

BY-LAWS
of
WISCONSIN MYCOLOGICAL SOCIETY

1. MAILING ADDRESS. The Society's mailing address shall be the address of the newsletter editor.
2. PURPOSE. The principal purpose of the Society shall be to provide its members with the means of collecting, studying and identifying the fleshy fungi, especially those found in the State of Wisconsin.
3. MEMBERS.
 - (a) Regular Members. The members of the Society shall consist of individuals who have applied for and been accepted to membership and who shall have paid annual dues to the Society. The immediate family of members shall be entitled to attend Society functions.
 - (b) Honorary Members. The Board of Directors may also by resolution from time to time appoint one or more persons as honorary Members of the Society. Honorary Members shall serve as such at the pleasure of the membership. They shall have all privileges of membership but shall not be required to pay annual dues.
4. MEETINGS OF MEMBERS.
 - (a) Annual Meeting. The annual meeting shall be held in June of each year at such time and place as shall be fixed by the Society's President or Board of Directors; provided, however, that the Board of Directors may change the date of the annual meeting to a date in some other month if it shall deem such change desirable. At the annual meeting the members shall elect a Board of Directors to serve during the ensuing year, and shall transact such other business as may properly come before the meeting.
 - (b) Special Meetings. Special meetings of the members may be called at any time by the President, the Board of Directors, or by any fifteen (15) or more members who shall have sent a written call for such a meeting to the Secretary of the Society.
 - (c) Notice of Meeting. The Secretary shall mail to each member of the Society, at his address as disclosed by the Secretary's records, a written notice of each annual or special meeting. Such notices shall be mailed at least ten (10) days prior to the date of the meeting.
 - (d) Quorum and Voting. Ten (10) or more members of the Society (or one-half of the members if the number of members shall be less than twenty) present at any meeting shall constitute a quorum, and each member present shall be entitled to one vote. A majority of votes cast at any meeting at which a quorum is present shall be decisive of any question before the Society.
5. DIRECTORS. The business and affairs of the Society shall be managed by a Board of Directors as further provided in this Article 5.
 - (a) Number and Term. The Directors (not including any Honorary Directors) shall be eleven (11) in number and shall hold office from July 1 of each year through June 30 of the ensuing year, or until their successors are duly elected and qualified.
 - (b) Vacancies. Any vacancy in the Board of Directors may be filled at any time by the members of the Board of Directors then holding office or by the members of the Society at any annual or special meeting of members.
 - (c) Inactive Members. Any member of the Board of Directors who does not attend Board of Directors meetings nor participates in activities of the Board for a period of two (2) years shall be considered inactive and their position on the board shall be considered vacated.
 - (d) Meetings. The annual meeting of the Board of Directors, for the purpose of the election of officers and the transaction of any business that may properly come before the meeting, shall be held immediately following the annual meeting of the Society each year. Special meetings may be called at any time by the President or the Secretary or by any three (3) members of the Board of Directors.

- (e) Quorum and Voting. A quorum shall consist of more than half of the standing members of the Board of Directors. Each member shall be entitled to one vote. A majority of votes cast at any meeting at which a quorum is present shall be decisive of any question before the meeting.
- (f) Honorary Directors. The membership of the Society may by resolution from time to time appoint one or more of the Directors of the Society to the position of Honorary Director. Honorary Directors shall serve as such at the pleasure of the membership and shall be entitled to attend all Director's meetings, but shall have not vote.

6. OFFICERS.

- (a) The officers of the Society shall be elected by its Board of Directors and shall consist of a President, one or more Vice Presidents, a Secretary/Treasurer, and an Assistant Secretary/Treasurer. The officers of the Society may, but shall not necessarily also, be members of the Board of Directors. Each officer shall hold office from July 1 of each year until June 30 of the ensuing year, or until a successor is duly elected and qualified.
- (b) Duties.
 - i. The President shall, subject to the control of the Board of Directors, be in general charge of all of the activities of the Society.
 - ii. A Vice President shall, in the absence of the President, perform the functions and duties of the President.
 - iii. The Secretary/Treasurer shall keep minutes of all meetings, collect all dues and other funds owing to the Society, shall cause to be paid all amounts owed by the Society, and shall generally be in charge of, and responsible for, all of the Society's funds, other property and records. The secretary/treasurer shall keep the membership list, and shall be in charge of all the books, records and correspondence of the Society.
 - iv. The Assistant Secretary/Treasurer shall assist the Secretary/Treasurer.

7. OTHER POSITIONS AND COMMITTEES. The Board of Directors may form temporary committees and elect members to those committees as necessary.

- (a) Newsletter Editor(s): The board of directors will elect newsletter editor(s) as needed. The newsletter editor(s) are responsible for producing and, with the aid of the secretary/treasurer, distributing newsletters to all members and other organizations with which the WMS exchanges newsletters and maintaining the archives of the Society.
- (b) Nominating Committee: The chair of the nominating committee shall be appointed by the President. The chair will appoint two other members to serve on the committee. It is the nominating committee's responsibility to nominate members for all club offices.
- (c) Recorder: The recorder will be elected by the board of directors as needed. The recorder is responsible for keeping and publishing a list of fungi found at each WMS foray to the best of his or her ability.

8. DUES. Dues shall be \$20.00 annually. The dues shall be payable in the month of December in each year and shall entitle the member and immediate family to membership throughout the ensuing calendar year.

9. AMENDMENTS. These By-Laws may be amended in whole or in part at any time either by the members of the Society, or by the Board of Directors, by majority vote of those present at any annual or special members' or directors' meeting.