

# **Bylaws of the San Diego Mycological Society**

approved by the general membership on October 7, 2024

## **Article I Name**

Section 1. The name of this nonprofit organization shall be the “San Diego Mycological Society” (hereinafter referred to as SDMyco).

Section 2. The Board of Directors of SDMyco shall hereinafter be referred to as the Board.

## **Article II Purposes**

Section 1. The purpose of SDMyco shall be:

- a. To foster and expand the understanding and appreciation of mycology, and
- b. To assist related institutions or societies in the furtherance of this purpose.

Section 2. SDMyco shall do all other things necessary to carry out the purposes put forth in any duly constituted Articles of Incorporation.

Section 3. Notwithstanding any other provision of these bylaws, the San Diego Mycological Society shall not carry on any other activities not permitted to be carried on (a) by an association exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) or (b) by an association contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States Internal Revenue law).

## **Article III Membership**

Section 1. Any person interested in mycology is eligible for SDMyco membership.

Section 2. Membership classifications shall be set and reviewed annually by the Board.

Section 3. Each membership with dues current shall be entitled to one vote on any question requiring a vote of the SDMyco membership. In cases where more than one individual is included as part of a membership, those individuals will share a single vote.

Section 4. General SDMyco meetings are free and may be attended by anyone, including non-members. In addition, all members shall be eligible to receive SDMyco publications and to participate in members-only activities such as forays, classes, and special events.

## **Article IV Dues and Fees**

Membership dues shall be assessed annually at a fee to be set by the Board. The annual membership fee will include subscription to the SDMyco newsletter, which, together with other SDMyco domain emails, are the official means of communication notices and reports to SDMyco members.

## **Article V Officers and Board**

Section 1. The officers of SDMyco shall consist of a President, a Vice-President, a Treasurer, a Secretary and an Operations Director. The officers will serve as the Board of SDMyco. Should no member be elected to one of the Board positions the remaining board will appoint someone to fill the vacant position(s).

Section 2. The Board Committee shall consist of the current elected officers, the immediate Past President and other members appointed by the Board. Board Committee positions other than the named officers are: Field Trip Chair, Resident Mycologist(s), Membership Chair, Volunteer Coordinator, Education Director, and others as needed to coordinate activities of SDMyco and advise the Board.

Section 3. The President shall chair the Board meetings, the annual meeting and any special meetings of the membership and carry out any other duties assigned by the Board. The President represents SDMyco with other organizations such as the San Diego Botanic Garden Foundation.

Section 4. The Vice-President shall serve in the absence of the President and serve as SDMyco program Chair.

Section 5. The Treasurer shall keep records of the Board financial activities and shall have custody of SDMyco funds for dispersal at the direction of the Board and prepare an annual financial report.

Section 6. The Operations Director shall develop, implement, and manage the operations of SDMyco in accordance with Board direction.

Section 7. The Secretary shall maintain a record of the minutes of all business meetings and actions of the Board, with the time and place of the meetings, names of those present at the meetings, and the proceedings of the meetings.

Section 8. The duties of the Board shall be to plan and direct activities on behalf of SDMyco and to oversee the activities of the officers.

## **Article VI Meetings, Quorum and Elections**

Section 1. A quorum for a SDMyco Board meeting is more than half of the total members of the Board, present in person or remotely by voice telecommunication, or provided for by proxy through another Board member.

Section 2. The Annual Meeting of the SDMyco shall be held in the County of San Diego and/or remotely in November of each year at a time and location that will be announced in the newsletter or by SDMyco domain email at least one month prior to the meeting.

Section 3. The Board shall hold meetings at least four (4) times a year. The time and location of each meeting will be published in the newsletter or by SDMyco domain email at least 2 weeks prior to the meeting. Only acts done or decisions made by a majority of the Board members present at a meeting duly held, at which a quorum was present, shall be regarded as valid acts of the Board.

Section 4. Program meetings will usually be held monthly from October to May. The announcement of the meeting will be published in the newsletter or by SDMyco domain email at least 2 weeks prior to each meeting.

Section 5. Special meetings of the general membership to deal with specific topics may be called by the Board, or by written petition signed by at least 5% of the current membership, addressed to the Board. The agenda of such meeting to be announced in the newsletter or by SDMyco domain email.

Section 6. The Board members will be elected each year at the annual meeting. Voting for these offices will be accomplished in person or by the Official Ballot included in the newsletter or by SDMyco domain email prior to the election and may be mailed to a designated member of the Board or handed in at the regularly scheduled SDMyco meeting. With his or her consent, any member of the society may be nominated for any of the positions on the Board.

Section 7. Any member of the Board may be removed from the Board or any office they fill, with or without cause, by an affirmative vote of a majority of the Board members present at a duly called Board meeting, provided that all the current Board members are notified that removal of that Board member is to be on the agenda at least two weeks prior to that meeting.

Section 8. Should any officer die, resign, or be removed from the Board, the Board may elect a new Board member to serve until the next election of Board members.

## **Article VII Activities and Field Trips**

Section 1. Commercial mushroom collectors or dealers in the sale of mushrooms are encouraged to become members of the San Diego Mycological Society, but the society will not allow any of its members to collect mushrooms for sale or commercial purposes during field trips sponsored by the society.

Section 2. Prior to any field trip sponsored by SDMyco, each participant will be required to sign a waiver that will release and indemnify SDMyco and its officers, including the field trip leaders, for responsibility and liability for any accident or mishap that may befall the participant or the participant's minor children during the field trip, or as a result of the field trip, such as mushroom food poisoning, poison oak inflammation, etc.

## **Article VIII Newsletter and Communications**

Section 1. A newsletter or other email sent from the SDMyco domain shall be the regular means of communicating notices and reports of SDMyco activities.

Section 2. The newsletter or SDMyco domain emails shall be published in a manner determined by the Board.

Section 3. The newsletter or SDMyco domain email shall be circulated to each member of SDMyco for whom SDMyco has a valid email address. The newsletter or SDMyco domain email shall be the official record of the SDMyco and contain minutes of the Board and Annual meetings (or Internet links to the location of this information), as well as other items of SDMyco interest including ballots, foray notices and other mycological information.

## **Article IX Dissolution**

Section I. No part of the net worth of the SDMyco shall at any time inure to any member or any other individual.

Section 2. Upon the dissolution of the San Diego Mycological Society, 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 tax code), or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so dispersed of shall be disposed by the Court of Common Pleas of the county the County of San Diego, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article X Fiscal Year**

The fiscal year of the SDMyco shall begin January 1 and end on December 31 of the same year.

## **Article XI Amendment**

These bylaws may be amended or repealed by two-thirds vote of approval of the members present in person or by voice telecommunication at an annual meeting or by a two-thirds vote of members present in person or by voice telecommunication at a special meeting providing notice of the meeting and text of the proposed bylaw changes are published in newsletter or SDMyco domain email at least one month prior to the date of the special meeting. Absentee voting may be carried out with a written proxy from a SDMyco member to a member of the Board. A special meeting to amend the bylaws may be called by the membership (Article VI section 5) or by a two-thirds vote of the Board.