MYCOLOGICAL SOCIETY OF AMERICA

CONSTITUTION

(Adopted August 1999; as amended May 2025 by a vote of the General Membership)

ARTICLE I. NAME

The name of this organization shall be the MYCOLOGICAL SOCIETY OF AMERICA, hereinafter referred to as the Society.

ARTICLE II. PURPOSE

The purpose of the Society is to promote and advance the science of mycology and to foster and encourage research and education in mycology in all its aspects.

ARTICLE III. MEMBERSHIP

Membership in the Society shall be open to persons or organizations who share the stated purposes of the Society. The Society provides an inclusive environment for everyone interested in mycology without regard to gender, gender identity and expression, sexual orientation, disability, physical appearance, race, ethnicity, age, professional status, or religion. All members have the opportunity to participate fully in the Society governance, annual meetings, and activities sponsored by the Mycological Society of America.

ARTICLE IV. OFFICERS

The Officers of the Society shall be the President, President-Elect, Vice President, Executive Vice President (formerly “Secretary”), and Treasurer. The Executive Vice President and Treasurer shall each serve terms of three years. The Vice-President shall serve a term of one year, followed by one year as President-Elect, followed by one year as President. After a one-year term, the President shall serve on the Council for two years as immediate Past-President and Past-President. Terms of office begin and end at the close of the annual business meeting of the Society and thus may deviate by several months from the terms prescribed elsewhere in this document. Because these are time consuming jobs, officers of the society should be mid-career to senior members of the field so that serving the society does not endanger their career development and job security.

ARTICLE V. EXECUTIVE COUNCIL

The President, President-Elect, Vice President, Executive Vice President, Treasurer, and the immediate Past-President shall serve as the Executive Council.

ARTICLE VI. COUNCIL

The Council shall consist of the President, President-Elect, Vice-President, Executive Vice President, Treasurer, the two preceding Past Presidents, a Chairperson representing each Section and Chapter, and eight Councilors, two from each of the following four subject areas: 1) Ecology/Conservation, 2) Systematics/Evolution, 3) Genetics/Cell Biology, and 4) Symbiosis/Pathology. The Council shall provide effective and responsible guidance to the Society. Each member of the Council must be an Individual Member of the Society. Councilors shall serve for terms of two years.

The Council shall

1) approve the actions of the Executive Council as necessary,
2) make recommendations to the Officers and the Executive Council for action and response by the Officers,
3) consider agenda items brought before it by the Officers, Executive Council or members, and
4) initiate agenda items for its meetings.

ARTICLE VII. AWARDS

The Society may make awards for the purposes of travel to meetings, research, and recognition of outstanding members.

ARTICLE VIII. BY-LAWS

The provisions of the Constitution of the Society shall be carried out in accordance with the current By-laws of the Society.

ARTICLE IX. AMENDMENTS

Amendments to this Constitution may be made by a majority vote of the members voting by mail and/or electronic ballot, provided that suggested amendments have been discussed and approved by Council in time to be communicated to all members of the Society at least one month prior to the date for tallying ballots.

ARTICLE X. SECTIONS

Sections may be organized to advance the specific interests of MSA groups. Each Section and its Bylaws must be approved by vote of Council. A Section will be represented on the Council by its Chairperson or by another elected official designated by the Chairperson. The Section elects its own officers and shall present an annual report to MSA's Executive Vice President. Each shall be governed as specified in MSA's Constitution and Bylaws. All members of a section must be MSA members. If a section is inactive for two or more years, the Executive Vice President of the MSA shall notify Council, and the section may be discontinued by action of Council.

ARTICLE XI. CHAPTERS

Chapters may be organized to advance regional interests of MSA. Each Chapter and its Bylaws must be approved by vote of Council. A Chapter will be represented on the Council by its Chairperson or by another elected official designated by the Chairperson. The Chapter elects its own officers and shall present an annual report to MSA's Executive Vice President. Each shall be governed as specified in MSA's Constitution and Bylaws. All members of a Chapter must be MSA members. If a Chapter is inactive for two consecutive years, the Executive Vice President of the MSA shall notify Council, and the Chapter may be discontinued by action of Council.

MYCOLOGICAL SOCIETY OF AMERICA

BY-LAWS

(As amended May 2025 by a vote of the General Membership)

ARTICLE I. MEMBERSHIP

The Society shall consist of (A) individual members, (B) early career members, (C) student members, (D) mycology educator members**,** (E) emeritus members, (F) life members, (G) family members, (H) honorary members, (I) sustaining members, and (J) mycophile members. Any person or group interested in the study of fungi shall be eligible to apply for membership. A person may become associated with the Society as a (K) Affiliated Society. Members and Affiliated Societies may be approved or elected by majority vote at any annual meeting of the Society or by Council by majority vote. Individuals from developing countries for whom fees are an obstacle to membership are encouraged to contact the society's association management company to request a discounted rate. Discounts will be subject to approval by Council. All members in good standing are entitled to receive publications of the Society as stipulated below. Dues of those otherwise qualified may be paid as a gift by any member.

(A) **Individual Member:** Any person interested in the study of fungi. This membership is available for individuals working with fungi in any realm, including, but not limited to, government, industry, academia, and nonprofits. Privileges of individual membership include the right to vote on Society business, to hold office, to attend meetings of the Society, to appear on the program of such meetings, and to receive online access to each of the following: *Mycologia*, the official newsletter of the Society, the membership directory, and other occasional publications.

(B) **Early Career Member:** Early Career membership is available for members who have obtained their graduate degree (MSc or PhD) within the past 5 years. Early Career Members shall have the privileges of an Individual Member, except for online access to *Mycologia*.

(C) **Student Member:** Student membership is available to any student including K-12, undergraduate and graduate students. Student Members shall have the privileges of an Individual Member, except for online access to *Mycologia*. K-12 students shall be prohibited from holding office.

(D) **Mycology Educator Member:** This Mycology Educator membership is available to K-12 educators who would like to help access and develop mycological teaching curricula. This membership will also allow educators to engage with other members and follow their research in mycology. Mycology educator members shall have the privileges of an Individual Member, except for online access to *Mycologia*.

(E) **Emeritus Member:** A person who has retired after having been an individual member of the Society for fifteen years or more and previously received approval for emeritus status by the Council. Requests shall be made to the Executive Vice President. Emeritus Members shall retain all the privileges of Individual Member.

(F) **Life Member:** An individual member who pays a one-time life membership feel. A Life Member, upon election by the society, shall have all the privileges of an Individual Member.

(G) **Family Members:** Family of members qualifying for any Membership. Family members may not vote in Society elections or hold office.

(H) **Honorary Member**: Distinguished, senior scientist with a long record of significant contributions to the science of mycology and who resides and works in a country other than the United States and Canada. Any member of the Society may submit nominations, accompanied by a detailed documentation of the credentials of the nominee, to the Committee on Honorary Awards. The Committee will review the nominations and report its recommendations to the Council. The nomination must be ratified by a majority vote of the Council by email poll. Honorary members shall have all of the privileges of an individual member but shall not pay dues. New Honorary Members will be immediately notified by the President to encourage their participation in the next MSA Annual Meeting and a notice of their election will be placed in the next Newsletter. An

Honorary Membership is usually awarded to one scientist per year. The committee may choose to make no award(s) in any given year if no satisfactory nominations are received.

(I) **Sustaining Member:** An individual or corporation recruited and recommended for sustaining membership by the Membership Committee. Sustaining members must be approved by Council. A sustaining member shall have the privileges of an individual member as well as those specified by the Membership Committee.

(J) **Mycophile Member:** An individual who is a member of the North American Mycological Association and wishes to receive the newsletter of the Society and/or attend the annual meetings of the Society. Mycophile Members may not vote in Society elections or hold office.

(K) **Affiliated Society:** An organization that represents a community of interest in some aspect of mycology. Approval by Council required. Each affiliated organization shall pay annual dues as an Individual Member. It will receive one subscription to each publication of the Society, and it shall be entitled to one vote in the business of the Society through its president or other officially designated representative. Members of affiliated organizations shall be eligible to attend all meetings of the Society but shall not be eligible to hold office in the Society or to vote on the business of the Society, unless qualified under some other category of Society Membership.

ARTICLE II. DUES

(A) Each active membership shall be maintained through the payment of dues to the Society as defined herein. Members who renew on or before December 31 for the next calendar year receive a $10 discount on their dues. The membership year and the publication year of the Society's official journal shall run concurrently with the calendar year. Bills for dues shall be mailed to members, affiliates, and associates several months prior to December 31 and shall be payable in advance on or before December 31. Delinquency in payment of dues shall be sufficient grounds for the removal of the member from the Society rolls.

(B) The schedule of dues for the different classes of members shall be determined by the Council. Council may, at its discretion, update, modify, or offer discounts to individual members or classes of members. Council may also offer incentives to join or renew, including discounts for auto-renewal and multiyear membership. Dues will be published each year on the MSA website and newsletter.

ARTICLE III. ELECTION OF OFFICERS AND COUNCIL MEMBERS

Any persons serving as an officer or council member of MSA shall be a member in good standing. Membership shall be reviewed on an annual basis by the Executive Vice President. New officers, including Vice-President, Executive Vice President, and Treasurer, and Council Members are elected from two slates of nominees by the following procedure:

(A) The Vice-President, as election manager, shall oversee the mailing of a request for the nomination of officers and council members to members of the Society at least four months prior to the annual meeting. The call for nominations should encourage diversity and a balanced representation of the Society.

(B) At least three months prior to the annual meeting, the nominating committee will provide to the Vice President a second slate of candidates for officers and council members.

(C) Generally the nominees of the membership and of the nominating committee shall be the individuals receiving the largest number of votes in each nomination race. In some cases it may be necessary for the Vice-President to coordinate the nominations in the following manner. Should the nominee of the nominating committee and the one of the membership be the same, the nominee receiving the second highest number of votes from the membership shall be placed on the ballot. Should the nomination

votes received by a candidate place him or her among the two highest nominees for more than one office, the nominee shall decide for which office he or she wishes to be nominated. Permission from each of the individuals nominated by membership and the nominating committee shall be obtained by the Vice-President before a nominee is placed on the ballot.

(D) The Vice-President shall prepare the final ballot with information about the candidates. At least two months before the annual meeting the final ballots shall be distributed electronic ballot to all members, with paper ballots available upon request to the Executive Vice President. The Vice-President will oversee their counting. A majority of those voting shall elect. A tie vote for any office shall be resolved by Council. Those elected will be notified by the Vice-President so that they may attend the Council Meeting as observers prior to their assumption of office.

(E) Any officer or councilor unavailable, unable, or unwilling to fulfill the responsibilities of office may be replaced by Council with another person to serve out the remaining term of office.

ARTICLE IV. EDITORS, COMMITTEES, AND REPRESENTATIVES

(A) Any persons serving as an editor, committee member or representative of MSA shall be a member in good standing. Membership shall be reviewed on an annual basis by the Executive Vice President.

(B) The President with approval of the Council shall appoint the Editor-in-Chief or Executive Editors of the official journal, the Managing Editor of the journal and editors of other official Society publications. People in early stages of their careers who lack job security should not be appointed as an Editor-in-Chief or Executive Editors, Managing Editor, or Newsletter Editor. The terms of office for the Editor-in-Chief or Executive Editors and the Managing Editor shall be 5 years, with the possibility of renewal for one term. The Editor-in-Chief or Executive Editors, with approval of Council, shall appoint associate editors for three-year terms, with the possibility of one consecutive renewal. No associate editor shall serve for more than 6 consecutive years, although long-serving associate editors may be appointed again after a lapse of two years. With approval of Council, the Editor-in-Chief or Executive Editors may replace Associate Editors in the event they do not carry out their duties or abuse their duties. The Newsletter Editor shall serve for a term of three years. The appointments should encourage diversity and a balanced representation of the Society.

(C) The Executive Council shall consist of the immediate Past-President, President, President Elect, Vice-President, Executive Vice President, and Treasurer. The Executive Council will meet as necessary, usually annually in early Spring, and will 1) monitor progress of MSA committee activities, 2) prepare a budget forecast, and 3) attend to all other pressing business of the Society. Any member of the Executive Council may refer a decision of that body to the full Council for consideration.

(D) **Committees.** There shall be three types of committee in the Society: temporary (ad hoc), rotating, and standing. Unless otherwise stipulated, the President appoints members annually to fill vacancies on committees. Terms of service on committees begin at the time the member is appointed and end at the annual business meeting in the final year of the term. Each committee will normally consist of 3-5 members, with terms staggered such that normally no more than 1, and never more than 2 positions become vacant in any given year. In case of resignations the President will appoint a replacement to serve the remainder of the term for the vacant position. The appointments should encourage diversity and a balanced representation of the Society.

(E) **Temporary Committees** may be established by the President to complete some specific task; members normally serve for a term of one year. Such committees may be reappointed by a new President for an additional term if more time is necessary to complete the task.

(F) There shall be **Rotating Committees** for General Service — Nominations, Program, the Karling Lecture, Diversity and Inclusion, and Editorial Advisory, and Rotating Committees for Awards — Student Awards, Travel Awards, Research Awards, MSA Distinctions, Honorary Awards. The Chair of a Rotating Committee is that member serving his/her final year on the committee. The President-Elect may agree to appoint a student or postdoctoral researcher proposed by the Student Section to a one-year term on a rotating committee. The student will not usually serve as Chair. Committees suitable for student or postdoctoral researcher participation will be based on Council vote and specified in the Manual of Operations. Addition of a student or postdoctoral member will increase the number on the roster of the committee by one. The most recent past-chair of a rotating committee retains ex officio, non-voting status on the committee for one year to assure smooth transitions in committee leadership.

(G) There shall be **Standing Committees** which deal with the following areas: Education, Endowment, Finance, MSA Webpage and Electronic Communication, and Membership. The President (or, where stipulated, Council) appoints the committee chair, who serves as chair until the end of his or her term on the committee. The President-Elect may agree to appoint a student or postdoctoral researcher proposed by the Student Section to a one-year term on a standing committee. The student will not usually serve as Chair. Committees suitable for student or postdoctoral researcher participation will be based on Council vote and specified in the Manual of Operations. Addition of a student or postdoctoral member will increase the number on the roster of the committee by one. The most recent past-chair of a standing committee retains *ex officio*, non-voting status on the committee for one year to assure smooth transitions in committee leadership.

(H) **Society Representatives**. Representatives to the following organizations are as follows:
American Association for the Advancement of Science, Committee of Section G, Biology, Immediate Past President

American Institute of Biological Sciences, Council, Vice President

International Mycological Association, President-Elect

(I) **Assignments, *Ex Officio* Committees**

(1) Historian. Appointed by Council for an indefinite term. Maintains Society archives and provides historical information about the Society to Council and the President on request.

(2) Liaison with Amateur Mycological Clubs and Societies. Appointed by the President for a term of two years. This representative facilitates communication with amateur clubs and societies.

(3) Foray Coordinator. Appointed by the President-Elect. Arranges for forays before or after each annual meeting, and advises the next Foray Coordinator by sharing experience and materials on request. Foray Coordinators may be reappointed for up to three years.

(4) Local Arrangements Coordinator. Appointed by the President-Elect for a term of one year. This person(s) will work closely with the Program and Endowment chairs, and President in the year of the meeting, to ensure that the annual meeting has adequate facilities, attention to inclusion, and infrastructure.

(5) Committee on Publication of Memorials. *Ex officio* committee consisting of Memorials Editor, President, Executive Vice President, and Historian. The Memorials Editor is appointed by President and approved by Council for indefinite term. The committee ensures that timely Memorials of recently deceased members are published in the Society's journal or newsletter.

(6) International Affairs Liaison. Appointed by Council for indefinite term. The liaison acts as an advocate for non-US/Canadian members of MSA and facilitates long-term collaborations between MSA and other mycological associations and societies. The liaison facilitates interactions among MSA members in the international community.

(7) Awards Coordinator. Appointed by President with approval by Council for a term of three to five years. The Awards Coordinator facilitates details of awards administration and communications between the awards committee chairs and the Executive Vice President, President, Treasurer, Endowment Chair and *Inoculum* Editor.

ARTICLE V. MEETINGS

(A) An annual meeting for the transaction of Council and Society business and for the presentation of scientific papers shall be held at such time and place as the Council may decide. Collecting forays may be held each year at a time and place to be selected by the Foray Coordinator. Additional meetings, including special or local meetings for the presentation of papers or the carrying out of forays, may be arranged by the Council at its discretion. A quorum of the Council for transaction of business at its annual meeting, or in the interim by mail, shall be eight. A quorum of the Society for the transaction of business at any general meeting shall be a minimum of twenty-five members entitled to vote.

(B) Programs for annual or other meetings shall be arranged by the Council. Responsibility for the scientific portion of the meeting will be delegated to the Program Committee.

(C) Members wishing to make presentations at the annual meeting shall submit to the Chairman of the Program Committee any information requested in advance of the annual meeting. When meetings are held jointly with another society, forms containing the formal intention to present and the abstract plus any required fee will be submitted to a designated program authority. Such information shall be due on or before an appropriate date listed in the call for presentations, and the Chair of the Program Committee shall be authorized to refuse any titles received after that date. Except by invitation, no member shall offer more than two presentations at any one meeting; presentations of joint authorship are attributed to the presenting author.

ARTICLE VI. PUBLICATIONS

The journal of the Society shall serve as its official outlet for disseminating mycological information. It shall also serve for the publication of Memorials, reports on the audits of the Society, and any other items deemed germane to the business of the Society by the Editor-in-Chief or Executive Editors. The Society Newsletter shall publish short informal articles, meeting abstracts, Society notices, letters, and any other material deemed appropriate by the Newsletter Editor. Book-length monographs may be published as Mycologia Memoirs. Other publications may be authorized by the Council.

ARTICLE VII. GENERAL PROHIBITIONS

Notwithstanding any provision of the Constitution or by-laws which might be susceptible to a contrary construction:

(A) The Society shall be organized exclusively for scientific and educational purposes;
(B) The Society shall be operated exclusively for scientific and educational purposes;
(C) No part of the net earnings of the Society shall or may under any circumstances inure to the benefit of any private shareholder or individual;

(D) No substantial part of the activities of the Society shall consist of carrying on propaganda or otherwise attempting to influence legislation;
(E) The Society shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of a candidate for public office;
(F) The Society shall not be organized or operated for profit;
(G) The Society shall not
    1) Lend any part of its income or corpus without the receipt of adequate security and a reasonable rate of interest to,
    2) Pay any compensation, in excess of a reasonable allowance for salaries or other compensation for personal services actually rendered, to,
    3) Make any part of its services available on a preferential basis, to
    4) Make any purchase of securities, or any other property for more than adequate consideration in money or money's worth from,
    5) Sell any securities or other property for less than adequate consideration in money or money's worth to, or
    6) Engage in any other transaction that results in a substantial diversion of its income or corpus to any officer, member of the Council, or substantial contributor to the Society.

    The prohibitions contained in this Section G do not mean to imply that the Society may make such loans, payments, sales, or purchases to anyone else, unless such authority be given or implied by other provisions of the constitution or by-laws.
(H) The Society shall not tolerate discrimination or harassment in any form.

ARTICLE VIII. FINANCES

(A) All funds of the Society shall be deposited to the credit of the Society in such banks, financial firms, or other depositories as the Council shall direct.

(B) All checks, drafts, or other orders for the payment of money in the name of the Society shall be signed by such officer of the Society and in such manner as the Council shall direct.

(C) The annual accounting period of Society funds shall begin on January 1 and end on December 31 of the succeeding calendar year.

(D) Prior to each annual meeting the Treasurer shall prepare a summary of the Society's financial status. At the conclusion of the Treasurer's term, normally every three years, the Treasurer will commission a professional audit. This audit shall include all financial activities of the society, including the publication of the official journal, endowment funds, and operating budget. The Treasurer's report shall be read at the annual business meeting and published in the Society's newsletter.

(E) Receipts from membership dues shall be used exclusively for the stated purposes of the Society and serve as the primary source of revenues for operational costs. The Endowment shall be composed of the Restricted Endowment and the Uncommitted Endowment. The Restricted Endowment is a permanently restricted account maintained for the purpose of providing earned investment income to support specific activities of the society as designated by those establishing these funds. Subfunds included within the Restricted Endowment are the Named Alexopoulos Prize Fund, the Alexander H. and Helen V. Smith Award Fund, the Martin-Baker Research Award Fund, the Myron P. Backus Award Fund, the Karling Lecture Fund, and the Clark T. Rogerson Award Fund, and the Named Mentor Travel Award funds. Although each named fund will be managed to ensure it lasts in perpetuity, it is not mandatory to keep a fund's value above the initial principal every single year. This policy is consistent with the Uniform Prudent Management of Investment Funds Act (UPMIFA), the applicable law as applied in The District of Columbia, MSA's place of incorporation. The income from those named funds can be used only for purposes for which the fund was

established. Establishment of new Restricted Endowment funds requires the approval of Council. The Uncommitted Endowment is used to support activities of the society including special projects (e.g., special publications, workshops) that enhance mycology as a discipline and serve the goals of the Society. Allocation of the Uncommitted Endowment is approved by vote of Council. Council may vote, on an annual basis, to use income from the Uncommitted Endowment to supplement income from Named Restricted Endowment funds to enable making an award from Named Funds whose principals do not generate sufficient income. Council may vote to temporarily restrict principal of the Uncommitted Endowment such that income is used for special purposes; such restrictions must be reviewed every three years.

ARTICLE IX. USE OF THE SOCIETY'S NAME

Unauthorized use of the name of the Mycological Society of America for advertising or other business ventures is prohibited. The circulation of any unauthorized literature shall be taken as prima facie evidence of the violation of the intent and purpose expressed in this By-law. Any member may be expelled from the Society either by a majority vote of the Society at its meetings or by a majority vote of the Council such for a violation.

ARTICLE X. AMENDMENTS

These by-laws may be amended by a majority vote of the members. Voting on amendments is administered by the Executive Vice President at the direction of the Council, provided that suggested amendments have been brought to the attention of the Council in time to be mailed to all members of the Society at least one month previous to the date established as the deadline for voting.