Society Policies; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Trustees. In the case of the absence or disability of the Secretary, or refusal or neglect to act, the Board of Trustees shall appoint any person eligible to hold office to assume the duties and authorities for any period that the Board sees fit, not in excess of the unexpired term.

Section 7 – Limitation on Board’s Authority to Remove Officers. In the event the Board sees fit to transfer the duties and authorities of either the Secretary or Treasurer to someone other than the person elected to that position by membership, this shall in no way diminish the elected person’s right or duty to function as a member of the Board of Trustees.

ARTICLE VIII

Nominations and Election

Section 1 – Nominations. The Board of Trustees shall at a meeting in October appoint an election committee consisting of not less than three (3) members of the Society, whose duty it shall be to canvas the eligible membership and to nominate a person or persons for each of the offices and positions on the Board of Trustees to be filled at the next annual meeting. At the November regular membership meeting, the Election Committee will announce the names of the persons nominated as of that time, and at that meeting the membership may nominate from the floor additional candidates for any of the offices or Board positions.

Section 2 – Voting. At the annual meeting, an election of officers and the Board of Trustees shall be held. Voting shall be in order of responsibility with the President elected first, the Board of Trustees last. Prior to the election to fill each office, additional nominations will be allowed from the floor. No nomination, however, will be accepted unless either: a. The nominated member is present and states a willingness to accept the office, if elected, or b. A signed statement is presented from the nominated member stating a willingness to accept the office if elected. Voting shall be by blank paper ballot, with the name of the person being voted for filled in by the voting member. The ballot shall be counted after each election. A plurality of all ballots cast for any candidate for officer shall elect such candidate, and the current nominees to the Board of Trustees receiving the highest number of votes shall constitute the elected trustee portion of the Board. The next two (2) nominees with the greatest number of votes shall be designated as “alternates” and be first in line for appointment to the Board should vacancies occur. The names of all candidates elected shall be announced at the annual meeting of the membership.

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 bylaws of the Society, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X

Amendments to the 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 meeting called for the purpose of considering such amendment and shall be adopted by the Society if it receives a two-thirds (2/3) vote of members voting at such meeting.

ARTICLE XI

Society Policies

Section 1 – Policies. The Board of Trustees shall be able to propose and vote upon Policies that govern the common operation of the Society. However, in no way shall Policies modify any provisions of these Bylaws.

Section 2 – Policy Review. Policies shall be reviewed annually for modifications or elimination at the second Board of Trustees meeting following the Annual meeting.