

THE BY-LAWS OF ASHEVILLE MUSHROOM CLUB

In order to secure the benefits and pleasures of an association of individuals sincerely interested in amateur mycology, we the members, do hereby organize and constitute ourselves the Asheville Mushroom Club, a North Carolina non-profit corporation. The organization is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The goals of this organization will be to contribute to the advancement of the science of mycology, to continually better our knowledge of fungi, to pass knowledge on to others who are interested in learning about fungi, to interact with others with like interests, locally, regionally, nationally and internationally. We are a club affiliated with the North American Mycological Association (NAMA).

ARTICLE I - CLUB NAME

The name by which this association shall be referred is the Asheville Mushroom Club.

ARTICLE II - CLUB MEMBERSHIP

SECTION A: Any person having a sincere interest in mushrooms, while supporting the protection of their natural habitat and biological integrity – may be admitted to membership, regardless of race, creed, color, ethnicity, national origin (ancestry), religion, sex, sexual orientation, gender expression, age, physical or mental ability, veteran status, military obligations, or marital status.

All members shall have full voting privileges for the annual election of club officers, shall be eligible to hold office, shall be able to attend the Annual Business Meeting, regular club meetings and functions, shall receive the club newsletter and may have other rights as may be granted by the AMC policy manual. Membership in NAMA is not required to be a member of AMC.

SECTION B: There shall be three classes of membership in the Club:

- 1) Regular Member: Any person who has paid the set annual dues as determined by the Board and who may attend business meetings and Club functions.
- 2) Lifetime Member: Any person who has paid a one-time fee equal to 10 times the set annual dues and meets the qualifications set forth as a regular member.
- 3) Family Member: All members of a family household who have paid an annual group fee as determined by the Board.

SECTION C: Appropriate membership dues will become due and payable in January of each year for current members. Former members whose dues are not paid by February 28 will be dropped from the membership roster. Former members deciding to rejoin later that year and new members will pay the full yearly dues regardless of the time remaining in that year. New joining members who join after August 31 will have their memberships carry forward through December 31 of the following calendar year.

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SECTION D: A member may be removed from membership by a two thirds vote of a quorum of the Board after a show of due cause under the provision that the member is notified via telephone and email or postal certified mail of such proposed action two weeks prior to the meeting at which the action is to be taken.

ARTICLE III - CLUB OFFICERS AND BOARD

SECTION A: The officers of the Asheville Mushroom Club shall consist of President, Vice President, Secretary and Treasurer. These 4 officers are members of the Board. In addition to the club officers, there shall be 3 Board members At Large to chair standing committees and perform other functions deemed necessary by the officers.

SECTION B: The officers of the Club and At Large Board shall be elected from the general membership to serve for two calendar years. There are no term limits to re-election.

ARTICLE IV - DUTIES OF CLUB OFFICERS

SECTION A: GENERAL POWERS: The property, business and affairs of the Asheville Mushroom Club shall be overseen by its officers and Board in accordance with these Bylaws. The Board is responsible for the overall policy and direction of the organization and delegate responsibility for day-to-day operations to the President. The officers shall appoint Board Committee Chairs and other members as necessary to carry out the day-to-day operations of the Asheville Mushroom Club.

SECTION B: PRESIDENT: The President shall preside at all business and club meetings, shall be the chairperson of the Board and shall call special business meetings when deemed necessary. He/She shall temporarily fill vacancies and appoint committees not otherwise provided for. He/She shall be an ex-officio member of all committees and shall perform all other duties normally required by the office of President. The President shall initiate the budget process each year.

SECTION C: VICE PRESIDENT: The Vice President shall preside in the absence or inability of the President to serve.

SECTION D: SECRETARY: The Secretary shall keep the minutes of the Board meetings, and shall keep minutes of any and all regular business and any meeting where club business is conducted. Meeting minutes might not be kept for meetings that are purely educational or social in nature. The Secretary shall see that each member receives issues of all such publications due the membership.

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SECTION E: TREASURER: The Treasurer shall keep an accurate account of all financial transactions of the organization and will carry out the following:

- 1) Account for and bank all monies collected by the Club properly.
- 2) Pay all bills justly accrued by the organization.
- 3) Pay the annual affiliation fee to the North American Mycological Association.
- 4) Pay the annual website hosting and domain name fees.
- 5) Prepare an annual budget of revenues and expenses.
- 6) Reconcile and make available for review the monthly bank statements.
- 7) Prepare annual financial statements and reports.
- 8) File annual corporate documents with the State of North Carolina.
- 9) File annual reports and tax returns required by the IRS.

ARTICLE V - ELECTIONS

SECTION A: The method of voting shall be by show of hands at an annual election, which shall be conducted in either of the months of November or December at the discretion of the Board. All family members who are at least 18 years of age are eligible to vote.

Voting by the Board shall be conducted by show of hands, email ballot or verbal communication via telephone, if attending a meeting via conference call. Each member shall make only one vote.

SECTION B: Nominations shall be accepted from the membership-at-large prior to the election voting process. After review by the Board, they shall recommend a slate of candidates for any open positions, and allow additional and self-nominations from the floor for the voting process. Candidates must indicate that they accept the nomination.

SECTION C: There shall be no absentee voting conducted by the Club at any time.

SECTION D: In the event of a tie in the voting for any office, then the race for that office will be decided by the toss of a coin.

SECTION E: Officers and At Large Board members may be removed from office by a two-thirds vote of a quorum of the Board after a show of due cause under the provision that the members are notified of such proposed action two weeks prior to the meeting at which the action is to be taken. The officer under review shall be notified via telephone and email or postal certified mail.

SECTION F: Vacancies of the Board occurring between elections shall be filled by a special election at the regular meeting following the announcement of the resignation or withdrawal of the Board member. If the Board member was also an officer or committee chair, the duties of the office shall reside with the President or his/her interim appointee unless otherwise directed by the Board.

ARTICLE VI – MEETINGS

SECTION A: Regular meetings: The Asheville Mushroom Club will hold its regular meetings once a month, March through October, on the last Thursday of each month from 7 to 9 p.m. at a location agreed upon by the Board.

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SECTION B: Special meetings: Special meetings shall be announced at a regular meeting of the Club or via email for special events and/or activities.

SECTION C: Board meetings: Board meetings shall be held quarterly and shall be announced to Board members via email by the President. The President may call additional meetings as needed. The fourth quarter board meeting, which shall be announced to the general membership, shall be an Annual Business Meeting that is open to the general membership to provide members with reports on the Club's activities and financial status, to receive comments and suggestions from members, to hold elections for the Board members and for other purposes.

ARTICLE VII – FINANCES

SECTION A: The Treasury of the Asheville Mushroom Club shall be held in a checking and/or savings account. The President and the Treasurer shall be authorized check signers while they hold office. Withdrawals will require the signatures of either the Treasurer or President.

ARTICLE VIII – QUORUM

SECTION A: The minimum number of members of the Club that must be present for valid transaction of business shall be 51 percent of the current Board membership, which shall constitute a quorum. The current Board membership calculation shall not include vacant seats. Meetings must have at least two officers, including either the President or the Treasurer in attendance.

SECTION B: The minimum number of members of the Board to participate in a valid transaction of business during an electronic meeting shall be 51 percent of the Board, which shall constitute a quorum.

SECTION C: A transaction can be proposed for electronic voting to the Board by any of its members, but board action via email only can be approved by the Board members' unanimous written consent.

The board membership will be allowed to discuss the proposed transaction for a minimum of two days. The President will then approve or deny the transaction for voting. If approved, the President will post the official transaction email and tabulate the voting results. Voting results will be posted to the email list within two days of the official transaction post.

ARTICLE IX – EQUIPMENT

SECTION A: Use of Club property or Club equipment for reasons other than associated Club activities must be approved by a majority vote of the Board.

ARTICLE X – EARNINGS

SECTION A: No part of the net earnings of the Asheville Mushroom Club shall inure to the benefit of its members, directors, officers or other persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purpose of this organization.

ARTICLE XI - DISSOLUTION

SECTION A: In the event of dissolution of the Asheville Mushroom Club the residual assets of this organization shall be distributed to another IRS recognized Section 501(c)(3) non-profit organization for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. That organization should preferably also utilize the residual assets for the promotion of mycological education and outreach.

ARTICLE XII - AMENDMENTS

SECTION A: This constitution may be amended by a 51 percent vote of a quorum at any regular meeting or board meeting provided that the board members are notified of such proposed action at the regular meeting prior to the meeting at which the action is to be taken.