

# **MMS Bylaws**

(Amended and adopted 4-11-22)

## **1. NAME OF ORGANIZATION**

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

## **2. 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 immediately preceding President.

## **3. MEMBERSHIP**

The qualification to be a member in this Society shall be an interest in the objectives of this organization and the payment of the current annual dues. Individual members must be at least eighteen years of age. Participation in a group membership, including by minors, shall be permitted to the extent authorized by the Board from time-to-time.

## **4. FUNDS**

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

## **5. MEETINGS**

The proper office or meeting place of this Society shall be in the State of Minnesota. Regular meetings of the members shall be held at least once each month. There will be no meetings on legal holidays. Meetings need not be held in person and may be facilitated through any means determined by the board.

The annual meeting of members, at which the board shall present a financial report and such other business as it determines, shall be held in the last quarter of the year, and may be combined with a regular meeting of the Society.

Special meetings of the Society members may be called by the President, with the approval of a majority of the board voting. Members shall be notified at least five days prior to the meeting of the subject, date, time and logistics of the meetings.

## **6. AMENDMENTS TO BYLAWS**

The bylaws may be amended by an affirmative vote of the majority of members participating, provided the proposed changes have been provided to the members in advance. Voting may be structured in any manner determined by the board, provided every member is provided an opportunity to vote in accordance with the voting privileges provided in Bylaw 8.

## **7. DISSOLUTION**

This Society shall not be dissolved except by the affirmative vote on a resolution passed by a majority of the board and by at least fifty percent of those members entitled to vote for officers pursuant to Bylaw 8. In the event of dissolution, the Society's proceeds shall be distributed in accordance with then current Federal Regulations dealing with such matters.

## **8. ELECTION OF OFFICERS AND BOARD MEMBERS AT LARGE**

Elections by members shall be held in the last quarter of the calendar year at any Society meeting or through any other method of balloting determined by the board, provided all members are provided an opportunity to vote in accordance with this bylaw. The candidate for each position receiving the highest number of votes shall be elected.

The term of the President, Vice President, Treasurer, Corresponding Secretary and Recording Secretary shall be two years, with an option by the Board, with the consent of the President, to extend the term a third year. The term of the Past President shall extend through the term of the current president, except that the Past President shall remain in office if the current President is removed by the board for cause. The terms of two board members at large shall be for two years. The terms of all elected officers and members at large shall be staggered so that approximately one half of the officers and a member at large are elected in one year, and the other half are elected in the succeeding year. Terms of all elected board members shall commence on the January 1 immediately following their election.

Any adult member with a single membership may have one vote in Society elections or on any question before the members [membership] at any meeting. Adult members participating under a single group membership shall be entitled, collectively, to two votes in Society elections or on any questions before the members at any meeting.

Anyone who has been a member for at least four months immediately preceding the election may be nominated for an elected officer position. Anyone who has been a member for at least four months immediately preceding the election may be nominated to be a Member At Large.

A candidate may be nominated by any member, including the candidate, provided the nominee has consented to accept the nomination. Before being advanced to be included on an election ballot, the qualifications of any nominee shall be reviewed by the Governance Committee and voted on by the Board, following the board's receipt of the Governance Committee's candidate assessment.

## **9. 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.

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. If the Vice President is unable to assume the duties, the Past 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.

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.

## **10. BOARD OF DIRECTORS**

The board shall consist of the officers, two board Members At Large, and those committee chairs who, following an assessment by the Governance Committee provided to the board, have been approved by a majority vote of the elected board members and the Past President.

The board shall have general control of the affairs of this Society. The board shall approve the plans submitted by the various committees and groups, and control all necessary and current expenditures of the Society. Each board member shall be a voting member, provided that no board member shall have more than one vote, regardless of whether they serve in more than one voting position.

Regular meetings of the board shall be held at least twice a year, whose dates may be set by agreement of its members. Special meetings of the board may be called by the President or by at least three members of the board. The board may invite other members or non-members to attend meetings.

When a board of director position becomes vacant mid-term, that vacancy shall be filled by a candidate nominated by any board member and receiving the majority vote of the board, following its review of the Governance Committee's assessment of the candidate.

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.

A board member may resign for any reason. Any member of the board may be removed by the two-thirds vote of the board (excluding the board member at issue). A President who has been removed from the board shall not serve as Past President.

## **11. COMMITTEES**

Committees shall be established by the board.

## **12. DUES AND OTHER FEES.**

Annual membership dues shall be determined by the board, and the dues shall be effective January 1 through December 31. Life or honorary memberships may be awarded to members or non-members upon recommendation of the board.

## **13. QUORUMS**

Ten percent of the members entitled to vote for officers pursuant to Bylaw 8 shall constitute a quorum for the transaction of business at any regular, annual or special meeting of the Society.

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

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**April 11, 2022**