

# **Bylaws of Bay Area Applied Mycology**

**(A Public Benefit Corporation)**  
**Incorporated March 26, 2015**

These bylaws were ratified on September 14, 2015.

## **Article I - Name**

*Section 1.* This corporation shall be known as Bay Area Applied Mycology (BAAM). In these bylaws the corporation is referred to as BAAM.

*Section 2.* The Board of Directors of this corporation shall be known as the Board. An individual director shall be known as a Director, Director of the Board, or Board Director.

*Section 3.* The commercial use by any person or member of the names “Bay Area Applied Mycology,” “BAAM,” or other similar names, for any purpose other than regular BAAM business, including but not limited to advertising, soliciting, endorsement, or other business ventures, is prohibited unless authorized by a two-thirds vote of the entire Board.

## **Article II - Purpose**

*Section 1.* This corporation has been formed for nonprofit purposes, to achieve healthy ecosystems through the application and advancement of mycological and other biological processes. In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes. This corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation. In no event shall the corporation engage in activities which are not permitted to be carried on by a corporation exempt under Section 501(c)(3) of the Internal Revenue Code.

### **Article III - Membership**

*Section 1.* BAAM shall consist of regular members who are in good standing, institution members, and honorary members. Any individual may apply to become a member of BAAM by submitting a membership application together with payment of current dues. Membership requires a valid, active e-mail address. Any application for membership by a former member who has been terminated or suspended, under the procedures in *Section 4*, shall be rejected if the sanction is still in effect.

*Section 2.* Members are entitled to one vote in any matter that is put to a vote of the membership.

*Section 3.* No member may transfer a membership or any right arising there from. All rights of membership cease upon the member's death.

*Section 4.* A membership may terminate or be suspended upon the occurrence of any of the following events:

- (a) failure to pay dues on or before their due date.
- (b) his or her notice of termination or suspension delivered to the President or Secretary of BAAM personally or by e-mail to be effective the date of personal delivery or date sent via e-mail.
- (c) termination or suspension by the Board, as described in *Section 5*.

*Section 5.* A membership may be terminated or suspended upon a determination by the Board, in accordance with the procedures established in this section, that the member has engaged in conduct materially and substantially prejudicial to the interests or purposes of BAAM.

(a) Upon a majority vote of the Board at a duly constituted meeting that grounds exist for a termination or suspension, a notice shall be sent at least fifteen days before the proposed effective date of the termination or suspension, to the e-mail address provided by the member, setting forth the proposed termination or suspension, the reasons for it, and the date, time and place of a hearing on the matter.

(b) A hearing on the termination or suspension shall be held as notified to the member, and not less than five days before the effective date of the proposed termination or suspension. The hearing will be held as a special meeting of the Board as set forth in

these Bylaws. The member being expelled shall be given an opportunity to be heard, orally or in writing or by the presentation of witnesses.

(c) Following the hearing, if the Board decides by a two-thirds vote of the entire Board that the member has engaged in conduct materially and substantially prejudicial to the purposes of BAAM, the termination or suspension shall take effect as proposed, or as the Board so determines at the hearing. The decision of the Board shall be final.

(d) A member who is suspended or whose membership is terminated shall be liable for any charges incurred, services or benefits actually rendered, dues, assessments or fees incurred before the expulsion, suspension or termination or arising from contract or otherwise. Such member also agrees, during the period of sanction, not to reapply for membership in BAAM and not to attend any BAAM-sponsored event or activity, whether or not such event or activity is open to the general public. A pro-rated refund will be paid for dues of any terminated membership.

#### **Article IV - Finance**

*Section 1.* Dues shall be determined by the Board. The Board may establish various dues categories.

*Section 2.* Dues will be paid at the start of a membership. The Board will establish the time and manner of payment of dues, their effective duration of validity, and the dues renewal date. Membership may be renewed by payment of renewal dues by the renewal date. If such dues are not paid by the renewal date, the dues will be considered delinquent, and the member's membership may be terminated or suspended.

*Section 3.* All BAAM expenses shall be preapproved by the Board or a designee.

*Section 4.* All bills for approved expenses incurred by or on behalf of BAAM must be presented to the Treasurer in writing.

#### **Article V - Officers and Board of Directors**

*Section 1.* The Officers of BAAM shall consist of a President, a Vice President, a Secretary, and a Treasurer. No Officer can occupy more than one office at a time. BAAM may operate without a Vice President.

*Section 2.* The Board shall consist of the Officers, the previous President, two elected Directors, and the chairpersons of standing committees, as defined by the Board. If a committee has more than one chair, the President will designate one of them to represent the committee as a member of the Board. All members of the Board must be members of BAAM. The President shall be the Chairperson of the Board.

*Section 3.* The regular meetings of the Board shall be held at such time and place as may be determined by the Board and no less than twice a year. All members of the Board shall be informed of the time and place of regular meetings via electronic mail with no less than thirty days notice. Special meetings may be called at the discretion of the Board on not less than seven days electronic mail notice. The President shall preside over all meetings of the Board. If the President is to be absent from a Board meeting, he or she will appoint another Officer to preside over such meeting.

*Section 4.* One-fifth, but not less than three members of the Board shall constitute a quorum. A majority vote is sufficient to pass motions unless otherwise specified in these bylaws.

*Section 5.* The Board shall conduct the business of BAAM. From time to time, the President shall present a summary of Board actions to the members. The Secretary shall have the minutes of the Board meetings available for examination by any member, by posting them online.

*Section 6.* Any member in good standing may attend a meeting of the Board or submit a matter for consideration to the Board by e-mailing to the President or to the Secretary or by attending a Board meeting.

*Section 7.* In any transaction to which BAAM is a party and in which one or more of the Board members has a material financial interest, BAAM and the Board will observe the requirements of California Corporations Code Section 5233.

*Section 8.* All meetings of the Board will be governed by Robert's Rules of Order.

*Section 9.* All business of BAAM shall be conducted by the Board.

*Section 10.* Any action or resolution done by written consent by directors or members must be unanimous. Written consent is through electronic mail.

## **Article VI - Elections and Term of Office**

*Section 1.* Officers shall serve from July 1st of one year to June 30th of the following year. Elected Directors shall serve for a two-year term commencing on July 1st following their election. One Elected Director shall be elected each year.

*Section 2.* A resignation by an Officer or Elected Director shall be effective if made in writing and delivered or e-mailed to the President or Secretary.

*Section 3.* Upon the vacancy of the office of President, the Vice-President will succeed as President. If no Vice President holds office, the Board will vote to promote a Director to President. Upon the vacancy of any other Officers, or an Elected Director position, a replacement will be elected by a plurality of the Board at the next duly-constituted Board meeting.

*Section 4.* Board members who fail to attend three consecutive regular Board meetings without prior notification can be removed by the vote of a majority of the Board, provided that the Board member is given prior notice of such pending vote. Such removal shall be treated as a resignation.

*Section 5.* A nominating committee of three members of BAAM shall be appointed by the President prior to February 15th of each year. This committee shall nominate the Officers and elected Directors for the term commencing on July 1st. The recommendations of the nominating committee shall be reported to the Board by March 15th for approval by the Board. The nominations as approved or changed by the Board will be presented to the membership via e-mail, at the time of the announcement of the annual spring meeting, per *Article VIII, Section 1*. Other nominations will be considered valid if signed by five members of BAAM via e-mail and presented to the Secretary at any time up to fourteen days after the announcement of the Annual Meeting. Any valid nominations received by the Secretary within fourteen days of the announcement of the annual spring meeting shall be e-mailed to the members of BAAM, not less than twenty days prior to the Annual Meeting of BAAM.

*Section 6.* The election of Officers and Directors shall take place at the Annual Meeting of BAAM, provided a quorum is present. Election shall be by a majority of the members present and voting.

*Section 7.* If a quorum is not present at the Annual Meeting of BAAM, the election will be conducted as follows:

(a) If the election for any office is uncontested, the person nominated by the Board for that office shall be declared elected.

(b) If the election for any office is contested, and notice of all candidates for that office have been e-mailed to the members in accordance with *Section 5* above, the candidates will be voted upon and a winner declared at the Annual Meeting.

(c) If the election for any office is contested, but notice of all candidates for that office has not been e-mailed to the members in accordance with *Section 5* above, the election shall be conducted by e-mail, as provided in *Section 8*.

*Section 8.* If an election cannot be held at the Annual Meeting under *Sections 6* and *7*, ballots shall be e-mailed to all members not later than June 1. Election shall be by a majority of votes received by the Secretary not later than June 15. Ballots received after June 15 shall be invalid. Emailed ballots shall be reported at a special meeting of the Board before July 1st.

## **Article VII - Committees**

*Section 1.* The Board will approve the formation and dissolution of all committees, and will set such duration, authority, or other terms and conditions as the Board may see fit with regard to any committee. The Board will take a yearly report from the chairperson of each committee.

*Section 2.* The President shall appoint, and the Board shall approve, chairpersons to all new committees and to any committee for which the office becomes vacant in one of the following ways: (i) by resignation or incapacity of the chairperson of the committee, (ii) on removal of the chairperson of the committee at any time by a vote of two-thirds of the Board present at a duly held meeting, provided that the chairperson in question has been given prior notice of such pending vote.

*Section 3.* A resignation by a committee chair shall be effective if made in writing and delivered or e-mailed to the President or Secretary.

## **Article VIII - Meetings of Members of BAAM and Quorum**

*Section 1.* The Annual Meeting of BAAM shall be held in the spring, at a time and place as determined by the Board and announced to the members, no less than forty-five days notice.

*Section 2.* A quorum shall consist of ten percent of the total regular members of BAAM.

## **Article IX - Amendments**

*Section 1.* Proposals for amendment of the bylaws may be made by any Board member or any member of BAAM in good standing at a Board meeting. Notice of such proposed amendment will be given to all Board members. The proposed bylaws amendment may be adopted by a two-thirds vote of the Board at the next duly-constituted Board meeting, except that any changes adversely affecting the voting or transfer rights of members must also be approved by a majority vote of the members of BAAM constituting a quorum at the Annual Meeting.

## **Article X - Dedication of Assets**

*Section 1.* The properties and assets of this nonprofit corporation are irrevocably dedicated to nonprofit purposes. No part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member, director or officer of this corporation. On liquidation or dissolution, all remaining properties and assets of the corporation shall be distributed and paid over to an organization as determined by the Board of Directors dedicated to charitable purposes which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.