

BYLAWS
of the
Arizona Mushroom Society, Inc.

ARTICLE I — GENERAL

1. NAME:

- a. This Corporation, hereinafter referred to as the “Society” or the “Corporation”, is officially named *Arizona Mushroom Society, Inc.*
- b. The Corporation can also be referred to informally as *The Arizona Mushroom Society* or *AMS*.

2. OFFICE:

- a. The address of the initial principal office of the Corporation shall be at 14627 E. Paradise Dr., Fountain Hills, Maricopa County, AZ 85268.
- b. The Board of Directors may from time to time vote to change the principal office from one location to any other within the State of Arizona, and shall note the changed address and effective date below, and such changes of address shall not be deemed, nor require, an amendment of these bylaws:

- i. New Address: _____
Dated: _____

- ii. New Address: _____
Dated: _____

- iii. New Address: _____
Dated: _____

- c. The Corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.

3. FISCAL YEAR:

- a. The fiscal year of the Corporation shall, unless otherwise determined by resolution of the Board of Directors, begin on January 1 and end on December 31 of each calendar year.
- b. The Board of Directors may, by resolution, change the fiscal year of the Corporation.

4. CONSTRUCTION AND TERMS:

- a. If there is any conflict between the provisions of these bylaws and the articles of incorporation of this Corporation, the provisions of the articles of incorporation shall govern.
- b. Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.
- c. All references in these bylaws to the articles of incorporation shall be to the articles of incorporation, articles of organization, certificate of incorporation, organizational charter, corporate charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this Corporation.
- d. All references in these bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

ARTICLE II — NON-PROFIT TAX-EXEMPT PURPOSES

1. **STATEMENT OF IRC SECTION 501(c)(3) TAX-EXEMPT PURPOSE:** This Corporation is organized and operated exclusively for educational, scientific, and charitable purposes within the meaning of 501(c)(3) of the Internal Revenue Code.
2. **LIMITATION ON POLITICAL ACTIVITIES:** No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. **LIMITATION ON PRIVATE INUREMENT:** No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, directors, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.
4. **GENERAL LIMITATION ON NON-PROFIT ACTIVITIES:** Notwithstanding any other provision of these articles, this Corporation shall not carry on any other activities not permitted to be carried on:
 - a. by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
 - b. by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code.
5. **DEDICATION OF ASSETS:** In the event that this Corporation should be dissolved by vote of the Board of Directors or by order of a court, the net assets of the Corporation shall be transferred to the *North American Mycological Association* or another tax-

exempt non-profit 501(c)(3) organization connected to the study and appreciation of the Kingdom of Fungi.

- 6. PRIVATE FOUNDATION REQUIREMENTS AND RESTRICTIONS:** In any taxable year in which this corporation is a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:
- a. shall distribute its income for said period at such time and manner as not to subject it to tax under Section 4942 of the Internal Revenue Code;
 - b. shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code;
 - c. shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;
 - d. shall not make any investments in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code; and
 - e. shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.
- 7. SPECIFIC OBJECTIVES AND PURPOSES:** The specific objectives and purposes of this Corporation are as follows:
- a. **Educational:**
 - i. To furnish educational literature, on-line references, and didactic and practical instruction to those who wish to increase their knowledge of the fungi of Arizona.
 - ii. To organize forays, field trips, fungus fairs and other events that teach accurate field recognition, techniques for specimen collection, and the

locations and seasons in which fungi are most likely to be found in Arizona.

- iii. To propagate safe storage and cooking methods of edible wild fungi among the mushroom enthusiasts and culinary professionals of Arizona, and disseminate appealing recipes for their use.

b. Scientific:

- i. To support the expansion of scientific knowledge about the fungal flora of Arizona and the Southwest, by photographing and collecting fungal specimens in the field, depositing them with recognized herbarium collections, and corresponding with scientific researchers studying these species.
- ii. To serve as a repository of expert knowledge on mushroom poisoning for the medical and veterinary communities of the State of Arizona.

c. Charitable:

- i. To inform the people of Arizona of the environmental importance of the Kingdom of Fungi, and inspire them to protect the habitat where these organisms grow in the wild.
- ii. To administer and moderate an on-line discussion forum for the benefit of Society members and the general public who wish to share their ideas, experiences, knowledge and common interests in the fungi of Arizona.
- iii. To sponsor scholarships for Arizona students with an interest in mycology.

ARTICLE III — MEMBERSHIP AND DUES

1. MEMBERSHIP QUALIFICATIONS:

- a. Through December 31, 2015, there shall exist one class of membership in this Society, which shall consist of all of the dues-paying members in good standing of the unincorporated organization that is commonly known as the *Arizona Mushroom Club*.
- b. On and after January 1, 2016, there shall exist one and only one class of membership in this Society, which shall be open to any person whose interest in fungi is non-commercial.
- c. No person shall hold more than one membership in the Corporation. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death.
- d. Except as expressly provided in or authorized by the articles of incorporation, the bylaws of this Corporation, or provisions of law, all memberships shall have the same rights, privileges, restrictions, and conditions, provided dues have been paid.
- e. Applicants shall be admitted to membership by making application therefor in writing, upon approval of the application by the membership committee of this Corporation and upon payment of the application fee (if any) and first annual dues, as specified in the Dues section of these bylaws.
- f. All rights of a member in the Corporation shall cease on termination of membership as herein provided. Termination of a member's membership shall take place upon any of the following events:
 - i. Upon his or her giving notice of such termination, delivered to the president or secretary of the Corporation personally or by mail, such membership to terminate upon the date of delivery of the notice or date of deposit in the mail;
 - ii. Upon reaching 90 days of delinquency in payment of dues; or
 - iii. Upon expulsion by vote of the Board of Directors as provided for in the Suspension and Expulsion section of this Article.

- g. There is no limit on the number of members the Corporation may admit.
- h. A member of this Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.
- i. The Corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date of termination of such membership. Such book shall be kept at the Corporation's principal office.
- j. To vote, hold office, or serve as a Committee Chair, an active member must be at least 18 years of age.
- k. Minors under 18 years of age are eligible to serve as Committee members.
- l. Membership and participation in all activities of this Society shall be free of all discrimination on the basis of sex, race, religion, age (beyond the age of majority), political affiliation, national origin, marital status, sexual preference, gender identity, or veteran status.

2. DUES:

- a. Membership dues shall be fixed at \$15 per year upon approval of this document.
- b. The Board of Directors may change the yearly dues, or approve an application fee for new members, or impose an additional activity fee for participation in certain special events sponsored by the Corporation.
- c. Dues become due and payable on January 1 of each year.
- d. Unless declared otherwise by vote of the Board of Directors, members joining after October 1 of any year shall pay only one year's dues, with membership in effect from the day of payment through December 31 of the following calendar year.
- e. Dues become delinquent after January 1 of each year. Any member who is 90 days delinquent in his/her payment of dues shall automatically have his/her membership status and participation in Society activities revoked.
- f. For purposes of participation in Society activities, all members of a family residing in the same household as a dues-paying member are included. However, only the

- principal dues-paying member of each family may cast a vote in Society elections.
- g. The Society shall encourage voluntary contributions of funds for the Society's general or specific purposes, and the Treasurer of the Society shall provide written receipts to support charitable tax deductions therefor.

3. SUSPENSION AND EXPULSION:

- a. Members of this Society may be suspended or expelled by vote of the Board of Directors for conduct materially and seriously prejudicial to the interests or purposes of the Corporation.
- b. Any member subject to suspension or expulsion shall be provided written notice at least fifteen (15) days before the effective date of the action, including the reasons therefor, sent to the last address of the member shown on the Corporation's records.
- c. Any member so suspended or expelled shall be provided an opportunity to be heard by the Board of Directors, orally or in writing, at least five (5) days before the effective date of the action.
- d. Any proceeding challenging an expulsion or suspension, including a proceeding in which defective notice is alleged, shall begin within six months after the effective date of the action.
- e. A member who has been expelled or suspended may be liable to the Corporation for dues, assessments or fees as a result of obligations incurred or commitments made prior to expulsion or suspension.

ARTICLE IV — MEMBER MEETINGS AND ELECTIONS

1. REGULAR MEETINGS OF MEMBERS:

- a. A regular meeting of members shall be held in the Phoenix metropolitan area at 6:30 P.M. on the first Saturday in December of each calendar year, for the purpose of electing directors and transacting other business as may come before the meeting.
- b. Other regular meetings of the members shall be held at such place or places as may be designated from time to time by resolution of the board of directors.
- c. If the day fixed for a regular meeting falls on a legal holiday, such meeting shall be held at the same hour and place on the next business day.

2. SPECIAL MEETINGS OF MEMBERS:

- a. A special meeting of the members may be called by the Board of Directors or the President of the Corporation, for any specific purpose or purposes that may be agreed upon by the Board, which purpose(s) shall be included in the meeting notice.
- b. A special meeting of the members shall be called if ten percent (10%) of the voting members in good standing submit signed and dated requests for such meeting to any officer of this Society, with a description of the purpose or purposes for which such meeting should be called.
- c. The close of business on the thirtieth (30th) day before delivery of the demand or demands for a special meeting to any corporate officer is the record date for the purpose of determining whether the ten per cent requirement has been met.
- d. Special meetings of the members shall be held in the Phoenix metropolitan area, at a date and time to be fixed by the Board of Directors, but no later than sixty (60) days after the ten percent requirement has been met.
- e. The Corporation may discuss and take action on only those matters at a special

meeting of members that are connected to the purpose or purposes described in the meeting request and included in the meeting notice.

3. NOTICE OF MEMBER MEETINGS:

- a. Unless otherwise provided by the articles of incorporation, these bylaws, or provisions of law, notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting, either personally, by postal mail, or by electronic mail, by or at the direction of the president, or the secretary, or the persons calling the meeting, to each member entitled to vote at such meeting.
 - i. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member's mailing address as it appears on the records of the Corporation, with postage prepaid.
 - ii. If electronically mailed, such notice shall be deemed to be delivered when the computing device from which the electronic mail is sent provides a confirmation or indication of transmission to the member's electronic mail address as it appears on the records of the Corporation; provided that a reasonable attempt to contact the member by other means shall be made if transmission of electronic mail to the address of record is rejected as undeliverable or is otherwise known to have failed.
 - iii. Personal notification includes notification by telephone or by facsimile machine, provided however, in the case of facsimile notification, the member to be contacted shall acknowledge personal receipt of the facsimile notice by a return message or telephone call within forty-eight (48) hours of the first facsimile transmission.
 - iv. It is the responsibility of each individual member of the Society promptly to notify the Recording Secretary of changes to his or her current mailing address, telephone or facsimile number, and/or electronic mail address.
 - v. The Board may impose a reasonable dues surcharge or service fee for

postal, facsimile, or telephonic notification to members who do not provide a valid electronic mail address.

- b. The notice of any meeting of members at which directors are to be elected or recalled shall also state the names of all those who are nominees or candidates for election to the board, or subject to recall from the board, at the time notice is given.
- c. Whenever any notice of a meeting is required to be given to any member of this Corporation under provisions of the articles of incorporation, these bylaws, or the law of this state, a waiver of notice in writing signed by the member, whether before or after the time of the meeting, shall be equivalent to the giving of such notice.

4. QUORUM FOR MEMBER MEETINGS:

- a. A quorum shall consist of at least 10% of the voting members of the Society in good standing, present in person or by duly authorized written proxy.
- b. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no elections shall be held and no business shall be considered by the members at any meeting at which the required quorum is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn.

5. VOTING RIGHTS:

- a. Each member in good standing is entitled to equal voting power on each matter submitted to a vote of the members.
- b. For purposes of participation in Society activities, all members of a family residing in the same household as a dues-paying member are included. However, only the principal dues-paying member of each family is entitled to cast a vote in Society elections.
- c. The Members as a body shall have the following powers of governance of this Society, and only these specific powers:
 - i. Voting for candidates in regular elections for open seats on the Board of

Directors.

- ii. Voting for recall and removal of Directors from their seats on the Board of Directors, and for election of their successor candidates.
- d. The Board of Directors or the President of the Society may submit any matter of concern to the Society to an advisory vote of the membership at any regular meeting of the members, and may submit any matter related to the topic of a special meeting of the members to an advisory vote at that meeting; however, the results of any such action shall be regarded only in an advisory capacity that is not binding on the exercise of the plenary powers of the Board of Directors to control the Corporation and manage its affairs and business.

6. MEMBER VOTING PROCEDURES:

- a. Elections for seats on the Board of Directors shall be carried out according to the following procedures:
 - i. The voting shall be conducted by secret written ballot, whether voting is conducted in person or by proxy at a member meeting, or by postal mail or another alternative method permitted under these bylaws.
 - ii. For a regular annual election, each Member is allotted the same number of votes as the number of open seats on the Board of Directors that are in contention.
 - iii. For a special election after a qualified recall petition, each Member is allotted the same number of votes as the number of Directors who have been the subjects of a successfully qualified petition for recall.
 - iv. Members may cumulate their votes for directors, by casting all of their allotted votes for a single candidate, or by distributing their allotted votes among two or more candidates in any combination that totals to no more than the number of votes which they have each been allotted.
 - v. For a regular annual election of Directors to open seats on the Board, the ballot shall list the following:
 - 1. The number of open seats that are in contention for election;

2. The names of all candidates approved by the Nominating Committee for inclusion on the ballot, which must be less than or equal to the number of seats in contention;
 3. Blank lines for write-in candidates, which must also be equal in number to the number of open seats;
 4. Adjacent to each nominee name or write-in blank, there shall be placed the same number of checkboxes as the number of open seats in contention, so as to permit cumulative voting.
- vi. For special elections precipitated by a qualified recall petition, the ballot shall list the following:
1. The number of seats occupied by individual Directors who have been the subjects of the successfully qualified recall petition;
 2. The names of these same recalled Directors, unless they have already submitted their resignation from the Board under the terms of these Bylaws;
 3. Blank lines for write-in candidates, which must be equal in number to the number of recalled Directors;
 4. Adjacent to each recalled Director's name and each write-in blank, there shall be placed the same number of checkboxes as the number of recalled Directors, so as to permit cumulative voting;
 5. "Put your money where your mouth is" provision: No votes for a write-in candidate for the Board of Directors in a recall election shall be tallied unless that candidate is also one of the signers of a recall petition for at least one of the Directors thereby recalled.
- b. Voting on all other matters put before the Members for an advisory vote shall be carried out according to the following procedures:
- i. Voting will ordinarily be by voice vote.
 - ii. However, before a voice vote is called under this provision, a motion for a

secret written ballot may be entertained, and will be sustained if supported by at least one-third (1/3) of the voting members present in person or by proxy at the member meeting.

7. ACTION BY WRITTEN BALLOT:

- a. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of members may be taken without a meeting if the Corporation distributes a written ballot to each member entitled to vote on the matter. The ballot shall:
 - i. Set forth the proposed action;
 - ii. Provide an opportunity to specify approval or disapproval of each proposal, or to vote for named or write-in candidates for the board of directors, as appropriate to circumstances and as permitted under these Bylaws;
 - iii. Indicate the number of responses needed to meet the quorum requirement and, except for ballots soliciting votes for the election of directors, state the percentage of approvals necessary to pass the measure submitted;
 - iv. For ballots soliciting votes for the Board of Directors, shall comport with the specifications for written ballots set forth in the Member Voting Procedures of these Bylaws; and
 - v. Shall specify the date by which the ballot must be received by the Corporation in order to be counted. The date set shall afford members at least fifteen (15) business days after delivery in which to return the ballots to the Corporation.
- b. Ballots shall be mailed or delivered in the manner required for giving Notice of Member Meetings as specified in these bylaws.
- c. Approval of action by written ballot shall be valid only when the number of votes cast by ballot within the time period specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the

number of approvals (or votes for a Director) equals or exceeds the number of votes that would be required to approve the action (or the election of a Director) at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

8. ACTION BY ELECTRONIC BALLOT:

- a. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, any action which may be taken at any regular or special meeting of the members may be taken without a meeting, if the Board of Directors authorizes a method of electronic or on-line voting that, in its judgment, can be conducted securely, confidentially, and accurately.
- b. The conduct of such electronic or on-line election shall otherwise conform as closely as practical to the procedures specified in this under this article for Action by Written Ballot.

9. CONDUCT OF MEETINGS:

- a. Meetings of members shall be presided over by the Chairperson of the Board of Directors, or, if there is no chairperson, or in his or her absence, by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation or, in the absence of all of these persons, by a chairperson chosen by a majority of the voting members present at the meeting.
- b. The Recording Secretary of the Corporation shall act as secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- c. Meetings shall be governed by Roberts' Rules of Order, as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

10. PROXY VOTING:

- a. Any Society member in good standing may cast a proxy vote for elections of members of the Board of Directors, or for any other question put to a vote of

the membership under these bylaws, on behalf of any other Society member in good standing who is unable to attend a regular or special member meeting in person.

- b. Written proxy authorization from the absent principal member must be submitted by postal mail, facsimile machine, or electronic mail to the Recording Secretary of the Society in advance of the meeting, stating the name of the principal member, the designated proxy member, and the term for which the proxy is valid.

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ARTICLE V — DIRECTORS

1. POWERS AND DUTIES:

- a. All powers vested in the Corporation by the Arizona Nonprofit Corporation Act shall be exercised by, or under the authority of, the Board of Directors, excepting only those actions specifically reserved to a vote of the Members of this Corporation under the terms of these Bylaws.
- b. All business and affairs of the Corporation shall be managed by, or under the direction of, the Board of Directors.
- c. It shall be the duty of the Directors to:
 - i. Perform any and all duties imposed on them collectively or individually by law, by the articles of incorporation, or by these bylaws;
 - ii. Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the Corporation;
 - iii. Supervise all officers, agents, and employees of the Corporation to assure that their duties are performed properly;
 - iv. Meet at such times and places as required by these bylaws;
 - v. Register their postal addresses and electronic mail addresses (if any) with the Recording Secretary of the Corporation, and notices of meetings transmitted to them at such addresses shall be valid notices thereof; and
 - vi. Annually sign an affidavit confirming receipt and compliance with the Conflict of Interest and Compensation Approval Policies set forth in Article X of these Bylaws.

2. QUALIFICATIONS: All members of the Board of Directors of this Corporation must be natural persons eighteen (18) years of age or older on the date their term begins, and except as noted elsewhere in this section, must be dues-paying members in good standing of this Society.

3. NUMBER, COMPOSITION, AND TERMS:

- a. The Board of Directors shall consist of not fewer than three (3) persons nor more than fifteen (15) persons.
- b. Upon approval of this document, the initial composition of the Board of Directors shall consist of the following seven (7) individuals:
 - i. Five (5) Directors elected by vote of the Members of the Society according to the procedures specified therefor in these Bylaws, and holding the various Executive Offices created under the provisions of these Bylaws;
 - ii. The Founding President Emeritus; and
 - iii. An outside Director-at-Large, who shall be appointed by the members of the then-sitting Board at their last regular meeting each calendar year, and who shall be afforded honorary membership in the Society while so serving as a Director.
- c. The term of the Founding President Emeritus shall be for life, or until his or her resignation from the Board, and shall not require election or re-election by the Members of the Society.
- d. The term of the outside Director-at-Large shall be for the single calendar year following the year in which he or she is appointed by vote of the then-sitting Board, and shall not be subject to election or re-election by the Members of the Society.

- e. The other elected Directors shall be chosen by vote of the membership of the Society at the last scheduled annual meeting of each calendar year, in accordance with the election procedures set forth in the Member Voting Procedures previously enumerated in these Bylaws.
- f. There shall exist two classes of elected Directors in staggered two-year terms.
 - i. Class 1 directors shall be those ordinarily taking office in odd-numbered years, and Class 2 directors shall be those ordinarily taking office in even-numbered years.
 - ii. After the first member elections held at the December 2015 organizational meeting, Class 1 Directors shall initially serve a one-year term commencing on January 1, 2016, while Class 2 Directors shall serve a two-year term commencing on January 1, 2016.
 - iii. In years after 2016, the term of each elected Director of either Class shall commence on the January 1 following his or her election, and extend for the subsequent two years, i.e. until December 31 of the second calendar year after his or her election.
 - iv. The Directors elected at the December 2015 organizational meeting shall be divided as evenly as possible between Class 1 and Class 2, as the Board may direct at its first meeting thereafter.
- g. The number of elected or appointed Directors may be increased or decreased from time to time by vote of the Board of Directors.
 - i. Such adjustments shall maintain an odd number of seats on the Board of Directors so as to avoid deadlocked votes.
 - ii. Any new elected seats on the Board that are created under this provision shall have their 2-year terms assigned to Class 1 or Class 2 as the Board

may direct, keeping the number of seats in each Class as evenly staggered as possible.

- iii. In any adjustment of the number of directors, those Directors who are elected by vote of the Members of this Society shall always constitute a majority of the Board vis-à-vis those Directors who are appointed to their seats.
- h. 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.
- i. 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 or her successor be appointed or elected and qualified.
- j. By a 5/7 majority vote, the Board of Directors shall have the power to remove any Director of the Corporation from office for good and reasonable cause, provided that notice of a special meeting for that purpose is delivered as specified under the Notice of Board Meetings section of this Article.
- k. The Members of the Society shall have the power to recall and remove any Director of this Corporation from office for any lawful cause or no cause.
 - i. A petition for recall of any Director of this Corporation will be valid when signed by at least 25% of the members in good standing of this Corporation who are qualified to vote, and submitted to the Recording Secretary for qualification.
 - ii. Upon such qualification, the Board shall call a special meeting of the members for the purpose of a recall election, or arrange for an equivalent recall election by written postal ballot or electronic ballot, under the

Member Voting Procedures previously set forth in these Bylaws. Such election shall take place no earlier than 10 days nor later than 60 days beyond the date that the recall petition is qualified.

- l. Any Director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the board of directors, unless the notice specifies a later time for the effectiveness of such resignation.
- m. No Director may resign if the Corporation would then be left without a duly elected director or directors in charge of its affairs, except upon notice to the Arizona Corporation Commission.

4. FAILURE TO OBJECT:

- a. 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, with the following exceptions:
 - i. Such Director's dissent shall be entered in the minutes of that meeting, or
 - ii. Such Director has filed a written dissent to such action with the Recording Secretary within three (3) business days after the meeting.
- b. The right to dissent shall not apply to a Director who has voted in favor of such action.

5. COMPENSATION OF DIRECTORS:

- a. Directors, as such, shall not receive any salary for their services.
- b. 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.
- c. Any payments to directors shall be approved in advance in accordance with this Corporation's Conflict of Interest policy, as set forth in Article X of these Bylaws.

- d. Nothing herein shall be construed to preclude any Director from serving the Corporation in any other employed capacity and receiving appropriate compensation therefor, subject to compliance with the Conflict of Interest Policy.

6. VACANCIES:

- a. Whenever any vacancy occurs during the term of any Director, whether caused by the resignation of the Director, a qualified recall petition by the membership, removal by order of court, demise or incapacitating illness of the Director, or by reason of an adjustment in the number of Directors, or for any other reason whatsoever, the Recording Secretary shall give prompt written or electronic notice of such vacancy or vacancies to the President and other remaining members of the Board of Directors.
- b. If the vacancy is the result of a qualified recall petition from the members of the Society, a recall election shall be held as provided for in the **Member Meetings and Elections** article of these Bylaws.
- c. Otherwise, such vacancy or vacancies shall be filled by majority vote of the remaining members of the Board of Directors present at the next duly convened regular or special meeting of the Directors at which a quorum is present.

7. REGULAR MEETINGS:

- a. The Board of Directors may hold its regular meetings at such places, and at such times, as the Board of Directors shall determine, but not less often than twice in any calendar year.
- b. Regular meetings of the Board of Directors shall be held in the Phoenix metropolitan area, unless otherwise approved by a majority of the Board and provided in the notice of the meeting.

8. SPECIAL MEETINGS:

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

9. NOTICE OF BOARD MEETINGS:

- a. Notice of all regular meetings of the Board shall be communicated to each Director and published on the Society web site no less than one (1) month in advance.
- b. Notice of all 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) business days prior to the day named for the meeting.
- c. When some action to be voted upon at a special meeting may, by statute, be taken by the Directors only in their formal capacity as Directors, the notice of such meeting shall be given at least ten (10) business days before such special meeting takes place.
- d. Attendance at any meeting of the Board of Directors, including any meeting at which the Directors are required to act in their capacity as Directors, shall constitute a waiver of the requirement for such notice, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.
- e. Any member in good standing of this Society is entitled to attend any regular or special meeting of the Board of Directors or any of its designated committees as an observer, and to have a reasonable opportunity to address the members thereof on the topics under consideration.

10. 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 attestations of consent 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 Recording Secretary of the Corporation.

11. TELEPHONIC MEETINGS: Directors may participate in a meeting of the Board of Directors by means of conference calling, teleconferencing, or videoconferencing, 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 shall constitute presence in person at the meeting.

12. QUORUM:

- a. A simple majority of current members of the Board of Directors shall be necessary to constitute a quorum for the transaction of business. Except as otherwise provided under the articles of incorporation, these bylaws, or provisions of law, no business shall be considered by the Board at any meeting at which the required quorum is not present, and the only motion which the chair shall entertain at such meeting is a motion to adjourn.
- b. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is to be considered the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws, or provisions of Arizona law require a greater percentage or different voting rules for approval of a matter by the board.

13. CONDUCT OF BOARD MEETINGS

- a. Meetings of the Board of Directors shall be presided over by the chairperson of the board, or, if no such person has been so designated, or in his or her absence, the President of the Corporation, or in his or her absence, by the Vice President of

the Corporation, or in the absence of each of these persons, by a chairperson chosen by a majority of the directors present at the meeting.

- b. The Recording Secretary of the Corporation shall act as secretary of all meetings of the board; provided that, in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting.
- c. Meetings shall be governed by Roberts' Rules of Order, insofar as such rules are not inconsistent with or in conflict with the articles of incorporation, these bylaws, or with provisions of law.

ARTICLE VI — OFFICERS

1. TITLES:

- a. The executive officers of this Society shall consist of the **President, Vice-President, Treasurer, Recording Secretary, and Corresponding Secretary.**
- b. In addition, upon ratification of these Bylaws, there shall be established a non-executive office of **Founding President Emeritus.**
 - i. This office shall be held by Dr. Chester Leathers for life, in recognition of his establishment of and long service to the Arizona Mushroom Club, this Society's predecessor organization, and shall be extinguished upon his demise or resignation.
 - ii. The Founding President Emeritus shall be an *ex officio* member of the Board of Directors, unless and until he submits his resignation from that body, which he may do at any time without relinquishing the title of Founding President Emeritus.
 - iii. The Founding President Emeritus is designated a lifetime member in good standing of this Society, with remission of all membership dues.

2. QUALIFICATIONS:

- a. All executive officers of this Corporation must be members of this Society in good standing; and
- b. At least eighteen (18) years of age on the date their term of office begins; and
- c. Must sign an annual affidavit confirming receipt of and compliance with the Conflict of Interest and Compensation Approval Policies set forth in Article X of these Bylaws.

3. APPOINTMENT AND TERMS:

- a. Officers shall be appointed to one-year terms by a simple majority vote at the first meeting of each newly-seated Board of Directors following annual member elections, and chosen from among those Directors who are elected by direct vote of the membership.
- b. In case of vacancy, any Member or Director may be appointed by the President and confirmed by majority vote of the Board of Directors to finish the current term of the vacant office. Directors may temporarily hold more than one executive office in this circumstance, except that no single individual shall hold the offices of President and Treasurer simultaneously.
- c. No officer may serve more than three consecutive years in the same position, unless re-appointed by a 5/7 majority vote of the Board of Directors for the fourth and each additional consecutive one-year term.
- d. Any officer may be removed from office prior to the end of his or her term by a 5/7 majority vote of the Board of Directors.

4. EXECUTIVE DUTIES OF OFFICERS:

- a. **President:** The Society President is responsible, with the approval of the Board of Directors, for the overall welfare and progress of the Society. The President shall:
 - i. Serve as the Chairman of the Board of Directors;
 - ii. Preside at meetings of the general Society membership and Board of Directors;
 - iii. Appoint Committee chairs and members to carry out the plans of the Society;

- iv. Host periodic meetings of the Board of Directors, appointed committees, and interested members to formulate Society plans and ratify actions taken by the executive officers of the Society;
- v. Establish agendas for Board meetings;
- vi. Develop policy recommendations and bylaw amendments for consideration and approval by the Board of Directors and Society membership;
- vii. Inform the Editor of the Society's Newsletter and the Society Webmaster of the dates for scheduled monthly meetings, special meetings, forays, etc., as well as any special instructions in ample time for publication;
- viii. Have the authority to fill by appointment any Officer vacancies occurring during his/her term of office, subject to ratification by a majority of the Board of Directors; and
- ix. In cooperation with the Treasurer, propose an annual budget for approval by the Board of Directors within three (3) months of being appointed.

b. **Vice-President:** The Vice-President shall be the primary assistant to the President, with the following specific duties:

- i. Act on the President's behalf during his or her temporary absence;
- ii. Fill in for any other Society officer or committee member not present at a meeting;
- iii. Assume the office of President and all the functions and responsibilities of that office, in the event that the office of the President becomes vacant. He/she shall then appoint a Vice-President to serve for the remainder of the fiscal year, subject to the approval of the Board of Directors; and

- iv. Serve as a member of the Audit Committee if a Past Treasurer is unable or unwilling to serve.
 - v. In conjunction with the Recording Secretary, shall count the ballots submitted at member elections for the Board of Directors.
- c. **Treasurer:** The Treasurer shall be responsible for the following duties:
- i. Keep an accurate record of all income and expenditures;
 - ii. Give a report of current income and expenditures at membership meetings;
 - iii. Give a financial update report at each regular Board meeting, as well as a formal financial statement at the end of each fiscal year, to include income, expenditures and assets with supporting documents available for audit;
 - iv. Meet semi-annually with the members of the Audit Committee for purposes of auditing the finances of the Corporation, providing them with complete and accurate bank statements, balance sheets, income and expense statements, budgets, and all other financial documentation required by the Audit Committee in the performance of its duties;
 - v. Serve as the primary liaison with outside financial service organizations such as banks, accountants, auditors, attorneys, and insurance underwriters and agents;
 - vi. Establish password-protected access for the Society President to the Society's online banking account;
 - vii. Work with the President to propose an annual budget for the Society's financial dealings; and

- viii. The Society will indemnify the Treasurer for an amount equal to the Society's assets.
- d. **Recording Secretary:** The Recording Secretary is primarily responsible for the record keeping functions within the Society. He or she shall take the following actions:
- i. Prepare, distribute, and collect the written ballots for member elections, and count them in conjunction with the Vice-President;
 - ii. Keep accurate minutes for each meeting of the Members or the Board of Directors, to include motions and actions taken during the meeting, as well as any written voting proxy authorizations submitted on behalf of absent Society members;
 - iii. Submit such records to approval by the Board of Directors, and make them available to any Society officer or member on request;
 - iv. Serve as chair of the Membership Committee, and take primary responsibility for the accuracy and completeness of the Society's membership records.
 - v. Maintain the historical records of the Society, in conjunction with the members of the appointed committees.
- e. **Corresponding Secretary:** This officer has the primary responsibility of assisting the President with communications outside the Society. These duties include:
- i. Respond to public and news media inquiries about the Society;
 - ii. Communicate with other local, regional, national, and international mycological societies, university departments of botany or forestry, herbariums, arboretums, conservation societies, and other organizations having interests that overlap with those of this Society.

- iii. Serve as chair of the Communications Committee, supervising the work of the Newsletter Editor and Webmaster.
- iv. Ensure that record-keeping and notification requirements of the Arizona Corporation Commission, the Arizona Secretary of State, the U.S. Internal Revenue Service, and any other regulatory bodies to whose jurisdiction this Corporation is subject are met in a timely and accurate manner.

5. SALARIES:

- a. Officers, as such, shall not receive any salary for their services.
- b. Officers are entitled to reimbursement of legitimate expenses incurred while in service to the Society in their official capacity.
- c. Nothing herein shall be construed to preclude any Officer from serving the Corporation in any other employed capacity and receiving appropriate compensation therefor.

ARTICLE VII — COMMITTEES

1. ORGANIZATION, POWERS, AND RESPONSIBILITIES:

- a. 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.
- b. 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.
- c. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these bylaws concerning meetings of the board of directors, with such changes in the context of such bylaw provisions as are necessary to substitute the committee and its members for the board of directors and its members, except that the time for regular and special meetings of committees may be fixed by resolution of the board of directors or by the committee. The board of directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws.
- d. Committees shall have, and may exercise, all of the powers and authority delegated by the Board of Directors, with the following exceptions:
 - i. The submission of any action specifically requiring the approval of the Board of Directors under these Bylaws.
 - ii. The creation or filling of vacancies on the Board of Directors.
 - iii. The adoption, amendment or repeal of these Bylaws.
 - iv. The amendment or repeal of any resolution of the Board of Directors.

- v. Action on matters committed by these Bylaws, or by resolution of the Board of Directors, to the Board itself or to another committee appointed by the Board.
- e. 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.
- f. 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.
- g. Each committee shall exist, and each committee member shall serve, at the pleasure of the Board of Directors.

2. **APPOINTED COMMITTEES:**

- a. Appointed Committee Chairs shall be appointed by the President to assist the Society in meeting its objectives.
- b. These Committee Chairs will select members of their committees with the input and approval of the President.
- c. The Board of Directors may vote to disallow any Member from service on or chairmanship of any Committee, as they see fit.
- d. The committees established upon ratification of these bylaws, and their duties and responsibilities, shall be as follows:
 - i. **Communications Committee:**
 - 1. Shall contribute and solicit articles for the Society's Newsletter, and appoint a Newsletter Editor responsible for its production.

2. Shall appoint a Webmaster to create and update an Internet webpage/blog for the Society, and to distribute the Newsletter in electronic form.
3. Shall establish and update any other appropriate on-line social media presence (e.g. Facebook, Instagram, or Twitter), subject to approval by the Board of Directors;
4. Shall maintain a file of previous newsletters and backups of the Society's on-line presence, and provide them for the historical files of the Recording Secretary in a timely fashion.
5. Shall provide technical support to the Membership Committee and Treasurer for maintaining an electronic database of Society members, their dues payments, and their contact information.
6. Shall be responsible for the publicity program of the Society, insuring media coverage of significant Society activities and promoting public awareness of the Society's objectives;
7. The default chair of this Committee shall be the Corresponding Secretary, although another member of the Committee may serve as the Chair with the approval of the Board of Directors.

ii. **Foray Committee:**

1. Shall assist the President in scheduling the dates for Society forays and field trips.
2. Shall have primary responsibility for scouting, organizing and managing forays in season.

3. Shall designate and supervise scouts, foray and field trip leaders, and qualified mushroom identifiers from among the Society membership, subject to approval of the Board of Directors.
4. Shall make arrangements for professional mycologist guidance when required for Society events.
5. Shall create and disseminate liability waiver forms for all forays or other Society activities when required, then collect them from foray leaders and file them as directed by the Recording Secretary.
6. Shall make a record of information regarding attendees' assumption of risks and release of the Society from liability when formal written notification and consent is not required.

iii. **Venue and Hospitality Committee:**

1. Shall be responsible for scheduling venues for meetings and other functions the Society may hold;
2. Shall be responsible for presentation, serving, and cleanup of refreshments and potluck contributions at each Society function;
3. Shall designate a Hospitality Host for each meeting to take the lead in greeting people at meetings, providing name tags, and welcoming new and potential members.

iv. **Membership Committee:**

1. Shall respond to inquiries about Society membership, sending physical or electronic information packets as appropriate;
2. Shall promote Society membership through public outreach such as guest-speaking and participation in social networks;

3. Shall maintain the official records of membership, to include addresses, telephone numbers, email addresses, dues records, and other relevant information of each current member, and may call on other resources such as the Webmaster for assistance in this effort.
4. Shall furnish these records to the members of the Board of Directors, executive officers, and the Newsletter Editor whenever directed.
5. Shall have primary responsibility, in consultation with the Treasurer, for ensuring that participation in Society activities is withheld from members whose membership dues are in delinquency.
6. The default Chair of this Committee shall be the Recording Secretary of the Society, although another member of the Committee may serve as Chair and Membership Director if approved by the Board of Directors.

v. **Culinary Committee:**

1. Shall have primary responsibility for organizing and directing dinners, tastings, cooking workshops, and other mycophagy-related events sponsored by the Society, and to coordinate the Society's participation in other such events sponsored by outside organizations.
2. Shall have primary responsibility for maintaining a collection of recipes that are considered worthy of propagating among the members of the Society and the general public, and submitting them for publication on the Society website and/or in the Society newsletter.

3. In conjunction with the Scientific Committee and the Society's liability insurance carriers, shall establish designated safe-species white-lists and protocols to be followed for safely using wild mushrooms in culinary activities sponsored by the Society.

vi. **Program and Education Committee:**

1. Shall have primary responsibility to organize and direct educational classes, workshops, exhibits, mushroom festivals or fairs, and other such educational activities sponsored by this Society, and to coordinate the Society's participation in similar activities sponsored by outside organizations, in order to increase knowledge of the fungi of Arizona.
2. Shall be responsible for arranging and hosting guest speakers for the Society's meetings.
3. Shall maintain a library of public-domain or free-use photographs contributed by the members, and supply them upon request for use by other committees, the Board, or the general public.
4. Shall conduct a yearly Photography Contest.

vii. **Scientific Committee**

1. Shall be responsible for recording a genus and species list of mushrooms found at Society forays, and delivering it to the historical files of the Recording Secretary in a timely fashion.
2. Shall have responsibility to arrange and identify any fungi on display at Society meetings, fairs, or other events at which the Society participates.

3. Shall provide consultation and advice to keep Society members and the general public informed about mushroom poisoning.
4. Shall serve as the primary liaison for the Poison Control Center and the state medical and veterinary communities when and if experts in mushroom identification and toxicity are requested.
5. Shall serve as the primary liaison for professional mycologists and other bona fide scientific researchers who wish to enlist the assistance of the Members of this Society for scientific endeavors, or propagate new scientific knowledge among them, or otherwise communicate with them for any legitimate purpose related to scientific research.
6. In conjunction with the Culinary Committee, shall establish fungal species white-lists and safety protocols for mushroom consumption at dinners, tastings, and other Society functions involving mycophagy.

viii. **Development Committee:**

1. Shall plan and implement fund-raising activities for the Society.
2. Shall solicit charitable donations and grants.

ix. **Cultivation and Medicinal Committee:**

1. Shall plan and implement activities for those interested in studying mushroom cultivation.
2. Shall plan and implement activities for those interested in studying the medicinal and health effects of wild mushrooms.

3. Shall **not** engage in cultivation of, nor provide instruction intended primarily for cultivation of, illegal hallucinogenic species of fungi.

3. SPECIAL COMMITTEES:

a. Nominating Committee:

- i. Shall consist of at least three members.
- ii. Shall be appointed by the President at least one (1) month prior to the last regular Society meeting of each calendar year.
- iii. The Committee will develop a list of suitable nominees for each open seat on the Board of Directors. Each member so nominated should be contacted, and must affirm willingness to serve in that office.
- iv. The committee shall ensure that the list of official nominees is transmitted to the membership before the meeting at which elections will take place, in accordance with the member meeting notification requirements previously specified in these bylaws, and shall ensure that their names are listed on the written ballot prepared by the Recording Secretary.
- v. Additional nominations can be made by Society members from the floor and elected via write-in ballot.

b. Audit Committee:

- i. Shall exist for the purpose of periodically auditing the financial statements of the Society;
- ii. Shall consist of the most recent Past Treasurer and the Vice-President; except that during the incumbency of the first Treasurer to serve after these Bylaws are adopted, and whenever else a Past Treasurer is unable or

unwilling to serve on the Audit Committee, the Committee shall consist of the Recording Secretary and Vice-President;

- iii. Other trustworthy, qualified individuals may be appointed to this Committee by the President, with approval of the Board of Directors.
 - iv. Audits will be conducted annually and the report submitted to the Board of Directors at its next regular meeting;
 - v. Members of the Audit Committee will be provided full and prompt access to the Society's bank account statements and other financial records, but shall have no online password-protected access or check-writing privileges upon said accounts.
 - vi. This Committee may engage the services of a professional accountant.
- c. Other Special Committees can be appointed *ad hoc* by the President at his or her discretion, unless directed otherwise by vote of the Board of Directors.

ARTICLE VIII — FINANCIAL

1. SOCIETY FUNDS AND CHECKS

- a. Society funds will be made available for prudent uses, as determined by the Board of Directors, only to advance the objectives of the Society.
- b. One thousand dollars (\$1,000) of emergency reserve funds will be kept liquid in a checking, savings, or money-market account. Excess financial assets above this amount will be kept in prudent investments to be determined by the Treasurer, subject to the approval of the Board of Directors.
- c. The Society shall not incur any debt of more than one month's duration. Credit-card charges and other short-term or revolving debt shall be paid in full upon receipt of the corresponding monthly bill or statement.
- d. No payments from Society funds shall be made unless via written check or voucher, or by a credit or charge card on an official Society account.
- e. Checks drawn on Society accounts may be signed by either the President or Treasurer. At the discretion of the Board of Directors, other officers or agents of the Society may be designated to have the power, in its name, to sign and endorse checks and other negotiable instruments, or to be issued a credit card on a Society account. However, no serving member of the Audit Committee shall be granted this power.
- f. Two authorized signatures are required on all Society checks for more than \$1000, at least one of which must be either the President or Treasurer. No credit card charges for amounts in excess of \$1000 will be permitted.

2. CONTRACTS

- a. 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 the Vice President, and shall be attested by the Recording Secretary.
- b. In the absence of fraud, no contract or other transaction between this 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.
- c. 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.
- d. 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.

3. LIMITATION OF PERSONAL LIABILITY OF SOCIETY REPRESENTATIVES

- a. To the fullest extent that the laws of the State of Arizona, 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, and no Director shall

be personally liable for the debts, liabilities, or other obligations incurred by the Corporation.

- b. Any amendment or repeal of this Section or adoption of any other provision of these Bylaws 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.
- c. 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.
- d. 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.

- e. To the maximal extent permitted under the laws of the State of Arizona, the personal liability limitations of this section shall also apply to other designated Society Representatives such as mycologists, mushroom identifiers, foray leaders, and chefs/cooks.
- f. This Section shall not apply to a Director's or other Representative's responsibility or liability under any criminal statute, nor a Director's or other Representative's personal liability for payment of taxes under any local, state or federal law.

4. INDEMNIFICATION OF DIRECTORS, OFFICERS, AND EMPLOYEES

- a. 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, excise taxes, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided that the act or failure to act giving rise to the claim for indemnification is not finally adjudicated by a court to have constituted willful misconduct, recklessness, or an action or failure to act other than in good faith in the reasonable belief that such action or failure to act was in the best interests of the Corporation.
- b. The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.
- c. This Article constitutes a contract between the Corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of

this Article which adversely affects the rights of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

5. **INSURANCE FOR CORPORATE AGENTS:** Except as may be otherwise provided under provisions of law, the board of directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation (including a director, officer, employee, or other agent of the Corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE IX — CORPORATE RECORDS, REPORTS, AND SEAL

1. **MAINTENANCE OF CORPORATE RECORDS:** The Corporation shall keep at its principal office:
 - a. Minutes of all meetings of directors, committees of the board, and members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;
 - b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;
 - c. A record of its members, if any, indicating their names and addresses and, if applicable, the termination date of any membership;
 - d. A copy of the Corporation's articles of incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Corporation at all reasonable times during office hours.

2. **CORPORATE SEAL:**
 - a. The board of directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept in possession of the Recording Secretary.
 - b. Failure to affix the seal to corporate instruments shall not affect the validity of any such instrument.

3. **DIRECTORS' INSPECTION RIGHTS:** Every director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation, and shall have such other rights

to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

4. MEMBERS' INSPECTION RIGHTS: Each and every member of this Corporation shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

- a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested.
- b. To obtain from the secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the Corporation or after the date specified therein as of which the list is to be compiled.
- c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the board or committees of the board, upon written demand on the secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member.
- d. Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the articles of incorporation, other provisions of these bylaws, and provisions of law.

5. RIGHT TO COPY AND MAKE EXTRACTS: Any inspection under the provisions of this article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts.

6. ANNUAL REPORT:

- a. At the last regular meeting of the Board of Directors in each calendar year, 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 meeting of the Board of Directors.
- b. The Annual Report shall show in appropriate detail the following:
 - i. 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.
 - ii. The principal changes in assets and liabilities, including trust funds, during the year immediately preceding the date of the Report.
 - iii. 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.
 - iv. 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.
 - v. The report(s) of the Audit Committee submitted during the preceding year.
 - vi. Affidavits signed by each member of the Board of Directors and each executive officer, if different, concordant with the requirements of the Conflict of Interest and Compensation Approval Policies set forth in Article X of these Bylaws.

- c. The Treasurer shall provide a summary of the Annual Report to the membership at the last scheduled Society meeting of each calendar year, and shall arrange for publication of this summary in the Society Newsletter.
- d. A full copy of the Annual Report shall be filed with the Arizona Corporation Commission each year by the Recording Secretary, and made available promptly to any member in good standing of the Society upon request.

7. ELECTRONIC RECORDKEEPING:

- a. Any or all written or printed corporate record-keeping, copying, or reporting required under the laws of Arizona or under these Bylaws may instead be kept in an electronic or on-line format, subject to the approval of the Board.
- b. Due precautions for the security and retrievability of such electronic records, as well as compliance with Arizona corporate laws and regulations in this regard, shall be the responsibility of the Recording Secretary.
- c. No encryption or password protection of such electronic records shall be applied, unless the password or key allowing access to the records is delivered to the Board of Directors as soon as practical after it is created.

ARTICLE X — CONFLICT OF INTEREST AND COMPENSATION APPROVAL POLICY

1. PURPOSE OF CONFLICT OF INTEREST POLICY: The purpose of this conflict of interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the corporation or any "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations and which might result in a possible "excess benefit transaction" as defined in Section 4958(c)(1) (A) of the Internal Revenue Code and as amplified by Section 53.4958 of the IRS Regulations. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

2. DEFINITIONS:

a. **Interested Person:** Any director, principal officer, member of a committee with governing board delegated powers, or any other person who is a "disqualified person" as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations, who has a direct or indirect financial interest, as defined below, is an interested person.

b. **Financial Interest:**

i. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the corporation has a transaction or arrangement;

2. A compensation arrangement with the corporation or with any entity or individual with which the corporation has a transaction or arrangement; or
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement.
- ii. “Compensation” under this definition includes direct and indirect remuneration, as well as gifts or favors that are not insubstantial.
 - iii. A financial interest is not necessarily a conflict of interest. Under the terms of the following section of these Bylaws, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

3. CONFLICT OF INTEREST AVOIDANCE PROCEDURES:

- a. **Duty to Disclose:** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. **Determining Whether a Conflict of Interest Exists:** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.
- c. **Procedures for Addressing the Conflict of Interest:**
 - i. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting

during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

- ii. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- iii. After exercising due diligence, the governing board or committee shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- iv. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy:

- i. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- ii. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

4. RECORDS OF BOARD AND BOARD COMMITTEE PROCEEDINGS: The minutes of meetings of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

5. COMPENSATION APPROVAL POLICIES:

- a. A voting member of the Board who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.
- d. When approving compensation for directors, officers and employees, contractors, and any other compensation contract or arrangement, in addition to complying with the

conflict of interest requirements and policies contained in the preceding and following sections of this article as well as the preceding paragraphs of this section of this article, the board or a duly constituted compensation committee of the board shall also comply with the following additional requirements and procedures:

- i. The terms of compensation shall be approved by the board or compensation committee prior to the first payment of compensation;
- ii. All members of the board or compensation committee who approve compensation arrangements must not have a conflict of interest with respect to the compensation arrangement as specified in IRS Regulation Section 53.4958-6(c)(iii), which generally requires that each board member or committee member approving a compensation arrangement between this organization and a “disqualified person” (as defined in Section 4958(f)(1) of the Internal Revenue Code and as amplified by Section 53.4958-3 of the IRS Regulations):
 1. is not the person who is the subject of the compensation arrangement, or a family member of such person;
 2. is not in an employment relationship subject to the direction or control of the person who is the subject of the compensation arrangement;
 3. does not receive compensation or other payments subject to approval by the person who is the subject of the compensation arrangement;
 4. has no material financial interest affected by the compensation arrangement; and
 5. does not approve a transaction providing economic benefits to the person who is the subject of the compensation arrangement, who in turn has approved or will approve a transaction providing benefits to the board or committee member.

iii. The board or compensation committee shall obtain and rely upon appropriate data as to comparability prior to approving the terms of compensation.

Appropriate data may include the following:

1. Compensation levels paid by similarly situated organizations, both taxable and tax-exempt, for functionally comparable positions.
“Similarly situated” organizations are those of a similar size, purpose, and with similar resources;
 2. The availability of similar services in the geographic area of this organization;
 3. Current compensation surveys compiled by independent firms;
 4. Actual written offers from similar institutions competing for the services of the person who is the subject of the compensation arrangement.
- iv. As allowed by IRS Regulation 4958-6, if this organization has average annual gross receipts (including contributions) for its three prior tax years of less than \$1 million, the board or compensation committee will have obtained and relied upon appropriate data as to comparability if it obtains and relies upon data on compensation paid by three comparable organizations in the same or similar communities for similar services.
- v. The terms of compensation and the basis for approving them shall be recorded in written minutes of the meeting of the board or compensation committee that approved the compensation. Such documentation shall include:
1. The terms of the compensation arrangement and the date it was approved;

2. The members of the board or compensation committee who were present during debate on the transaction, those who voted on it, and the votes cast by each board or committee member;
3. The comparability data obtained and relied upon and how the data was obtained;
4. If the board or compensation committee determines that reasonable compensation for a specific position in this organization or for providing services under any other compensation arrangement with this organization is higher or lower than the range of comparability data obtained, the board or committee shall record in the minutes of the meeting the basis for its determination;
5. If the board or committee makes adjustments to comparability data due to geographic area or other specific conditions, these adjustments and the reasons for them shall be recorded in the minutes of the board or committee meeting;
6. Any actions taken with respect to determining if a board or committee member had a conflict of interest with respect to the compensation arrangement, and if so, actions taken to make sure the member with the conflict of interest did not affect or participate in the approval of the transaction (for example, a notation in the records that after a finding of conflict of interest by a member, the member with the conflict of interest was asked to, and did, leave the meeting prior to a discussion of the compensation arrangement and a taking of the votes to approve the arrangement);
7. The minutes of board or committee meetings at which compensation arrangements are approved must be prepared before the later of the date of the next board or committee meeting or 60 days after the final actions of the board or committee are taken with respect to the

approval of the compensation arrangements. The minutes must be reviewed and approved by the board and committee as reasonable, accurate, and complete within a reasonable period thereafter, normally prior to or at the next board or committee meeting following final action on the arrangement by the board or committee.

6. **ANNUAL STATEMENTS:** Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. has received a copy of the conflicts of interest policy;
- b. has read and understands the policy;
- c. has agreed to comply with the policy; and
- d. understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

7. **PERIODIC REVIEWS:** To ensure the corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's-length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

- 8. USE OF OUTSIDE EXPERTS:** When conducting the periodic reviews as provided for in the previous section, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

ARTICLE XI — AMENDMENTS

1. The Board of Directors may adopt, amend or repeal these Bylaws 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.
2. Any meeting of Directors for the purpose of changing or repealing these Bylaws shall be preceded by giving written or electronic notice at least 10 business days in advance to each Director, stating that the purpose (or one of the purposes) of the meeting is to consider the change or repeal of these Bylaws, and such notice shall contain or include a copy of the proposed change or repeal, or a summary of the changes proposed.
3. Any change or repeal in these Bylaws shall take effect when adopted, unless otherwise provided in the resolution effecting the change.
4. Any change or repeal of these Bylaws shall be made known to the members of the Society by postal mail, electronic mail, or personal notification in the same manner as specified in these Bylaws for Notice of Member Meetings, and shall be published on the Society's web site and in the Society's newsletter as soon as practical.

ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of the **Arizona Mushroom Society, Inc.**, and we consent to, and hereby do, adopt the foregoing bylaws, consisting of forty-nine (49) preceding pages, as the bylaws of this Corporation.

DATED: December 10, 2015

NAME: _____ SIGNATURE: _____