

PVMA BY-LAWS

1. The name of this club shall be
 “PIONEER VALLEY MYCOLOGICAL ASSOCIATION, INC.”
(hereafter called “PVMA”).
2. Membership Requirements.
 - a. Any person interested in mycology, mycophagy or in any or all aspects of fungi is eligible for membership.
 - b. All members must sign a release form, provided by the Secretary, releasing PVMA and any officer or member for any responsibility, liability, or claims arising from any injuries or accidents of any nature incurred during or as a result of any field trip, foray, excursion or meeting sponsored by PVMA. For members under the legal age limit as established by the State of Massachusetts, these release forms must be signed by a parent or the legal guardian of the member.
3. Purpose. PVMA is a non-profit organization organized exclusively for education of the public and for scientific purposes under section 501(c)(3) of the Internal Revenue Code, specifically to:
 - a. Collectively provide a means for the sharing of ideas, experiences, knowledge and common interests regarding fungi.
 - b. Conduct educational and scientific opportunities for learning and practicing aspects of mycology.
4. Classes of Membership. There shall be two classes of membership as follows:
 - a. Active
 - b. Honorary
5. Description of Membership Classes.
 - a. Active membership entitles full PVMA privileges and voting rights (except for minors) providing dues have been paid. Active members, except for minors, are eligible to hold PVMA office or be appointed as committee chairmen. Minors are eligible to serve on committees.
 - b. Honorary membership is reserved for non-members or retired members who have performed outstanding service for PVMA or otherwise are recognized for their notable contribution to mycology or mycophagy. Honorary members are not eligible to vote or hold PVMA office. Honorary membership will be conferred only by recommendation of the Board of Directors and the unanimous approval of a quorum attending the annual business meeting of PVMA.
6. Membership Dues.
 - a. Individual Membership dues are \$15.00 per annum.

- b. Family Membership dues of \$25 per year. Includes the spouse/partner and any dependent members of the family residing in the same household.
- c. Dues are payable annually on the first day of January or before, except that **new** members joining after September 15 will be considered fully paid members for the following year.
- d. Any member who fails to pay dues beyond the first three months, will be notified by the Membership Chairperson of non-payment, and if payment is not received within one month after having been so notified, shall automatically cease to be a member.
- e. Honorary members shall not be required to pay dues.

7. Board of Directors.

The Board of Directors shall consist of all the PVMA officers and the chairpersons of appointed committees and other members invited to participate. Its purpose is to assist the President in the formulation of plans, policies, recommendations, and meeting agendas for consideration by the membership. Other members may be requested to attend as desired by the President. The Board of Directors will meet on the call of the President who will be the presiding officer.

- a. Number of Directors:
 - PVMA shall have a board of directors consisting of at least 4 and no more than 15 directors. Within these limits, the board may increase or decrease the number of directors serving on the board, including for the purpose of staggering the terms of directors.
- b. Powers of Directors:
 - All corporate powers shall be exercised by or under the authority of the board and the affairs of the PVMA shall be managed under the direction of the board, except as otherwise provided by law.
- c. Terms of Directors
 - i. All directors shall be elected to serve a two year term, however the term may be extended until a successor has been elected.
 - ii. Director terms may be staggered so that approximately half the number of directors will end their terms in any given year.
 - iii. Directors may serve terms in succession.
 - iv. The term of office be considered to begin January 1 and end December 31 of the second year in office, unless the term is extended until such time as a successor has been elected.
- d. Qualifications and Election of Directors
 - In order to be eligible to serve as a director on the board of directors, the individual must be 18 years of age and an Active member. Directors may be elected at any board meeting by the majority vote of the existing board of directors. The election of directors to replace those who have fulfilled their term of office shall take place in November or December of each year.

e. Vacancies

The board of directors may fill vacancies due to the expiration of a director's term of office, resignation, death, or removal of a director or may appoint new directors to fill a previously unfilled board position, subject to the maximum number of directors under these Bylaws.

f. Unexpected Vacancies

Vacancies in the board of directors due to resignation, death, or removal shall be filled by the board for the balance of the term of the director being replaced.

g. Removal of Directors

A director may be removed by two-thirds vote of the board of directors then in office, if:

- i. The director is absent and un-excused from two or more meetings of the board of directors in a twelve month period. The board president or vice president is empowered to excuse directors from attendance for a reason deemed adequate by the board president. The president shall not have the power to excuse him/herself from the board meeting attendance and in that case, the board vice president shall excuse the president.
- ii. For cause or no cause, if before any meeting of the board at which a vote on removal will be made the director in question will be given electronic or written notification of the board's intention to discuss her/his case and is given the opportunity to be heard at a meeting of the board.

h. Board of Directors Meetings.

- i. Regular Meetings. The board of directors shall have a minimum of four (4) regular meetings each calendar year at times and places fixed by the board. Board meetings shall be held upon four (4) days notice by first-class mail, electronic mail, or facsimile transmission or forty-eight (48) hours notice delivered personally or by telephone. If sent by mail, facsimile transmission, or electronic mail, the notice shall be deemed to be delivered upon its deposit in the mail or transmission system. Notice of meetings shall specify the place, day, and hour of meeting. The purpose of the meeting need not be specified.
- ii. Special Meetings. Special meetings of the board may be called by the president, vice president, secretary, treasurer, or any two (2) other directors of the board of directors. A special meeting must be preceded by at least 2 days notice to each director of the date, time, and place, but not the purpose, of the meeting.
- iii. Nominating Meeting. The board shall meet in October or November to develop a list of nominees for the Board of Directors. This meeting may be incorporated into a regularly scheduled board meeting. Each member so nominated shall affirm willingness to serve in the office for which nominated. The board shall present this list of Board nominees at the November/December general membership business meeting when elections are scheduled. This action does not preclude additional nominations from the floor.

iv. Waiver of Notice. Any director may waive notice of any meeting, in accordance with Massachusetts law.

i. Manner of Acting.

i. Quorum. A majority of the directors in office immediately before a meeting shall constitute a quorum for the transaction of business at that meeting of the board. No business shall be considered by the board at any meeting at which a quorum is not present.

ii. Majority Vote. Except as otherwise required by law or by the articles of incorporation, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the board.

iii. Hung Board Decisions. On the occasion that directors of the board are unable to make a decision based on a tied number of votes, the president shall have the power to swing the vote based on his/her discretion. If the president is not present at the meeting, the decision shall be made by one of the other officers, in this order: vice-president, secretary, treasurer.

iv. Participation. Except as required otherwise by law, the Articles of Incorporation, or these Bylaws, directors may participate in a regular or special meeting through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting, including in person, video meeting or by telephonic conference call.

j. Compensation for Board Service

Directors shall receive no compensation for carrying out their duties as directors. The board may adopt policies providing for reasonable reimbursement of directors for expenses incurred in conjunction with carrying out board responsibilities.

k. Compensation for Professional Services by Directors

Directors are not restricted from being remunerated for professional services provided to the corporation. Such remuneration shall be reasonable and fair to the corporation and must be reviewed and approved in accordance with the board Conflict of Interest policy and state law.

8. Officers.

a. The officers of PVMA shall consist of the following:

President
Vice President(s)
Secretary/Clerk
Treasurer/Membership Chairman

b. Officers will be elected by the Board of Directors at the November/December meeting and will serve for a period of two years commencing on the first day of January.

c. Officers will not be compensated.

9. Duties of Officers.

- a. President: Is responsible for the welfare and progress of PVMA. Shall communicate regularly with the Board of Directors, other officers and committee chairpersons. Shall publicize via email and Facebook upcoming board meetings. Shall conduct the meetings, appoint committee chairmen to carry out the plans of PVMA and request updates/reports on committee objectives. May recommend the election of more than one Vice President. Shall preside at meetings of the Board of Directors to formulate PVMA projects, establish the agenda for business meetings, and develop policy recommendations for consideration and approval by the membership. Shall have authority to fill by appointment any officer vacancies occurring during the calendar year to be effective until the next election of officers.
- b. Vice President(s): Shall assist the President in the fulfillment of his/her responsibilities as requested by the President and act for the President during any absence of that officer. Shall assume the duties of any absent officer not present at a meeting. Any officer who does not expect to attend a meeting must notify a Vice President or President and furnish any necessary reports or information required to be presented at the meeting. In the event that the office of the President becomes vacant, a Vice President will assume the office of President and all the functions and responsibilities of that office until a new President is elected by the Board of Directors.
- c. Secretary/Clerk: Shall keep minutes for each meeting to include motions and dispositions thereof. These minutes shall be distributed to Officers and Board Members and is subject to their approval within two weeks of the meeting.
- d. Treasurer/Membership Chair: Shall keep an accurate record of all income and expenditures and report the status at each PVMA Board meeting and the annual meeting. Shall only make payments authorized by the President and for which a written invoice is presented. A financial statement shall be prepared at the end of each fiscal year to include income, expenditures and balance of cash on hand with supporting documents. Shall be responsible for receiving payments of dues and for maintaining a **current** (daily) list of the membership including addresses and telephone numbers and emails. Shall send out a copy to all officers and committee chairpersons of updated membership lists monthly or whenever a new member is recorded. This is so everyone is always included in e-mail notices. Will write or email new members and will attach the year's newsletters and walk schedule.

10. Appointed Committees.

Committee chairs shall be appointed by and serve at the pleasure of the President to assist PVMA in meeting its objectives. It will be customary for a committee chair to select the members of his/her committee from the membership. The committees shall normally be, but are not limited to:

- a. Publicity Committee: Shall be co-chaired with the PVMA Newsletter editor. The newsletter editor shall be responsible for the timely solicitation and editing of articles and notices for the newsletter and sending it 3 times per year (January, June, and November) to all active and honorary members. The committee is responsible for publicizing weekly walks, Fungi Kingdom Workshops, Microscopy Sessions, and other PVMA events to insure weekly newspaper, radio and cable coverage of PVMA activities. Copies of newspaper clippings, etc. will be given to the Secretary for PVMA records.

- b. Scholarship Committee: Shall determine the qualifications for member receipt of partial scholarships to attend regional multi-day forays and develop and maintain an application for scholarships. Shall determine the number of recipients and the amount to be invested in scholarships each year based on our finances. The committee should also alert members to scholarships available from NEMF, COMA, etc. for motivated members to attend the regional forays.
- c. Education Committee: The Education Committee will advance the scientific understanding, as well as the aesthetic and cultural appreciation of the mushrooms of the Pioneer Valley in Massachusetts. Activities may include creating educational workshops and presentations for PVMA members and/or the public, writing articles for the PVMA newsletter and/or public consumption, and outreach to members and the public. The Committee will welcome input from members and seek to create relevant programming utilizing the talents of both amateur and professional mycologists.
- d. Hospitality Committee: Shall be responsible for planning and conducting any PVMA social functions that the PVMA decides to hold separately or in conjunction with general membership meetings (e.g. annual pot-luck dinner) and shall plan the refreshments for such functions by requesting members to contribute food and beverages on an equitable basis and develop a system for planning these contributions. Its members will personally extend hospitality to new members and guests.
- e. Walks Schedule Committee: Shall enlist the help of members to lead walks and to provide new walk locations for the schedule. Shall compile the annual list of walks listing the leader, and complete directions and any other relevant information. Shall inform member walk leaders what their responsibilities are, and that they are required to find a substitute for any walks they are unable to lead due to illness or unexpected conflicts. Walk leaders are responsible for promoting their walks via email or Facebook announcements at least three to four days prior to the scheduled walk unless it is a pop up walk. Shall send the walk schedule to the Newsletter Editor in early spring so that it can be published in the Spring newsletter.
- f. Citizens Science/Mycoflora 2.0 Committee: Shall be responsible for formulating and communicating the goals of our local Mycoflora project, running educational sessions to train members in best practices related to carrying out the goals of the project, selecting specimens for DNA sequencing and sending those out for analysis and depositing vouchered specimens to The New York Botanical Garden (or similar place) with appropriate documentation.
- g. Fungi Kingdom Festival: Shall plan and implement the annual festival, coordinate with any commercial partners, recruit members to make a variety of educational displays, and coordinate with the Publicity Committee to ensure widespread publicity of the event though out the Pioneer Valley.

11. Annual Business Meeting of the Members:

- a. Voting Quorum: A quorum for the annual business meeting in October or November shall consist of 20% of the Active members. A quorum must be present or represented by proxies at any meeting where the following items are being acted upon:
 - i. Election of the Board of Directors
 - ii. Changes or amendments to the By-Laws

- iii. Expenditures exceeding 25% of the treasury balance; and
 - iv. Levying of special assessments
- b. Proxies: If a member cannot attend a meeting when a quorum is required, such member may forward a written proxy to any other active member in good standing. This written proxy will have the same effect as attendance at the meeting.
 - c. Voting: Eligible voting members must be notified at least thirty days in advance of the annual meeting. This can be accomplished by a notice in the PVMA newsletter which will specifically state the business to be voted on or on Facebook or by email.
12. Changes or Amendments to By-Laws: Proposed changes to these By-Laws may be recommended by the Board of Directors or by a clearly seconded motion from the floor. Such proposed changes will be published in the PVMA newsletter at least thirty days before the meeting scheduled to consider these actions. A quorum must be present at this meeting and a majority vote will decide the issue.
13. Dissolution: Upon the dissolution of this organization, assets shall be distributed 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.
14. Nondiscrimination Policy: The officers, directors, committee members, employees and persons served by this corporation shall be selected entirely on a nondiscrimination basis with respect to age, sex, race, religion, national origin and sexual orientation. It is the policy of PVMA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.

I do hereby certify that the above state Bylaws of PVMA were approved by the PVMA board of Directors on _____, 2017 and constitute a complete copy of the Bylaws of the Corporation.

Secretary: _____

Date: _____