

BYLAWS OF THE MINNESOTA MYCOLOGICAL SOCIETY

1. NAME OF ORGANIZATION

The name of this corporation shall be the "Minnesota Mycological Society", hereinafter referred to as the "Society".

2. PURPOSE AND OBJECTIVE

The general purpose of this organization shall be the practical and scientific study of edible and inedible fungi and the gathering, dissemination and perpetuation of facts and knowledge on that subject.

The primary objective shall be the study of specimens collected by members and others and the exchange of information with other organizations.

3. OFFICERS

The corporate officers of this Society shall consist of a President, Past President, Vice President, Corresponding Secretary, Recording Secretary and Treasurer. The officers, other than the Past President, shall be elected in accordance with the bylaws of this Society by such members as are entitled to vote; the Past President position will be filled automatically by the immediate preceding President.

4. MEMBERSHIP

The qualification for membership in this society shall be an interest in the objectives of this organization and the payment of the current annual dues.

5. FUNDS

The funds of the society shall be raised by the collection of annual dues and by such other means as the Society shall from time to time determine.

6. MEETINGS

The proper office or meeting place of this Society shall be in the State of Minnesota. Regular meeting shall be held on the second Monday of each month, except that during the months of

April, May, September and October when there will be meetings on the second and fourth Monday of the month. There will be no meetings on legal holidays.

The annual business meeting shall be held on the second Monday of either October or November. Special meetings may be called according to the provisions of the bylaws.

7. AMENDMENTS TO BYLAWS

The bylaws may be amended by a two-thirds vote of the members present, provided the proposed changes have been read at the meeting.

8. DISSOLUTION

This Society shall not be dissolved except by unanimous vote of the members. In the event of dissolution, the Society's proceeds shall be distributed in accordance with then current Federal Regulations dealing with such matters.

9. ELECTION OF OFFICERS AND BOARD MEMBERS AT LARGE

Elections shall be held at a regular Society meeting in either the month of October or November. Elected officers and two board members at large shall serve one year terms and take office the first day of January in the year of their term.

Any member may vote in Society elections, or on any question before the membership at any meeting.

Any member for at least the preceding year may run for office.

Candidates may be nominated by the Nominating Committee or by a member from the floor, provided the nominee has consented to accept the nomination.

10. DUTIES OF OFFICERS

The president shall supervise the general affairs of the Society and shall preside at all meetings. The president may call special meetings, establish committees and appoint committee chairs.

The past president shall assist the president in the management of the Society.

The vice president shall assume the duties of the president's office in the absence of the president.

The corresponding secretary shall conduct all of the Society's correspondence and maintain files on all correspondence for the Society's records.

The recording secretary shall take minutes of all meetings and maintain files of same.

The treasurer shall handle the Society's funds, maintain financial records and make reports to the membership at the annual business meeting.

11. BOARD OF DIRECTORS

The board shall consist of the officers, two board members at large, and those committee chairs appointed by the president. Committee chairs shall serve on the board at the pleasure of the president. All board members shall serve one year terms beginning the first day of January.

The board shall have general control of the affairs of this Society; shall approve the plans submitted by the various committees and groups and control all necessary and current expenditures of the Society.

Regular meetings of the board shall be held at least twice a year (dates to be set by agreement of its members). Special board meetings may be called by the president or any member of the board. The board may invite other members or non-members to attend meetings.

When an officer position becomes vacant, that vacancy shall be filled by an appointment by the president with the approval of the board.

The board shall have full charge of all funds of the Society and shall expend same in such a manner as, in its judgment, shall best promote the interest of the Society. The board may establish limits for the treasurer to pay routine bills as necessary. Financial records may be audited annually by the board of directors.

12. COMMITTEES

Committees shall be established by the president.

13. DUES AND OTHER FEES.

Annual membership dues shall be determined by the board, and the dues shall be effective January 1 through December 31. Any change in the amount of annual dues or other fees shall be approved by the board.

Life or honorary memberships may be awarded to members or non-members upon recommendation of the board with the approval of a two-thirds majority of members present at any meeting provided the proposed membership has been announced at the previous meeting.

14. MEETING PROCEDURE

Meetings shall be governed by Robert's Revised Rules of Order where applicable and not inconsistent with this Society's bylaws.

15. SPECIAL MEETINGS

If necessary, special meetings may be called by the president, with the approval of the board, to discuss urgent business. Members shall be notified, prior to the meeting, of the place, date, and time of the meeting, and also of the subject of the meeting.

16. QUORUMS

Ten percent of the membership shall constitute a quorum for the transaction or business at any regular or special meeting of the Society.

A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board or directors.

June 23, 2009.