

# Constitution and Bylaws

## ARTICLE I — GENERAL

1. **NAME:** This organization, hereafter referred to as the “Club” or the “Corporation”, is officially named the *Western Pennsylvania Mushroom Club* and can also be called *WPMC* or the *WPA Mushroom Club* or the *Western PA Mushroom Club*.
  2. **PURPOSE:** This Club is a nonprofit organization whose main objectives are:
    - a. To provide a Club for the collective sharing of ideas, experiences, knowledge and common interests regarding fungi.
    - b. To furnish mycological information and educational materials to those who wish to increase their knowledge about mushrooms.
    - c. To promote interest in mycology and mycophagy.
  3. **OFFICE:** The principal office of the Corporation shall be at such place or places as the Board of Directors may determine from time to time. The address of the initial principal office of the Corporation shall be 202 Wadsworth Drive, Glenshaw, Pa 15116, Attn: Richard S. Dougall, Past-president.
  4. **FISCAL YEAR:** The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, end on December 31 of each year. The Board of Directors may, by resolution, change the fiscal year of the Corporation.
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## ARTICLE II — MEMBERS AND DUES

1. **MEMBERS:** There shall be three classes of membership as follows:
  - a. Active membership entitles full Club privileges and voting rights, provided dues have been paid. To vote, an active member must be at least 18 years of age. Active members, except for minors, are eligible to hold office or to be appointed as a Committee Chair. Minors are eligible to serve on Committees.
  - b. Honorary membership: Any person who has rendered signal service to the Western Pennsylvania Mushroom Club shall be eligible for Honorary Membership. Honorary Members are honored with lifetime membership in the Club. Honorary membership entitles full Club privileges and voting rights. To vote, an Honorary member must be at least 18 years of age. Honorary members, except for minors, are eligible to hold office or to be appointed as a Committee Chair. Minors are eligible to serve on Committees.

- i. Honorary Membership: Recognized as a member of the WPMC or Industry who has rendered service distinguished from the ordinary to the WPMC.
  - ii. Any WPMC member may refer nominations to the Board of Directors.
  - iii. The Board of Directors will review nominations and submit, by a vote of 4 members of the entire Board of Directors, to the membership for approval.
  - iv. A majority vote of members at a regular or special meeting is required for approval.
- c. Student membership: A full time student membership entitles full Club privileges and voting rights, provided 'Student' dues have been paid. To vote, a Student member must be at least 18 years of age. Student members, except for minors, are eligible to hold office or to be appointed as a Committee Chair. Minors are eligible to serve on Committees.

## 2. **DUES:**

- a. Membership dues shall be determined by the Board of Directors and may be adjusted at the discretion of the Board.
- b. Family membership includes members of the family residing in the same household.
- c. Students must be full time students.
- d. Dues become due and payable on January 1<sup>st</sup> of each year. Unless modified by the Directors, members joining after September 1<sup>st</sup> of any year shall pay only one year's dues, which will be effective through December of the following year.
- e. The Board of Directors may change the yearly dues, which shall be approved by the majority vote of the membership present at an established meeting.
- f. Dues become delinquent after January 1<sup>st</sup>. Any member who is delinquent in his/her payment of dues after May 15 shall automatically have his/her membership status revoked.
- g. The Club shall encourage voluntary contributions of funds for the Club's general or specific purposes.

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# ARTICLE III — DIRECTORS

## 1. **QUALIFICATIONS**

All powers vested in the Corporation by the Pennsylvania Nonprofit Corporation Law of 1988, as amended (the "NPCL"), shall be exercised by, or under the authority of, the Board of Directors. The business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors. All members of the Board of Directors of the Corporation must be natural persons twenty-one (21) years of age or older.

## 2. **NUMBER, ELECTION, AND TERM**

The Directors shall be elected at the October meeting by a majority vote of the members present. The Board of Directors shall have not less than five (5) Directors consisting of the officers listed below. The number of Directors may be increased or decreased from time to time by the vote of a majority of the members present at a regularly scheduled monthly meeting. Directors shall serve until their successors shall have been duly appointed or elected and qualified, or until their earlier death, resignation or removal

from office. In the event that the term of any Director shall expire without his/her being appointed or elected for another term, and no successor to such Director shall have become appointed or elected and qualified, such Director shall continue to hold office until his/her successor shall be appointed or elected and qualified.

The Board of Directors shall have the power to remove any Director of the Corporation from office for cause, provided that notice of a special meeting is provided given under Section 8 of this Article III.

### **3. FAILURE TO OBJECT**

A Director who is present at a Board meeting at which action on any corporate matter is taken, shall be presumed to have assented to the action taken, unless such Director's dissent shall be entered in the minutes of that meeting or unless such Director shall file a written dissent to such action with the person acting as the Secretary before that meeting's adjournment. The right to dissent shall not apply to a Director who has voted in favor of such action.

### **4. COMPENSATION OF DIRECTORS**

Directors, as such, shall not receive any salary for their services. By resolution of the Board of Directors, expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving compensation.

### **5. VACANCIES**

Whenever any vacancy occurs during the term of any Director, whether caused by the resignation, removal by order of court, or death, or by reason of an increase in the number of Directors, or for any other reason whatsoever, the Secretary shall give written notice of such vacancy or vacancies to the Board of Directors in order that such vacancy or vacancies may be filled by the majority vote of the remaining members of the Board of Directors present at a duly qualified meeting of the Directors at which a quorum is present.

### **6. REGULAR MEETINGS**

The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall determine. Meetings of the Board of Directors shall be held in the Beechwood Farm's Nature Reserve conference room unless otherwise provided in a notice of the meeting. Directors will be notified of all upcoming Board meetings.

### **7. SPECIAL MEETINGS**

The Board of Directors may hold such special meetings as shall be called by the Club President or Vice-President, or by a majority of the members of the Board of Directors. Such meetings shall be held at the time and place designated in the notice of the meeting.

### **8. NOTICE OF MEETINGS**

Notice of all regular and special meetings of the Board of Directors shall be given by, or at the direction of, the person or persons calling the meeting at least three (3) days prior to the day named for the meeting. When, at a special meeting, some action is to be taken which, by law, may be taken by the Directors only in their capacity as Directors, notice of such meeting shall be given at least ten (10) days

before such special meeting. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are to act in their capacity as Directors, shall be a waiver of such notice

#### **9. INFORMAL ACTION BY THE DIRECTORS**

Any action which may be taken at a meeting of the Directors may be taken without a meeting, if written or electronic consents, setting forth the action so taken, are signed by all of the Directors who would be entitled to vote at a meeting for such purpose, and such consents are filed with the Secretary of the Corporation.

#### **10. TELEPHONIC MEETINGS**

Directors may participate in a meeting of the Board of Directors by means of conference calling or teleconferencing by means of which all persons participating in the meeting can hear and speak to each other. Participation in a meeting pursuant to this Section 10 shall constitute presence in person at the meeting.

#### **11. COMMITTEES**

The Board of Directors may, by resolution or resolutions passed by a majority vote of the Board, designate one or more committees of officers, Directors and/or other interested persons to act in an advisory capacity to the Board. Such committee or committees shall have such name or names as may be determined from time to time by resolution adopted by the Board of Directors. The committees shall keep regular minutes of their proceedings and report the same to the Board when required. Committees shall have, and may exercise, all of the powers and authority delegated by the Board of Directors, with the following exceptions:

- a. The submission of any action requiring the approval of Directors under these By-laws.
- b. The creation or filling of vacancies on the Board of Directors.
- c. The adoption, amendment or repeal of these By-laws.
- d. The amendment or repeal of any resolution of the Board of Directors.
- e. Action on matters committed by these By-laws, or by resolution of the Board of Directors, to the Board itself or to another committee appointed by the Board.

The Board of Directors may designate as alternate members of any committee one or more persons who may replace any absent or disqualified member at any committee meeting or for the purposes of any written action by the committee. Whether or not they constitute a quorum, committee members present at a committee meeting, and qualified to vote, may unanimously appoint another Director to act at the meeting in the place of any absent or disqualified member. Each committee shall serve at the pleasure of the Board of Directors.

#### **12. QUORUM**

A simple majority of those who are then the Board Directors shall be necessary to constitute a quorum for the transaction of business. The actions approved by a majority of the Directors shall, unless otherwise specifically provided by law or by the Articles of Incorporation, be the acts of the Board of Directors.

#### **13. OFFICERS**

- a. The officers of this Club shall consist of the President, Vice-President, Treasurer, Secretary, and North American Mycological Association (NAMA) Trustee. All officers and committee chairs must be members in good standing.

- b. **Elections:** Officers (President, Vice-President, Secretary, Treasurer) will be elected at the October meeting, and will serve for a period of one year commencing January 1<sup>st</sup>. NAMA Trustee will be elected at the October meeting and will serve a two year term commencing January 1, 2017. No officer, except for the Treasurer, can serve more than three consecutive years in the same position. The NAMA Trustee shall serve no more than two consecutive terms.
- c. **Duties of Officers:**
- (1) **President:** The Club President shall also serve as the Chair of the Board of Directors and is responsible, with the approval of the Executive Committee, for the welfare and progress of the Club. The President shall:
    - (a) conduct meetings and appoint Committee Chairs to carry out the plans of the Club;
    - (b) host periodic meetings of the Executive Committee to formulate Club plans;
    - (c) establish agendas for business meetings and develop policy recommendations for consideration and approval by the membership;
    - (d) inform the Editor of the Club's Newsletter and the Electronic Communications Chair of monthly meetings, special meetings, forays, etc., as well as any special instructions in ample time for publication;
    - (e) have the authority to fill by appointment any Officer vacancies occurring during his/her term of office to be effective until the end of his/her term of office; and
    - (f) propose a budget for approval of the Executive Committee within three (3) months of being elected.
  - (2) **Vice-President:** Shall be the primary assistant to the President and act in his/her behalf during the President's absence. The Vice-President shall fill in for any other Club officer not present at a meeting. In the event that the office of the President becomes vacant, the Vice-President will assume the office of President and all the functions and responsibilities of that office. He/she shall then appoint a Vice-President to serve for the remainder of the fiscal year.
  - (3) **Treasurer:** The Treasurer shall be responsible for the following:
    - (a) Keeping an accurate record of all income and expenditures. The Treasurer shall, upon request, give a report of current income and expenditures at membership meetings.
    - (b) Giving a financial report at each regular Board meeting. A financial statement shall be prepared at the end of each fiscal year to include income, expenditures and assets with supporting documents available for audit.
    - (c) Meeting annually with the Audit Committee for purposes of auditing the accounts.
    - (d) Establishing password-protected access for the club President and members of the Audit Committee to the club's online banking account.

The club will indemnify the Treasurer for an amount equal to the club's assets.

- (4) **Secretary:** Shall keep minutes for each meeting to include motions and actions taken. These minutes shall be subject to approval by the Board of Directors and made available to any Club officer on request
  - (5) **North American Mycological Association (NAMA) Trustee:** Shall prepare a report of Club activities (September – August) for approval of the Board of Directors and submission to NAMA, attend NAMA Trustee meetings and provide the Board a report of proceedings within one (1) month of meeting. Trustee shall be elected to a two (2) year term elected in even number years beginning in 2016. The NAMA Trustee shall serve no more than two consecutive terms. The NAMA Trustee must be a NAMA member in good standing during term of Trusteeship.
- d. Officers, as such, shall not receive any salary for their services. All officers shall be entitled to prompt reimbursement for expenses reasonably incurred by them in the performance of their duties.

#### 14. EXECUTIVE AND APPOINTED COMMITTEES

- a. **Standing Committee:**

There shall be one standing committee of this Club to be known as the Executive Committee. It shall consist of all the Club Officers, the chairs of appointed committees, the last three (3) Past-Presidents and a representative from each of the branch chapters. 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 Committee will meet at the call of the President, who will be the presiding officer, or upon the request of three members of the Executive Committee. Each member of the Executive Committee shall have one vote.
- b. **Appointed Committees:**

Committee Chairs shall be appointed by the President with the approval of the Board, to assist the Club in meeting its objectives. Committee Chairs, who serve at the pleasure of the President, will select members of their committees with the input and approval of the President. These committees shall be:

  - (1) **Webmaster:** Shall maintain an internet webpage for the Club.
  - (2) **Foray/Walk Committee:** Shall organize and coordinate walks and forays for the Club, and support volunteer field trip leaders. The Foray/Walk Committee shall also establish club mycologists, club identifiers, and walk leaders to facilitate the activity of the Committee. Shall make arrangements for a Club representative to have applicable release forms available for all field trips, forays, walks, or excursions sponsored by the club, or shall present information regarding attendees' assuming all risks and releasing the WPMC from any and all liabilities.
  - (3) **Fall Foray Committee:** Shall be responsible for the arrangements of the annual Fall Foray.
  - (4) **Hospitality Committee:**

Shall be responsible for planning and conducting social functions the Club may hold. A Hospitality Chair shall plan for refreshments at Club meetings by requesting members to contribute specific items. The Hospitality Committee shall also greet people at meetings and welcome new and potential members.
  - (5) **Membership Committee:** Shall respond to inquiries about WPMC, sending information packets to such inquirers. The Membership Committee should promote Club membership through public outreach such as guest-speaking and

participation in online discussion groups. The chair of the Membership Committee will maintain the official records of membership to include addresses, telephone numbers, email addresses, dues records, and other relevant information of each current member. This list shall be furnished to the President, the Executive Committee and the Newsletter Editor whenever directed.

- (6) **Newsletter Committee:** Shall develop plans and contribute educational articles for the Club's Newsletter. The editor of the newsletter, who is responsible for its publication, shall Chair the Committee.
  - (7) **Photography Committee:** Shall maintain a library of photographs contributed by the members and may also hold classes or special events relating to mushroom photography. The Committee shall conduct a yearly Photography Contest.
  - (8) **Program Committee:** Shall coordinate speaking engagements and participation by the Club in exhibits, fairs, and similar functions. Shall coordinate activities organized by specialty committees such as cultivation, mycophagy, photography, taxonomy, toxicology, and other subjects as appropriate. Shall be responsible for arranging guest speakers for the Club's meetings.
  - (9) **Publicity Committee:** Shall be responsible for the publicity program of the Club, to insure media coverage of significant club activities and promote public awareness of the Club's objectives
  - (10) **Mycological Recording Committee:** Shall be responsible for recording and maintaining a list of all mushrooms found at Club walks and forays.
  - (11) **Mushroom Display Committee:** Shall have responsibility to display the mushrooms at the monthly and other Club meetings.
  - (12) **Historical Committee:** Shall maintain copies of newsletters, photographs and other memorabilia for the Club's historical record.
  - (13) **Cultivation Committee:** Shall organize, plan, and develop activities related to mushroom cultivation by club members.
  - (14) **Workshop Committee:** Shall organize, plan, and develop activities related to the use of mushrooms in the area of arts and crafts.
  - (15) **Education Committee:** Shall sponsor educational classes, organize, plan, and develop activities designed to increase the general knowledge of mushrooms and particularly mushroom identification abilities of club members and the general public.
  - (16) **Toxicology Committee:** Shall provide consultation and advice and keep members informed regarding current mushroom toxicology.
  - (17) **Northeast Mycological Federation (NEMF) Trustee:** Shall represent the WPMC within NEMF and keep members informed regarding NEMF activities.
- c. **Special Committees** Special Committees shall include:
- (1) **Nominating Committee:** The President shall appoint a nominating committee consisting of at least three members. This committee shall be appointed prior to each September meeting and will develop a list of nominees. Each member so nominated should be contacted, and must affirm willingness to serve in that office. The committee shall announce the list of nominees at the October meeting; additional nominations can be made by club members from the floor.
  - (2) **Audit Committee:** Shall consist of a Past-President and the current Vice-President for the purpose of periodically auditing the financial statements of the Club. Audits will be conducted at least annually and the report submitted to the

Board of Directors at its next meeting. Both members of the Audit Committee will have password-protected access to the club's online bank accounts.

- (3) **Other Special Committees** can be appointed by the President with the approval of the Executive Committee.

Chairs of Special Committees will not have voting privileges in the Executive Committee except in matters relevant to their committees.

## **15. USE OF CLUB FUNDS**

- a. Club funds will be available for prudent use, as determined by the Board of Directors, to advance the objectives of the club. Ten thousand dollars (\$10,000) will be kept in an emergency reserve fund.
- b. The club will not incur any significant long-term debt.
- c. The Treasurer shall not make any payments unless in written form or voucher. All checks above \$1000 must have the current President's prior approval. The President or other Board designee may also sign checks.

## **16. CONTRACTS**

In the absence of fraud, no contract or other transaction between the Corporation and any other corporation shall be affected by the fact that Directors of the Corporation are directors, employees or agents of such other corporations, if such contract or transaction shall be approved or ratified by the affirmative vote of a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. Any Director individually, or any firm of which any Director is a partner or shareholder, may be a party to or may be interested in any contract or transaction of the Corporation; provided, that such contract or transaction shall be approved or ratified by the affirmative vote of at least a majority of the Directors present at a meeting of the Board of Directors or of the committee of the Corporation having authority in the premises, who are not so interested. No Director shall be liable to account to the Corporation for any profit realized by such Director from or through any such transaction or contract of the Corporation, ratified or approved as aforesaid, by reason of such Director's interest in such transaction or contract. Directors so interested may be counted when present at meetings of the Board of Directors or of such committee for the purpose of determining the existence of the quorum.

## **17. LIMITATION OF PERSONAL LIABILITY OF CLUB REPRESENTATIVES**

To the fullest extent that the laws of the Commonwealth of Pennsylvania, as in effect on the date of the adoption of this Section or as such laws are thereafter amended, permit elimination or limitation of the liability of Directors, no Director of the Corporation shall be personally liable as such for monetary damages for any action taken, or any failure to take any action, as a Director. Any amendment or repeal of this Section or adoption of any other provision of these By-laws or the Corporation's Articles of Incorporation which has the effect of increasing Director liability shall operate prospectively only and shall not have any effect with respect to any action taken, or failure to act, prior to the adoption of such amendment, repeal or other provision.

In performing his/her duties, a Director may rely in good faith upon information, opinions, reports or statements, including financial statements and other financial data, prepared or presented by (i) one or more officers or employees of the Corporation whom the Director reasonably believes to be reliable and competent in the matters presented, or (ii) counsel, public accountants or other persons as to matters which the Director reasonably believes to be within the professional or expert competence of such person, or (iii) a committee of the Board of Directors upon which the Director does not serve, duly designated in accordance with law, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence. A Director shall not be considered to be acting in good



faith, however, if such Director has knowledge concerning a matter which would cause his reliance on any of the foregoing to be unwarranted.

In discharging the duties of their respective positions, the Board of Directors, committees of the Board of Directors and individual Directors may, in considering the best interests of the Corporation, consider the effects of any action upon employees, upon suppliers of the Corporation and upon communities in which offices or other establishments of the Corporation are located, and all other pertinent factors. The consideration of those factors shall not constitute a violation of such person's fiduciary standard of care. In addition, absent breach of fiduciary duty, lack of good faith or self-dealing, actions taken by a Director or any failure to take any action shall be presumed to be in the best interests of the Corporation.

Also, to the extent permitted under the laws of the Commonwealth of Pennsylvania, the limitation of liability provisions of this Section shall also apply to Club mycologists, identifiers, walk leaders and Club cooks.

This Section shall not apply to a Representative's responsibility or liability under any criminal statute or a Representative's liability for payment of taxes under any local, state or federal law.

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## **ARTICLE IV — EXECUTION OF DOCUMENTS**

### **1. CHECKS, NOTES, ETC.**

The Board of Directors may designate the officers or agents of the Corporation who shall have power, in its name, to sign and endorse checks and other negotiable instruments.

### **2. OTHER DOCUMENTS**

Unless otherwise authorized by the Board of Directors, all contracts, leases, deeds and deeds of trust shall be executed for and on behalf of the Corporation by the President, or a Vice-President, and shall be attested by the Secretary.

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## **ARTICLE V — INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES**

### **1. JUDGEMENTS, FINES, SETTLEMENTS, AND EXPENSES**

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that such person is or was a Director, officer, employee or agent of the

Corporation or is or was serving at the request of the Corporation as a Director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if the act or failure to act giving rise to the claim for indemnification is not determined by a court to have constituted willful misconduct or recklessness.

## **2. EXPENSES**

To the extent that a Director, officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 1 of this Article VI or in defense of any claim, issue or matter therein, such person shall also be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith

## **3. NONEXCLUSIVITY OF ARTICLE V**

The indemnification provided by this Article V shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled and shall continue as to a person who has ceased to be a Director, officer, employee or agent of the Corporation and shall inure to the benefit of the heirs, executors and administrators of such a person.

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# **ARTICLE VI — ANNUAL REPORT OF DIRECTORS**

At each annual meeting of the Board of Directors, an Annual Report verified by the President and the Treasurer of the Corporation shall be submitted to the Board of Directors, and shall be filed with the minutes of such annual meeting of the Board of Directors. The Annual Report shall show in appropriate detail the following:

- a. The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year immediately preceding the date of the Report.
- b. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.
- c. The revenue or receipts of the Corporation for the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.
- d. The expenses or disbursements of the Corporation, for both general and restricted (if any) purposes during the year immediately preceding the date of the Report, including separate data with respect to each trust fund held by or for the Corporation.

## **ARTICLE VII — AMENDMENTS TO BY-LAWS**

The Directors may adopt, amend or repeal these By-laws by a vote of a majority of all votes cast on the adoption, amendment or repeal, at any regular or special meeting duly convened for that purpose. Any meeting of Directors for the purpose of changing or repealing these By-laws shall be preceded by giving written or electronic notice to each Director stating that the purpose (or one of the purposes) of the meeting is to consider the change or repeal of these By-laws, and such notice shall contain or include a copy of the proposed change or repeal, or a summary of the changes proposed. Any change in these By-laws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.

Revised: October 2015: Board of Directors: Replace Corresponding Secretary with NAMA Trustee; Committee - NEMF Trustee

Revised: January 28, 2018: Classes of membership, Honorary Membership requirements, audit frequency, audit committee members, and check writing privileges. Minor grammatical changes.