

THE BY-LAWS OF ASHEVILLE MUSHROOM CLUB

The Asheville Mushroom Club (AMC) is a North Carolina non-profit public charity corporation. AMC 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, educate the public about the essential role of fungi in the environment, to enable and encourage interest in amateur mycology and 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 corporation 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. Membership in NAMA is not required to be a member of AMC.

SECTION B:

Members who are at least 18 years old shall be eligible to be nominated to run for office after meeting all other qualifications stipulated in these bylaws. All members shall be able to attend the annual business meeting, attend regular club meetings and functions.

SECTION C: Individual and Family Membership Subscriptions

Individual Membership Subscriptions have one member, one email contact address and one vote.

Family Membership Subscriptions have one member, one email contact address, one vote and also extend additional benefits to the people in the household of the subscriber.

All current Membership Subscriptions shall receive the club newsletter.

SECTION D: A valid email address is required for membership in the Asheville Mushroom Club.

All Membership Subscriptions shall have a valid contact email address registered with AMC for the purposes of electronic voting, notification of official club business and other general communications. The email contact person for a Membership Subscription shall keep their email address up to date by updating their account information on the AMC website.

SECTION E: There shall be three classes of members in the Club:

1) Regular Member: A person who has paid the set annual subscription fee, as determined by the board, for an Individual Membership Subscription and meets all other requirements for membership set forth in these bylaws.

2) Lifetime Member: A person who has paid a one-time fee equal to 10 times the set annual subscription fee and meets the qualifications set forth as a regular member.

3) Family Member: A subscriber to a Family Membership Subscription, where the subscriber has paid an annual Family Membership Subscription fee, as determined by the board. A Family Membership Subscription also extends additional benefits to the people in the household of the subscriber that are the ability to attend forays and to be eligible to run for office, if at least 18 years old, after meeting all other qualifications stipulated in these bylaws. Other benefits may be extended to the people in the subscriber's household as determined by the AMC Board.

SECTION F: Appropriate Membership Subscription fees will become due and payable in January of each year for current memberships. Former members whose Membership Subscription fees 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 subscription fee 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.

SECTION G: 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 AMC board of directors (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 members shall be elected 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 publications due the membership. The Secretary shall preside in the absence or inability of the President, Vice President and Treasurer to serve.

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.

The Treasurer shall preside in the absence or inability of the President and Vice President to serve.

ARTICLE V - ELECTIONS

SECTION A: The method of voting for the annual election shall be by a method or methods selected by the board that shall allow all valid Membership Subscriptions of record, as of the last day of the month preceding the month of the election, an opportunity to vote. The annual election shall be conducted in either of the months of November or December at the discretion of the board. There shall be no annual election in the years in which there are no vacant board positions, no board positions filled by interim appointees and no board members reaching the end of their terms. Vacant board positions and positions held by interim appointees shall be up for election at the next annual election following the appointment, vacancy or notice of resignation, which ever is earlier. Article V of these bylaws stipulates the sole method of electing board members to the exclusion of all other methods.

SECTION B: Nominations shall be accepted from the membership up to two weeks prior to the date of the board meeting in which the board reviews the nominees, deliberates and votes on selecting the endorsed slate of nominees . Nominees must have successfully served in an AMC volunteer position for at least one year to be eligible to serve on the board unless an exception is granted by the board. The board may disqualify any nominee after show of due cause. Nominees with and without board endorsement shall appear on the ballot with the endorsed nominees

clearly identified as having been endorsed by the board. The board shall endorse only one nominee for each board position that is up for election. Nominees must indicate that they accept the nomination.

SECTION C: 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 D: 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 board member or officer in question is notified of such proposed action two weeks prior to the board meeting at which the action is to be taken. The officer or board member under review shall be notified via telephone and email or postal certified mail. Article V Section D of these bylaws stipulates the sole method for removal of a board member to the exclusion of all other methods.

SECTION E: Vacancies of the board occurring between elections may, at the discretion of the board, be filled by a special election that can take place no sooner than 30 days following the announcement of the resignation or withdrawal of the board member. Other than the date of the special election, special elections shall follow the rules of annual elections stipulated in Article V. Special elections shall not occur in the months of November and December as it would be too close to the annual election. The duties of a vacant board position 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 days, times and locations agreed upon by the board. Any necessary location or time change will be communicated in advance to the membership via Sporadic News, email or any other means considered timely, fair and reasonable.

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 at least 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, and for other purposes.

Noncompliance - Members of the board are required to attend a minimum of 75% of the regularly scheduled quarterly board meetings in a calendar year.

Noncompliance with this requirement or missing two consecutive regularly scheduled quarterly board meetings at any time will result in the automatic and immediate removal of the board member in question. The schedule of a calendar year's quarterly board meetings must have been available to each board member no later than the previous calendar year by mail, email or inclusion in the minutes in order to qualify a missed board meeting as countable in the calculation of board meetings missed for the purpose of automatic removal. Nominees and appointees

for board positions shall be given the schedule of quarterly board meetings and must acknowledge that they have been notified of the schedule and will comply with the attendance requirements to qualify to hold a position on the board.

Voting by the board to conduct its business shall only be allowed when the board is meeting, a quorum has been established and the meeting is called to order. Voting by the board shall be by show of hands, verbal communication, telephone conference calls or other electronic means such as virtual meetings. All board members in the meeting must be able to hear each other clearly.

Any action that can be taken at a board meeting may be taken without a meeting if the action is taken by all members of the board. The action shall be documented by one or more written consents signed by each director before or after the action, describing the action taken, and included in the minutes reflecting the action taken. A director's consent to action taken without meeting may be in electronic form and delivered by electronic means.

Decision to take action may be proposed through a 1) *motion* made from a board member followed by a 2) *second* to the motion from another board member. Proposed actions may be voted on at any regular meeting or any special meeting called for that purpose.

For an action that requires a task to be completed by non-board members, volunteers will first be solicited from AMC club members to perform the task. Under the rare circumstance that there are no AMC volunteers to complete the task, an alternative solution may be proposed through a 1) *motion* made from a board member followed by a 2) *second* to the motion from another board member and voted on by the board.

ARTICLE VII - FINANCES

The Treasury of the Asheville Mushroom Club shall be held in a checking and/or savings account. The President and the Treasurer shall have full access to AMC financial accounts and be authorized check signers while they hold office. A third officer, either the secretary or vice president, may also be given access to AMC accounts as deemed necessary by the board. The board may also limit the level of access the third officer has to the accounts and whether or not that third officer is an authorized check signer. Withdrawals will require the signatures of either the Treasurer, President or a third officer if that officer is authorized by the board to sign checks.

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 or board meeting prior to the meeting at which the action is to be taken.

SECTION B: ORIGIN OF AMENDMENTS

Proposed amendments to the bylaws shall originate from a 1) *motion* made from a board member followed by a 2) *second* to the motion from another board member. Proposed amendments shall be presented in writing to the board members for consideration at any regular board meeting or any special meeting called for that purpose.

SECTION C: CONSIDERATION OF AMENDMENTS

The proposed amendments shall be distributed with the agenda for the meeting at which they are to be discussed. Consideration of the amendments for voting by the board shall occur at a subsequent meeting when the matter will have been included again in the agenda.