

**BY-LAWS
OF THE MYCOLOGICAL ASSOCIATION OF WASHINGTON, INC.**

ARTICLE I: NAME

The name of this voluntary, non-profit corporation or club shall be The Mycological Association of Washington, Inc., referred to herein as the Association.

ARTICLE II: PURPOSE

1. The purpose of the Association shall be as set forth in the Association's Articles of Incorporation.

ARTICLE III: MEMBERSHIP

2. Membership in the Association is open to all persons who have an interest in mycology, or the use of mushrooms as food (mycophagy), or related areas of interest, and shall continue in force with payment of annual dues. However, the membership of any person may be revoked for cause by a 2/3 •majority vote at any meeting of the Association. Upon joining, every new member shall be entitled to a copy of these By-Laws and the Articles of Incorporation.
3. Voting Members shall be those members over the age of 18 as set forth on the membership list who are in good standing according to Article IV below.

ARTICLE IV: DUES, ASSESSMENTS, AND CONTRIBUTIONS

4. The amount of annual dues for the following year shall be established by the Board of Directors, and approved by the Membership. The Membership may approve dues which vary according to specified categories of membership.
5. Membership shall commence upon the payment of initial dues, and shall continue as long as the member continues to pay the annual membership fee established by the Board of Directors. Resignation shall not entitle a member to a refund of Association dues.
6. In addition to annual dues, the Board of Directors may, in the event of an emergency or financial necessity, assess special dues equally from each member in a given category, subject to approval by the Membership. The Membership may specify status of membership in regard to the payment or non-payment of any special dues.
7. The Association shall encourage voluntary contributions of funds for the Association 's general or specific purposes.

ARTICLE V: MEETINGS

1. Regular scheduled meetings of the Association shall be held monthly whenever feasible, at a time and place in the Washington, D.C. area determined by the President. Any change in the date, time or place of a regular meeting shall be communicated in advance to the Membership.
2. A special meeting of the Membership, with a specifically stated purpose communicated to the membership in advance, may be called at any time by the President, the Board of Directors, or a quorum of the membership when they deem a special meeting both necessary and advisable.
3. A quorum at any meeting shall consist of 10% of Voting Members. A quorum must be present or represented by written and signed proxy for the meeting to vote on Association business. Decisions of the membership shall be by a simple majority of those Voting Members and proxies present and voting at the meeting. The business to be voted upon shall be specifically stated.
4. The President may adopt Meeting Rules specifying the manner and conduct of regular or special meetings, subject to the approval of the Membership. In lieu of or secondary to such Meeting Rules, Robert's Rules of Order, as revised, shall govern procedures and the conduct of Association business at all meetings.

ARTICLE VI: ELECTIONS

1. The Board of Directors shall appoint a nominating committee of three (3) members, at least two (2) of whom are not members of the Board of Directors. The Committee shall present a slate of candidates for office to the membership electronically at least two weeks before the November monthly meeting. Any additional nominations will be solicited from the floor at the meeting; at its conclusion, the list of candidates for the following year is established.
2. The list of candidates will be provided to all current MAW members by electronic media at least two weeks before the December meeting with the proviso that their vote will be counted as approving unless they choose to respond electronically as prescribed. In the event of a contested election, the position for which multiple candidates exist will include the respective candidate's stated qualifications and only those votes received electronically as prescribed will be used to determine the outcome of the election for that position. The elected board for the following year will be announced and established at the December meeting.
3. Vacancies in office occurring between elections shall be filled for the unexpired term through appointment by the President, subject to disapproval by the Board of Directors.
4. Any officer may be removed from office by a 2/3 majority vote at a meeting of the Association, for inability to perform the duties of his or her position, or for other cause.

ARTICLE VII: ELECTED OFFICERS AND THEIR DUTIES

The following officers must be members in good standing of the Association and shall comprise the officers to be elected annually by the Membership of the Association at the election meeting in December of each year:

PRESIDENT
SECRETARY
CULINARY CHAIR
FORAY CHAIR
PROGRAM CHAIR
VICE-PRESIDENT
SECOND VICE-PRESIDENT
TREASURER
NEWSLETTER EDITOR
MEMBERSHIP CHAIR
NAMA TRUSTEE

PRESIDENT: The President shall be the principal executive officer of the Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the Association. He or she shall, when present, preside at all meetings of the Membership and of the Board of Directors. He or she shall sign, with the secretary or any other officer authorized by the Board, any contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

VICE PRESIDENT: In the absence of the President at any meeting, or in the event of the inability of the President, as determined by the Board of Directors to fulfill the specified duties of the President, the Vice President shall perform the duties of the President, and when so acting, shall have all the powers thereof and be subject to all the restrictions upon the President. The Vice President shall perform such other duties from time to time as may be assigned to him or her by the President or the Board of Directors.

SECOND VICE-PRESIDENT: In the absence of the President and the Vice-President at any meeting, the Second Vice-President shall perform the duties of the President, and when so acting, shall have all the powers thereof and be subject to all the restrictions upon the President. The Second Vice-President shall perform such other duties from time to time as may be assigned to him or her by the President or the Board of Directors. The Board of Directors shall decide before each December election whether or not to fill this position for the following year.

SECRETARY: The Secretary shall: (a) keep the minutes or true record of the meetings of the Membership and Board of Directors; (b) cause all notices to be duly give in accordance with the provisions of these Articles or as required by law; (c) be custodian of Association records; (d)

sign, with the President, any and all instruments or documents necessary to conduct the business of the Association, or as authorized by Board of Directors resolution; (e) conduct the general correspondence and; (f) in general perform all duties incident to the office of Secretary and other such duties as from time to time may be assigned by the President or the Board of Directors.

TREASURER: The Treasurer shall: (a) have charge and custody of and be responsible for all funds of the Association; (b) receive and give receipts for moneys due and payable to the Association from any source whatsoever, and deposit and maintain an accurate record of all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (c) make known to the members all financial transaction, and make such reports of the financial condition of the Association as he or she may deem advisable, or as directed by the President or the Board; or as required by these Articles; (d) turn over to his or her successor all the funds, passbooks, bank accounts and a financial statement. and other records at the meeting in December, or at a time when his or her successor is duly installed in office, and (e) in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or the Board of Directors.

If required by the Board, the Treasure shall give bond for the faithful discharge of his or her duties in such a sum and with such surety or sureties as the Board shall determine, provided that the cost for the bond shall be paid by the Association.

CULINARY CHAIR: The Chair shall (1) organize and supervise the culinary portion of any meeting or event of the Association, (2) provide a budget and cost accounting for any event supervised and (3) submit a short report on these events for inclusion in the Association newsletter. The Chair may also arrange other events of culinary interest.

EDITOR: The Editor shall: (a) be responsible for the assembling, printing and distribution of the newspaper or other notices or communications with members; (b) maintain contacts with other mycological clubs and associations and maintain the Association's archives of newsletters from these clubs; and (c) select and use a letterhead subject to approval by the Board.

FORAY CHAIR: The Foray Chair shall organize, lead, or cause to be led, with the support of volunteer field trip leaders, field trips to collect fungi.

MEMBERSHIP CHAIR: The Membership Chair shall: (a) keep a list or register of the post office address and telephone numbers of each current member which shall be furnished to the President and/or Board whenever directed; (b) collect dues and keep complete and accurate records of the same.

PROGRAM CHAIR: The Program Chair shall arrange for programs for Association meetings and correspond with potential speakers of interest to the Association.

NAMA TRUSTEE: The NAMA Trustee shall be a member of and serve as Liaison to the North American Mycological Association (NAMA) and shall represent the interests of this Association

at the National Conference of NAMA Trustees as instructed by the Board, and shall report periodically to the Membership

ARTICLE VIII: SCIENTIFIC ADVISOR:

The Scientific Advisor shall be selected by the Board and approved for a term of indefinite duration by a majority vote of the membership at a regularly scheduled meeting. Further, the Scientific Advisor shall: (a) have knowledge in the field of mycology; (b) in his or her discretion, assist members in the identification of mushrooms brought to his or her attention; (c) in his or her discretion, assist the Editor, for the purposes of the Newsletter, and the Membership, for their edification, in technicalities concerning the identification and utilization of various fungi. The decisions of the Scientific Advisor as to nomenclature, economic or culinary value of fungi for Association purposes and functions shall be final. The Scientific Advisor shall be exempt from any dues, special dues, or event fees or charges.

ARTICLE IX: STANDING COMMITTEES ("VOLUNTARY OFFICERS")

1. The President may appoint other officers or committees, such as those listed below, to serve in a voluntary capacity:

Car Pool Coordinator: The Coordinator shall collect, on a regular basis, and communicate to the Membership by telephone and otherwise, a list of those who need transportation to meetings and events.

Digester: The Digester shall (1) regularly peruse, or delegate responsibility to peruse, literary items of a mycological interest, and (2) shall periodically submit information and articles of the same for publication in the Newsletter.

Hospitality: The Chair shall be responsible for procuring and serving refreshments, providing name tags, and generally managing and handling the facilities for meetings.

Library: The Librarian shall maintain the Association's collection of mycological books, which shall, if feasible, be brought to monthly meetings and checked out to members for a period of time determined by the Librarian.

Media: The Chair shall be responsible for storing, transporting, and set-up of the Association's audio-visual equipment at regular monthly meetings.

Market Basket: The Chair shall procure, inventory, maintain, and sell items of mycological interest (including without limitation, calendars, apparel, books and equipment) to members at regular monthly meetings.

Mushroom Display: The Chair shall assist members in displaying and labeling, with the assistance of experienced member-taxonomists, mushroom samples that have been collected for identification and exposition at regular monthly meetings, at a minimum.

Photography: The Chair shall maintain a library of photographs contributed by members, and may also hold classes or special events relating to mushroom photography.

2. In the case of the appointment of any officers or committees whose duties are not set forth in this article, the President / if requested, shall advise them of their duties and obligations and announce the same at a regular meeting of the Membership.

ARTICLE X: BOARD OF DIRECTORS

1. The elected officers specified in Article VII and the Scientific Advisor of the Association shall constitute the Board of Directors (or Board) of the Association, which shall meet at least quarterly during the year at a time and place determined by the President. The President shall serve as the Chair of said meeting (s). Except as limited by Rules adopted under Section (4)(a) below, and reporting required of the Secretary, the Board may meet in any manner whatsoever, including by telephone or electronic messages or concurrently with a meeting of the Membership.
2. The Board shall (a) manage the general affairs of the Association, (b) have cognizance of and determine all matters affecting activities actions to the Association, (c) establish policy and direct activity between regular meetings, and (d) report the Board's actions to the general Membership.
3. The decisions of the Board shall be by majority vote. Five (5) members of the Board shall constitute a quorum, unless specified otherwise for particular circumstances by the Rules of the Board. Any action taken at a meeting where a quorum is present shall be regarded as an action of the Board. The Second Vice-President shall be counted for the purpose of constituting a quorum of the Board and may vote on any decision of the Board.
4. The Board shall adopt Rules which shall specify:
 - (a) notice, notification and manner of meeting;
 - (b) the manner and circumstances in which the Board may delegate its duties under these Articles to the President or other individuals;
 - (c) specific dollar amounts, if any, which individual officers may commit or authorize without prior approval of the Board;
 - (d) specific dollar amounts in excess of which the Board must seek authorization by the Membership to commit or authorize;
 - (e) the manner in which the agenda or business of the Board will be made known to the Membership. Any adopted Rules must be approved, without amendment, by the Membership before either taking effect or superseding previous Rules of the Board.

ARTICLE XI: FISCAL MATTERS

1. The fiscal year shall begin on the first day of January and end on the last day of December.
2. The Board shall, no later than the February meeting of the Membership, make available a budget which shall specify the known or foreseeable income and expenses for the fiscal year.
3. No member shall receive any compensation from the Association for any services performed for the Association, except as approved by a 2/3 majority vote of the members at a regular or special meeting. No member may be excused from dues, assessments, or fees except as provided for in these Articles or by a vote of the Membership. Nor shall any part of the income, earnings, revenue or monies of the Association inure to the benefit of any private individual. Any MAWDC member excepting the Board of Directors who presents a program at a regular meeting shall be compensated with a standard honorarium in like manner to a non-member.
4. All authorizations by the Membership or Board to incur financial obligations must be in a written form such as: a budget item; the Board Rules; or votes of the Membership or Board as recorded by the Secretary. Members may be reimbursed for reasonable costs and expenses if those items are authorized, and incurred - solely in connection with the performance of duties or services for the Association. Costs incurred by members or officers, or financial commitments made on the behalf of the Association, in excess of limits specified by the Board or the Membership, shall not be reimbursed by the Association and are the liability solely of the member or officer.
5. The December meeting each year shall include the reading of the Treasurer's report, which shall list in reasonable detail the Association 's income and expenditures.
6. At the first board meeting of the year, the Treasurer will provide a report to the board that will include all assets and liabilities in the form of a spreadsheet and review the previous year's income and expenditures. The president will provide the report to the membership at the following regular meeting. Any member may propose to the President upon review of the report an independent auditor. All financial records of the association for the previous year will be made available to the auditor.

ARTICLE XII: ADOPTION AND AMENDMENT

1. These By-Laws shall be considered adopted and in force upon their approval by a 2/3 majority vote at a regular or special meeting of the Association.

2. These By-Laws may be amended by a 2/3 majority vote at a regular or special meeting of the Association provided the proposed amendment has been introduced at a regular meeting at least four weeks before that date.