

## CHAPTER 1 - AS TO CLUBS

### ARTICLE I. CLUB LOCATIONS

**Section 1.** Gyro clubs may be organized and installed in any community which provides conditions acceptable to the Executive Council.

**Section 2.** Not more than one Gyro club shall be organized or admitted to membership in or from any one city, town, village or borough; provided, however, that, if a city has a substantial metropolitan area, more than one Gyro club may be organized within such metropolitan area either inside or outside the corporation limits of such city, provided all member clubs in such metropolitan area approve the same.

### ARTICLE II. MEMBERSHIP IN CLUBS

**Section 1.** Only such persons as possess the following qualifications shall be active members in any Gyro club of this Organization:

Adult male of good character and reputation, and

- (1) Residing in or in the general vicinity of the community in which such club is located, and
- (2) Not less than 18 years of age when elected to membership.

**Section 2.** Except as in these By-laws otherwise provided, no person shall simultaneously hold active membership in more than one Gyro club. Any person who has been duly initiated into a Gyro club and who ceases to be a member of that club is eligible for election to another Gyro club provided he is otherwise qualified to do so under the Constitution and By-laws of this Organization.

**Section 3.** Any male person who has distinguished himself by some meritorious public service may be elected to honorary membership in a Gyro club.

**Section 4.** It is a condition of membership in a Gyro club that all Gyros of every type and class shall pay, or have paid for their account, all required fees or dues of this Organization that are assessed or paid on a per capita basis except a Gyro who has held membership for a period of fifty years.

**Section 5.** Notwithstanding the provisions of Section I. of this Article II., any member of a Gyro club who moves his residence from the community in which such a club is located to another community may, with the approval of the Gyro club of which he is a member, remain a member of that Gyro club whether or not the other community has a Gyro club.

**Section 6.** Notwithstanding the provisions of Section I. of this Article II., any member of a Gyro club who resigns from that Gyro club and moves his residence to another community having a Gyro club, but for some reason, whether by his own volition or otherwise, does not become a member of such club, is eligible for election to any other Gyro club in some other community within the same District provided he is otherwise qualified to do so under the Constitution and Bylaws of this Organization.

**Section 7.** Notwithstanding anything in this Article II. to the contrary, any person:

- a) who is an active member of a Gyro club in a community where he ordinarily resides (the "Original club"); and
- b) who resides for part of any calendar year in another community in which there is a Gyro club (the "Secondary club")

is eligible for election to membership in the Secondary club while still retaining his membership in the Original club provided:

- c) he continues to pay his fees or dues to the Original club and to the District in which the Original club is located in such amounts as the Original club and the District, respectively, may from time to time assess against him; and
- d) he pays his fees or dues to the Secondary club and to the District in which the Secondary club is located in such amounts as the Secondary club and the District, respectively, may from time to time assess against him.

**Section 8.** A person to whom Section 7. of this Article II. applies shall, for the purposes of payment of International fees or dues, and of calculating the number of members in this Organization, be deemed to be a member of the Original club and a member of the District in which the Original club is located and not a member of the Secondary club and not a member of the District in which the Secondary club is located.

**Section 9.** Notwithstanding anything in this Article II. to the contrary, any person who is an active member of a Gyro club (the "First club") is eligible for election to membership in another Gyro club (the "Second club") in the same District while still retaining his membership in the First club if:

- a) the First club approves;
- b) he continues to pay his dues or fees to the First club and to the District; and
- c) he pays his fees or dues to the Second club in such amount as the Second club may from time to time assess against him.

**Section 10.** A person to whom Section 9 applies shall, for the purposes of paying International fees or dues, and of calculating the number of members in this Organization, be deemed to be a member of the First club and not a member of the Second club.

### **ARTICLE III. ADMISSION OF CLUBS**

**Section 1.** Any organization or proposed organization desiring to become affiliated with this Organization as a Gyro club shall petition the Executive Council for a charter. Such petitioning organization shall be sponsored by a Gyro club in good standing, and a seconding Gyro club, also in good standing.

**Section 2.** The petition of an organization for membership shall be on a form or forms prescribed by the Executive Council and shall be made in triplicate. The original copy of the petition shall be signed by, or list the original signatures of all the members of the petitioning organization, and the other two copies shall have the names of such members typed thereon in the same order as their respective signatures appear on the original copy. Each copy of the petition shall be accompanied by:

- a) a copy of the actual or proposed constitution and by-laws of the petitioning organization;
- b) roster information on prescribed forms covering each of the members of such organization;
- c) a group photograph, suitable for publication, of at least 75 percent of all members of such organization;
- d) a copy of the resolution of sponsorship by the sponsoring club; and
- e) a copy of the resolution of approval by the approving club. The copies of said resolutions which are attached to the original petition shall each be identified by the signature thereon of the president or secretary, of the club passing the resolution, or be otherwise authenticated.

**Section 3.** The original petition and accompanying documents shall be sent to the Secretary-Treasurer. One copy of the petition and such documents shall be sent to the Governor of the District in which the petitioning organization is situated. The District Governor shall then send his copy of the petitioning papers to the Secretary-Treasurer with his approval or disapproval thereof. No petition shall be granted without the approval of such Governor.

**Section 4.** If the District Governor has approved the petition, the Secretary-Treasurer shall then pass upon the same, and if he also approves such petition he may, in the name of the Executive Council, forthwith grant the same and issue a charter to the petitioning organization, or he may refer the petition to the Executive Council for its direct action thereon.

**Section 5.** A petitioning organization must have been in existence at least three months before any charter is issued to it, unless such requirement is waived by the District Governor, or is waived by the Executive Council or the Secretary-Treasurer on its behalf. The Executive Council or the Secretary-Treasurer may also waive the requirement that a group photograph of a petitioning organization accompany its petition, which waiver may be made either before or after the petition is presented.

**Section 6.** The Secretary-Treasurer shall advise the Governor of the District in which the petitioning organization is situated of the approval or disapproval of the petition by him or the Executive Council, and in the event of approval, the said Governor shall proceed forthwith to arrange for installation of the new organization.

**Section 7.** Before the final issuance of a charter to, and the installation of, a petitioning organization as a Gyro club, all application and charter fees shall be paid in full by such organization, in such amount and manner as may be required by these By-Laws.

**Section 8.** The Executive Council is hereby empowered and authorized to provide and recommend a standard form of constitution and by-laws for Gyro clubs.

#### **ARTICLE IV. OBLIGATIONS OF CLUBS**

**Section 1.** No club shall use any name except that designated in its charter except by petition to and formal approval by the Board of Governors.

**Section 2.** Each club shall hold official meetings of its members on such dates and at such intervals as the club may decide. All clubs are encouraged to hold an official meeting at least once a month in at least eight months of the year.

**Section 3.** A chartered club shall hold an annual meeting and election of Officers and Directors, and the officers elected at such annual meeting shall serve during the club fiscal year, or until their successors are duly elected and qualified.

**Section 4.** Each club shall properly observe "Founders Day" at a regular or special meeting nearest to the 14th day of October of each year, at which time it shall review the origin, history, etc. of the foundation of Gyro, and its ideals and principles.

**Section 5.** No club, nor any individual member thereof, shall solicit financial aid from any other member club or from individual members or other Gyro clubs, except for a Gyro club sponsoring an International Convention, a District Convention or District meeting.

**Section 6.** Each club, through its officers or appropriate committee, shall promptly and properly instruct all of its new members concerning Gyro, its origin, foundation, history, objects, principles and spirit.

**Section 7.** Each club shall, whenever requested, promptly furnish to the Secretary-Treasurer, to the Executive Council, or to the Board of Governors, a list of its members or a report concerning its books, records, accounts and general condition. Each such list and report shall supply such data, and be in such form and be certified to, as and in the manner directed by the officer or body requesting same.

**Section 8.** Each club shall promptly pay, when and as due, all fees, dues and assessments which this Organization may under the Constitution and By-Laws require from its member clubs. With respect to any fees which are assessed or payable on a per capita basis, each club shall so pay such per capita fees for or on account of each of its members of every type and class, even though such member or members have not paid or are not required to pay local or other dues or fees to the club except a Gyro who has held membership for a period of fifty years, or has qualified as a Lifetime Member under the provisions of Chapter I0, Article 1.

**Section 9.** The constitution, by-laws, actions and policies of each member club shall at no time or in any manner be inconsistent with the Constitution, By-Laws, principles or policies of this Organization.

**Section 10.** Each Club shall, whenever requested, promptly respond to any correspondence it receives from the Executive Council or Board of Governors offering assistance to that Club to improve its general well-being and health, membership, focus and direction, or any other matter the Executive Council or Board of Governors considers needs to be addressed, and shall cooperate fully and work with the Executive Council, Board of Governors or any committee thereof to improve the overall condition and strength of the Club.

#### **ARTICLE V. TERMINATION OF CLUB MEMBERSHIP**

**Section 1.** Deleted June 2009

**Section 2.** Any member club more than sixty days in arrears for any fees, dues, assessments or other

financial obligations to this Organization, or to the District of which it is a member, may be suspended or have its charter rescinded by the Executive Council, provided that two successive notices of said indebtedness shall have been duly sent by registered mail to both the President and Secretary of such club.

**Section 3.** Any club whose charter or membership has been surrendered pursuant to Section 5 of this Article V. or suspended, forfeited or terminated by reason of a significant breach of the Constitution or By-Laws of this Organization as determined by the Executive Council or the Board of Governors, may be restored to membership at the discretion of either the Executive Council or the Board of Governors, upon payment of its delinquent indebtedness in manner fixed by the restoring body. Upon restoration of a Club, that Club shall maintain its original charter date and order of admission into this Organization.

**Section 4.** The Board of Governors, exclusively, may for causes other than those stated in the preceding sections, discipline or suspend any member club, or by the vote of two-thirds of the total voting power of the Board may rescind the charter of any member club, after a hearing on the charges on which any such action is based. The Board of Governors may take such action on its own charges, or upon charges preferred by the Executive Council. At least ninety days before such hearing, notice of the time and place thereof shall be mailed to the President and Secretary of the club against which charges are made, together with a copy or statement of such charges. The Board of Governors shall cause notice of their decision to be forthwith mailed to the club affected thereby, and within ninety days from the date of mailing such notice of decision the club may file a written notice of appeal with the Secretary-Treasurer. The appeal, if so noticed, shall be heard and determined at the next session of the Convention, with debate thereon limited by the rule of the Convention. The member club affected shall be entitled to be represented by counsel at any of the hearings provided for in this section.

**Section 5.** Any member club may make an application to resign from this Organization, provided such club has fulfilled its financial and other obligations to this Organization and to the District in which such club is situated. Subject to Sections 6 and 7 of this Article V., and subject to the Board of Governors' approval of the application to resign, such resignation shall be effective upon surrender and delivery of the charter of such club, and of any and all badges and emblems loans to or held by such club or any of its members to the Secretary-Treasurer.

**Section 6.** No member club may resign from this Organization unless such resignation has been approved in writing by at least 2/3rds of the members in good standing in attendance at a meeting scheduled for members of the Club to vote on a motion to make application to resign from this Organization pursuant to Section 5. of this Article V. The meeting and the motion to resign from this Organization are subject to the following procedures:

- a) a notice of the motion to resign from this Organization (the "Notice") is provided to all members in good standing of the Club by electronic or written means, at least 30 days prior to the meeting. The Notice must include:
  - i) the location date and time of the meeting;
  - ii) the proposed motion to resign;
  - iii) the reasons for the motion to resign;
  - iv) a plan for the payment of all outstanding liabilities of the Club and the disposal of all assets of the Club including, but not limited to, cash on hand and on deposit;
  - v) the stipulation that only members in good standing may attend the meeting and vote on the motion to resign; and
  - vi) the number of members that will constitute a quorum for the meeting shall be at least 2/3rd of the members of the Club in good standing and in attendance at the meeting.
- b) a copy of the Notice is received by the Governor of the District in which the Club is located and the International Secretary-Treasurer by electronic or written means at least 30 days prior to the date of the proposed meeting.
- c) prior to the vote on the motion to resign, a representative from the District in which the Club is located and a representative from Gyro International are given time to address the meeting.

- d) if a Club membership approves an application to resign in accordance with this Article V. then the Notice, the motion to resign and the Minutes of the meeting must be forwarded to the International Secretary-Treasurer for approval of the Board of Governors. In addition, the Club must provide to the Secretary-Treasurer evidence that:
  - i) District and Gyro International dues have been paid in full; and
  - ii) Assets and liabilities of the Club are to be dealt with such that no member benefits from the resignation. Assets may be disbursed to a similar organization or to Gyro International

**Section 7.** If any member club resigns from this Organization, pursuant to Sections 5 and 6 of this Article V. and one or more of its members become International Associate members pursuant to Section 9 of Article III. of the Constitution of this Organization, and any of them advise the Executive Council in writing that he desires to restore that club's membership in this Organization, the Executive Council or the Board of Governors shall hold, but not terminate, that club's charter for not less than 6 months. If the International Associate member or members satisfy the Executive Council or the Board of Governors that such club should be restored to active status pursuant to Section 3. of this Article V. that club may be restored pursuant to said Section 3.

## **ARTICLE VI. AMALGAMATION OF CLUBS**

**Section 1.** Any two of more Gyro clubs desiring to amalgamate and continue in this organization as one club may petition the Executive Council for an amalgamation certificate.

**Section 2.** The petition for amalgamation shall be in a form prescribed by or satisfactory to the Executive Council and shall:

- a) set out the names of the amalgamating clubs;
- b) set out the name of each of the Gyro members who are to be first directors and officers of the amalgamated club;
- c) set out the proposed name of the amalgamated club, which may, but does not have to, be the same as that of one of the amalgamated clubs;
- d) set out whether or not the Governor of the District in which the amalgamating clubs are situated has approved the amalgamation;
- e) be accompanied by:
  - i) a copy of the approval of the Governor of the District to the amalgamation, if applicable;
  - ii) a copy of the proposed constitution and bylaws of the amalgamated club;
  - iii) a copy of the resolution of the members of each of the amalgamating clubs approving the amalgamation pursuant to section 4. of this Article VI., duly certified by an officer of that club;
  - iv) a list of all of the members of the amalgamating clubs who will become members of the amalgamated club.

**Section 3.** In order for a club to amalgamate with one or more other clubs, the proposed amalgamation must be approved by the members of that club in accordance with Section 4. of this Article VI.

**Section 4.** A proposed amalgamation of a club is approved by its members if:

- a) all of its members approve the amalgamation by unanimous resolution, or
- b) a majority of the votes cast by members at a meeting of members is cast in favour of a resolution to approve the amalgamation.

**Section 5.** If the amalgamation is to be submitted for approval at a meeting under section 4(b) of this Article VI., the amalgamating club must give to each of its members not less than ten (10) days notice of the meeting, which said notice shall contain a summary of the details of the proposed amalgamation and the resolution to be put before the meeting.

**Section 6.** The petition and accompanying documents shall be sent to the Secretary-Treasurer. If the Governor of the District in which the amalgamating clubs are situated has not already approved the amalgamation, the Secretary-Treasurer shall send a copy of the petition and accompanying

documents to that District Governor who shall then advise the Secretary-Treasurer of his approval or disapproval of the amalgamation.

**Section 7.** If the District Governor has approved the petition, the Secretary-Treasurer shall then refer it to the Executive Council for its approval or disapproval, and if the Executive Council approves the petition, it shall issue to the amalgamated club an amalgamation certificate effective the date of such approval or such other date as may have been requested by the amalgamating clubs.

**Section 8.** The Secretary-Treasurer shall advise the Governor of the District in which the amalgamated club is situated of the approval or disapproval of the petition by the Executive Council.

**Section 9.** Notwithstanding anything in this Article VI. to the contrary:

- a) all of the clubs desiring to amalgamate each with the other or others must be situated in the same District and in the same geographical area;
- b) no petition for amalgamation shall be approved by the Executive Council without the approval of the Governor of the District in which the amalgamating clubs are situated;
- c) no initiation fees are payable to the District or Gyro International on an amalgamation of clubs;
- d) each amalgamating club shall retain its charter, and the charters of all the amalgamating clubs, together with the amalgamation certificate issued pursuant to section 7. of this Article VI., shall constitute the charter of the amalgamated club.
- e) the membership in this organization of a member of an amalgamating club who, as a result of the amalgamation, becomes a member of the amalgamated club shall, for all purposes, be deemed to have been continuous and uninterrupted.

## **CHAPTER 2 - AS TO DISTRICTS**

### **ARTICLE I. CREATION OF DISTRICTS**

**Section 1.** The Executive Council shall divide the territory covered by member clubs into Districts and may re-divide or change same when it deems such action advisable; provided that no such change or re-division shall be made if objected to by three-fourths of the member clubs in the District or Districts affected thereby.

### **ARTICLE II. POWERS OF DISTRICTS**

**Section 1.** Each District shall have, within its territorial limits, full power and authority upon all matters not reserved or given to the Convention, to the Board of Governors, or to the Executive Council; provided however, that no action shall be taken by any District which is inconsistent with the provisions of the Constitution or By-Laws, or in violation of the principles or ideals, of this Organization.

### **ARTICLE III. DISTRICT MEMBERSHIP**

**Section 1.** Each and every chartered Gyro club situated within the territorial limits of a District shall be a member of such District, and shall fully and faithfully adhere to and comply with the constitution, by-laws and other regulations and actions of that District.

### **ARTICLE IV. DISTRICT CONVENTIONS**

**Section 1.** Each District shall have a District Convention which shall be held at least once in every year. The District Convention shall be the controlling body of the District with exclusive powers of legislation therefore.

### **ARTICLE V. DISTRICT OFFICERS**

**Section 1.** Each District shall have a Governor and one or more Lieutenant Governors, who shall be

elected, for terms of not more than two years each, by the District Convention, and a Secretary and a Treasurer who shall each be appointed by the Governor and serve at his pleasure. One person may be appointed and serve as both Secretary and Treasurer.

## **ARTICLE VI. DISTRICT CONSTITUTIONS**

**Section 1.** Each District, through its District Convention, shall adopt a District Constitution and By-Laws, which, together with any subsequent amendments thereto, shall be subject to the written approval of the Executive Council, and shall not be inconsistent with this Constitution or the By-Laws of this Organization.

**Section 2.** The Executive Council may provide and recommend a standard form of constitution and by-laws for adoption and use by any District.

## **ARTICLE VII. ADVISORY COMMITTEE**

**Section 1.** Each District shall have, and its District Constitution shall provide for, a "District Advisory Committee" to be composed of one member of, and selected by, each club in the District, together with all the incumbent District Officers. The immediate Past Governor shall be a member ex-officio of the Committee. Such committee shall assemble at the call of the Governor and shall, at his request, advise with him concerning the general welfare of the District.

## **ARTICLE VIII. CERTIFICATION OF CLUBS**

**Section 1.** It shall be the duty of the Governor of each District to transmit to the International Secretary-Treasurer, at or prior to each session of the Convention, a statement certifying to the standing of all clubs in his District as of a date thirty days prior to the convening of the Convention session.

## **CHAPTER 3 - THE CONVENTION**

### **ARTICLE I. COMPOSITION OF CONVENTION**

**Section 1.** The Convention shall be composed of delegates from, and selected by, each Gyro club that is a member of this Organization.

**Section 2.** Each member club shall properly accredit its delegate or delegates to the Convention in such manner as the Executive Council, or the Secretary-Treasurer in its behalf, may direct, and shall cause such delegate or delegates to attend all sessions of the Convention. No club shall accredit a greater number of delegates, except as alternates, than is provided for by these By-Laws with respect to representation of clubs in the Convention.

### **ARTICLE II. TIME AND PLACE OF MEETING**

**Section 1.** The Convention shall hold a regular session in each calendar year, at a time and place determined by the Board of Governors.

**Section 2.** The place of the regular annual session of the Convention shall be designated by the Board of Governors at least two years in advance subject to the power of the Executive Council to change the same in the event of emergency or for good cause.

**Section 3.** Special sessions of the Convention may be called by the President with the approval of the Executive Council. In such case such notice thereof shall be given and such arrangements made with respect thereto as the Executive Council may determine and direct.

### **ARTICLE III. CLUB REPRESENTATION**

**Section 1.** Each Gyro club shall be entitled to cast five votes at each session of the Convention, plus one additional vote for each ten of its members or major fraction thereof. The basis of such voting

power shall be the membership of the club thirty days preceding the date on which the Convention convenes, as determined by the Convention or by its committee on credentials. The Convention or such committee may rely upon the records of the Secretary-Treasurer in making its determinations.

**Section 2.** The votes of each club shall be cast only by its delegates or delegate, or by a proxy, each of whom must be duly accredited and in attendance at the Convention.

**Section 3.** Each club shall be entitled to be represented at the Convention by as many delegates as it has votes. If the full number of delegates to which a club is entitled are accredited and present at a meeting of the Convention, each delegate shall have one vote in such meeting. In the event that at any meeting of the Convention any club is not represented by the full number of accredited delegates to which it is entitled, then any duly accredited delegate or delegates from such club who are in attendance at such meeting may cast as a unit the entire vote which such club is entitled to cast.

**Section 4.** If a club is not represented at a session of the Convention by an accredited delegate or delegates, then the entire vote of such club may, at any meeting of the session be cast as a unit by a duly accredited delegate from any other club who is in attendance, and who may be so authorized by written proxy signed by the President of the club which is not represented; except that the District officer may vote any proxies assigned to him without being a delegate. All proxies shall be filed with the Secretary-Treasurer at or before the time the Convention convenes.

**Section 5.** If a club is not represented at a session of the Convention by an accredited delegate or delegates, and the President of the club has not authorized anyone to vote on behalf of the club pursuant to Section 4. of this Article III. then the club shall be deemed to have assigned, by written proxy, all of its votes to the officer of its District who is in attendance at the Convention and representing that District.

**Section 6.** No club which is in arrears in its dues, fees or assessments to this Organization or to its District, shall be entitled to representation at the Convention or to cast any vote at the same.

#### **ARTICLE IV. QUORUM AND VOTING**

**Section 1.** A quorum shall consist of the presence of a representative from each of not less than 50% of the total of all chartered clubs in good standing. If, at the opening of the first meeting of a session of the Convention, it appears, from a roll call of the clubs, that at least said number of clubs is represented, the President shall declare that a quorum is present which declaration shall be final and conclusive as to the competency of the Convention session to transact business. The casting of votes on any matter coming before the Convention which requires a roll call vote shall, nevertheless, be subject and according to the verification, by a Committee on Credentials or otherwise, of a credentials and voting power of the respective representatives of the various clubs.

**Section 2.** In the event that less than a quorum is present at the first meeting of a Convention session, those present may adjourn the meeting from time to time until a quorum is present.

**Section 3.** The delegates present at any meeting of a Convention session held subsequent to the first meeting thereof, at which a quorum is present, may effectively transact business at such subsequent meeting notwithstanding the absence or withdrawal of enough club representatives to leave less than a quorum.

#### **ARTICLE V. POWERS**

**Section 1.** The Convention shall be, and have, the supreme power in and control over this Organization. It may, in manner consistent with The Constitution and these By-Laws, take action or legislate on any matter or thing concerning this Organization. All actions of the Convention shall upon taking be final, except in cases where the Constitution or these By-Laws may specifically provide otherwise.

### **CHAPTER 4 - BOARD OF GOVERNORS**

#### **ARTICLE I. COMPOSITION**

**Section 1.** The Board of Governors shall consist of all the International Officers as defined in the



Constitution, the Immediate Past International President, and the Governor of each District.

## ARTICLE II. MEETINGS

**Section 1.** The Board of Governors shall meet at least once a year, at times and places as designated by the Executive Council. Members of the Board shall be given at least ten days' notice of meetings by the Secretary-Treasurer, which notice may be waived by any member giving a waiver in writing to the Secretary-Treasurer.

## ARTICLE III. VOTING AND QUORUM

**Section 1.** The International Officers and the Immediate Past International President shall each have one vote. Each District Governor shall have one vote for each club in his District.

**Section 2.** A majority in number of the individual members of the Board of Governors shall constitute a quorum.

**Section 3.** A majority of the votes actually cast upon any question coming before the Board shall be decisive upon such question, except only as to any matter upon which the Constitution or these By-Laws may specifically provide otherwise.

**Section 4.** When ordered by the President, the Board of Governors may vote by mail or telegraph upon any question, in lieu of doing so at a meeting. If a majority in number of the Board so vote, it shall be deemed equivalent to the presence of a quorum at a meeting, and, all members having been given equivalently the same opportunity to promptly vote by mail or telegraph upon any question, the question shall be determined by the same vote as in a meeting.

**Section 5.** Any member of the Board of Governors may, at any convened meeting thereof, vote by proxy. Such proxy shall be another member of the Board, except that the proxy of a Governor member may at his option be another active officer or Past Governor of his District.

## ARTICLE IV. EXPENSES

**Section 1.** When attending to the duties and meetings of the Board of Governors, the expenses of each Governor, or of his proxy, shall be chargeable to the District he represents. The similar actual expenses of the other members of the Board may be paid from the treasury of this Organization.

## ARTICLE V. POWERS

**Section 1.** The Board of Governors shall have authority to adopt all such rules and regulations as may be necessary for its own procedure in addition to those provided herein, but the same shall not be inconsistent with the Constitution or these By-Laws.

**Section 2.** The Board of Governors shall have the power to, and may:

- a) Define the general policies of this Organization. Notice of all policies defined by the Board shall be forwarded to member clubs within thirty days following definition.
- b) Construe and interpret the Constitution and By-Laws of this Organization.
- c) Fill vacancies in the offices of the International Vice Presidents which occur between meetings of the Convention.
- d) Require of any District or club such information or reports as may be deemed necessary or advisable.
- e) Direct the distribution of information among Districts or clubs in such manner as it may determine.
- f) Perform all such duties and exercise all such powers in connection with particular matters as may be specifically imposed upon or delegated to the Board of Governors by the Constitution or By-Laws or by action of the Convention.
- g) Between sessions of the Convention exercise all the legislative power of this Organization with respect to any matter which, under the Constitution or By-Laws, is not given or reserved exclusively to the Convention or is not placed under the

jurisdiction of the Executive Council with authority to act.

## **ARTICLE VI. RESULT OF ACTIONS**

**Section 1.** Every action or decision of the Board of Governors, taken or made within its powers, shall be final and effective until reversed, modified, changed, or annulled by the Convention, which the Convention may do on its own motion or otherwise.

**Section 2.** No club or District shall be entitled, as a matter of right, to have any action or decision of the Board of Governors reviewed by the Convention unless, at least sixty days prior to a session of the Convention, the club or District gives to the International Secretary notice in writing that it will bring such action or decision before such Convention session for review, or unless, in particular cases where these By-Laws specifically provide for an appeal from the Board of Governors to the Convention, an appeal is taken in accordance with such provisions.

## **CHAPTER 5 - EXECUTIVE COUNCIL**

### **ARTICLE I. COMPOSITION**

**Section 1.** The Executive Council shall be composed of the International President, First Vice President, Second Vice President, Secretary-Treasurer, and the Immediate Past International President.

**Section 2.** In case of failure or inability of the Immediate Past International President to serve on the Council, the President shall appoint a Gyro in good standing to serve in his place for the unexpired term.

### **ARTICLE II. MEETINGS AND PROCEDURES**

**Section 1.** The Executive Council shall meet at least once a year, at such times and places as may be designated by the International President. Members of the Council shall be given at least ten days' notice of each meeting by the Secretary-Treasurer, which notice may be waived by any member giving a waiver in writing to the Secretary-Treasurer.

**Section 2.** The Council may adopt rules and regulations for its own procedure in the conduct of its duties and affairs, in addition to those provided herein, but the same shall not be inconsistent with the Constitution or these By-Laws. It may appoint committees with duties prescribed by it or to act for or in its behalf. Such committees may in part include a Gyro or Gyros not a member or members of the Council, but the Council shall have full control and direction over all of its committees however constituted.

### **ARTICLE III. QUORUM AND VOTING**

**Section 1.** A quorum of the Executive Council shall consist of two-thirds of the members thereof, one of whom shall always be the International President or in his absence, the International First Vice President.

**Section 2.** Each member of the Council shall have one vote.

**Section 3.** A concurring vote by two-thirds of the members of the Council shall be decisive of any question before the Council, and such vote shall be both necessary and sufficient to bind the Council, except only as to any matter as to which the Constitution or these By-Laws may provide otherwise.

**Section 4.** When ordered by the President, the Executive Council may vote by mail or telegraph on any question, in lieu of doing so at a meeting. If two-thirds of the members, including the President, or if he does not vote, the First Vice President, vote by mail or telegraph, it shall be deemed equivalent to the presence of a quorum at a meeting; and, all members having been given equivalently the same opportunity to promptly vote by mail or telegraph upon any question, the question shall be determined by the same vote as in a meeting.

#### ARTICLE IV. EXPENSES

**Section 1.** The actual expenses of the members of the Executive Council in attending to the duties and meetings thereof may be paid from the treasury of this Organization.

#### ARTICLE V. POWERS AND DUTIES

**Section 1.** All the executive and administrative power and authority of this Organization shall be vested in the Executive Council.

**Section 2.** The Executive Council shall have jurisdiction to, and in the exercise of such jurisdiction, shall:

- a) Arrange for the conduct and holding of sessions of the Conventions and the meetings thereof.
- b) Pass upon the applications of new clubs for membership in this Organization, and grant and issue charters under the name and seal of this Organization to such clubs as it may admit to membership, all subject to the provisions of the By-Laws with respect to clubs.
- c) Act upon petitions for International Associate members if such members be authorized by the Constitution or By-Laws, and then according to the provisions thereof. The Executive Council hereby grants to the International Secretary-Treasurer the power to act for the Executive Council in granting International Associate Membership.
- d) Provide for the collection of the funds and revenues of this Organization, and the allocations and disbursements thereof in accordance with financial budgets and these By-Laws.
- e) Prepare and adopt annual financial budgets according to the provisions of these By-Laws with respect to budgets.
- f) Establish and cause to be executed a visitation program whereunder each club in the Organization shall be regularly visited by an International Officer.
- g) Cause all clubs to be notified, at least thirty days in advance, of each session of the Convention, of such matters, problems and resolutions as it knows will, may or should come before the Convention.
- h) On its own motion call meetings of the Board of Governors at least once a year; and upon petition of a majority in number of the members of such Board call a meeting of such Board at any time.
- i) Upon the written request of the Governor and two or more clubs of a District, cause an International Officer to visit a designated place within such District where a nucleus for a Gyro club has been formed and actively direct the organization of such club as a petitioner for membership in this Organization.
- j) Exercise such powers of appointment with respect to the office of Secretary-Treasurer, or with respect to any other office, as may be given to the Council by the Constitution or these By-Laws.
- k) Install, locate, supervise, control and direct a headquarters office and any other offices of this Organization, including without limitation all matters of accounting, general record keeping, office practices and methods of operation and control of the affairs of this Organization.
- l) Employ, hire, appoint, and discharge all such employees, assistants, executive and clerical help as may be necessary for the conduct and administration of the affairs and business of this Organization, or provide for the doing thereof, all on such terms and at such compensation and for such duration as the Council may determine, and prescribe the duties, designation, and character of employment of each thereof, subject to the limitations of the current financial budgets in force from time to time.
- m) Perform all such other duties in connection with particular matters as may be specifically imposed upon or delegated to the Executive Council by the Constitution or these By-Laws.

- n) Generally conduct, supervise and manage all the business and financial affairs of this Organization; and arrange, direct and execute plans for the extension and general welfare of this Organization and the financing thereof.

**Section 3.** The Executive Council shall also have jurisdiction to, and in the exercise of such jurisdiction may:

- a) Require from any Gyro club such information and reports as may be deemed necessary or advisable.
- b) Supervise and examine all records, books and accounts of individual clubs.
- c) Establish new Districts as occasion may require, and change the limits and boundaries of existing Districts from time to time, subject to the provisions of these By-Laws with respect to Districts.
- d) From time to time, in any fiscal year, revise and supplement the annual budget by allocating or re-allocating moneys and revenue to or between various kinds and classes of expenditures, all, however, within the limits of the moneys and revenues applicable to or available for such budget, and subject to the provisions of these By-Laws with respect to budgets.
- e) Consider and settle disputes between two or more clubs, or between two or more Districts, or between a club or clubs and a District or Districts. In case of any such dispute the Council shall direct, or instruct the Secretary-Treasurer to direct, in what manner and form the parties shall submit the matter to the Council for settlement. In its discretion the Council may refer any such dispute to the Board of Governors for settlement by that body.
- f) Exercise all such other powers in connection with particular matters as may be specifically given to the Executive Council by the Constitution or these By-Laws or by action of the Convention.
- g) Perform all duties and exercise all power in any matter with respect to which the Constitution or By-Laws do not impose a duty on, or delegate a power to, any particular governing or administrative body of this organization.

**Section 4.** In addition to its own authority, powers and duties, the Executive Council may exercise the legislative powers of the Board of Governors, when that body is not convened in meeting, except only such powers which the Constitution or these By-Laws may by specific declaration reserve or give exclusively to the Board of Governors.

## **ARTICLE VI. RESULT OF ACTIONS**

**Section 1.** Every action or decision of the Executive Council, taken or made within its powers, shall be in effect until reversed, modified, changed or annulled by the Convention, which the Convention may do on its own motion or otherwise.

**Section 2.** No club or District shall be entitled, as a matter of right, to have any action or decision of the Executive Council reviewed by the Convention unless, at least sixty days prior to a session of the Convention, such club or District gives to the International Secretary notice in writing that it will bring the action or decision of the Council before such session for review, or unless, 'in particular cases where these By-Laws may provide specifically for an appeal from the Executive Council to the Convention, an appeal is taken in accordance with such provisions.

## **CHAPTER 6 - BOARDS OF TRUSTEES**

### **ARTICLE I. COMPOSITION**

**Section 1.** The Boards of Trustees shall each be composed of three Trustees who shall each be a Gyro in good standing, with the incumbent International President as an ex-officio member of the Board.

**Section 2.** The three Trustees of each Board shall be elected by the Convention in such manner that one Trustee shall be elected for one year, one Trustee for two years, and one Trustee for three years; and thereafter one Trustee shall be elected each year for a term of three years.

**Section 3.** Upon the failure of an elected Trustee to qualify, or upon his resignation or death during his term of office, the President, upon and with the approval of the Executive Council, shall appoint a Trustee to serve in his place during the term for which he was elected.

**Section 4.** Each Trustee shall qualify by subscribing a writing to the effect that he will faithfully perform the duties of his office as set forth in the Constitution and By-Laws of this Organization.

## **ARTICLE II. ORGANIZATION AND VOTING**

**Section 1.** The Boards of Trustees shall each perfect their own organization and provide their own regulations for the conduct of matters entrusted to their care, but not contrary to the Constitution or these By-Laws.

**Section 2.** The International Secretary-Treasurer shall act as Secretary-Treasurer of the Boards of Trustees under whose sole instructions he shall act with respect to all matters and property in their charge.

**Section 3.** All actions of the Boards of Trustees shall be authorized by and taken pursuant to a majority vote of all members thereof, and a decision by a majority of the members shall be the decision of the whole Board.

## **ARTICLE III. EXPENSES**

**Section 1.** The actual and necessary expenses of the Boards of Trustees may be paid out of the treasury of this Organization.

## **ARTICLE IV. DUTIES**

**Section 1.** The Boards of Trustees shall hold and have exclusive charge, supervision and administration of such established funds of this Organization as may be committed to its custody and care by the Constitution and By-Laws, or from time to time by action of the Convention or other governing or administrative body of this Organization.

**Section 2.** Moneys of each fund in the hands of each Board may in whole or part be held in cash or be invested and reinvested in income securities legal for trust funds in any state or country in which are located two or more member clubs of this Organization. Such securities may be sold, or exchanged into or for, other like securities, in the discretion of the respective Board.

**Section 3.** Upon request by the Board of Governors or by the Executive Council, the Boards of Trustees shall pay into the general treasury of this Organization, such amounts out of each fund in their hands as is specified in such request, provided, however, that notwithstanding anything in said request or specifications contained, the Boards of Trustees shall not pay out of any fund into the general treasury or otherwise, any amount in excess of the limitations placed upon withdrawals from such fund by these By-Laws, or if such fund is not regulated by these By-Laws, in excess of the limitations placed thereon by action of the governing body which established the fund.

**Section 4.** Each Board of Trustees shall keep true and correct books of account of all its transactions with respect to each fund committed to its care.

**Section 5.** Each Board of Trustees shall annually prepare, or cause to be prepared, a report as to each fund in its care, and present the same to the Board of Governors at each International Interim Meeting. Upon approval of such report or reports by the Board of Governors, the same shall be published in the **GyroScope** or other official publication.

## **ARTICLE V. GENERAL**

**Section 1.** Neither a Board of Trustees as a whole, nor any member thereof, shall be liable or responsible for any act of omission or commission, except such as is due to gross negligence or willful misconduct.

**Section 2.** Each Board of Trustees shall freely consult with the Executive Council, and shall be guided by, and entitled to rely on, the advice of the Council when the Trustees are in doubt, or unable to resolve within themselves concerning any question.

**Section 3.** Each Board of Trustees may in its discretion engage a corporate fiduciary which shall always be a federally insured bank having trust powers and a capital of not less than \$1,000,000 to act as an agent of that Board and as a custodian of the money and assets of each fund in the care of that Board, and in such capacities to invest and reinvest said moneys in securities according to the general and specific instructions of the Trustees and to receive, both disburse and account for, such moneys, assets and securities as directed by that Board. The fees and charges of such agent and constituents shall be deemed a necessary expense of each Board.

## **CHAPTER 7 - DUTIES OF OFFICERS**

### **ARTICLE 1. SPECIFIC OFFICERS**

**Section 1. President.** It shall be the duty of the President to preside at all meetings of the Convention, at all meetings of the Board of Governors, and at all meetings of the Executive Council, and to generally supervise, direct and control the affairs of this Organization, direct the execution of an annual visitation program and to perform such other duties as ordinarily pertain to the office of President.

**Section 2. First Vice President.** It shall be the duty of the First Vice President to perform all of the duties of President in event of his absence or disability. In event of the death or resignation of the President, the First Vice President shall succeed to the office of President, and as President shall serve for the un-expired term.

**Section 3. Vice Presidents.** It shall be the duty of both Vice Presidents, however designated, to represent this Organization in their respective areas, and execute such assignments and duties as are delegated to them by the Executive Council. It shall be the duty of the Vice Presidents to promote the internal expansion and external extension of this Organization in such geographical areas as may be specified from time to time by the Executive Council.

**Section 4. Secretary-Treasurer.**

- a) It shall be the duty of the Secretary-Treasurer to keep accurate records of all business transacted at all meetings of the Convention, at all meetings of the Board of Governors, and at all meetings of the Executive Council. He shall keep and use the Official Seal of this Organization and he shall be responsible for the safe keeping and perpetuation of the books and records of the Organization; he shall actively encourage and assist in the extension of Gyro throughout the world, and keep in constant active written communication with all clubs and Districts, and keep advised of their activities and progress.
- b) The Secretary-Treasurer shall perform all such other duties as these By-Laws may prescribe, and as may from time to time be assigned to him by the Convention, the Board of Governors, or the Executive Council, and shall generally perform such duties as ordinarily pertain to the offices of Secretary and Treasurer.
- c) The Secretary-Treasurer shall collect and receive all moneys due the Organization, and disburse same when duly authorized so to do by the Convention, the Board of Governors or the Executive Council. He shall keep an accurate account of his receipts and disbursements, and shall present a detailed report to the Convention, the Board of Governors or the Executive Council.
- d) The Secretary-Treasurer shall annually furnish a bond in the amount of \$50,000.00 plus such amount, if any, by which the highest cash amount in his hands or under his control at any time during the immediately preceding year exceeded the amount of \$50,000.00. The Executive Council may in any year require such bond to be in a greater amount than that above provided for. The premium on all such bonds shall be paid by the Organization, and the surety thereon shall be a substantial surety company approved by the Council.

**CHAPTER 8 - FIXED REVENUE  
ARTICLE I. APPLICATION FEES**

**Section 1.** Each new club, before being installed and receiving a charter, shall pay to this Organization a per capita application fee in an amount determined by the Board of Governors. In no event shall this fee be more than \$25.00 for each member of the club.

**ARTICLE II. ANNUAL PER CAPITA FEES**

**Section 1.** Each club, after installation, shall annually pay to this Organization an annual per capita fee in an amount to be determined for each year by the Board of Governors for or on account of each of its members of every type or class except a Gyro who has held membership for a period of fifty years or has qualified as a Life Member under the provisions of Chapter 10, Article 1. In no event shall this fee be more than \$70.00 for each such member in any one year.

**Section 2.** Annual per capita fees may be prepaid for a term of years by or on account of an individual Gyro, if otherwise authorized and provided for in these By-Laws.

**ARTICLE III. INITIATION FEES**

**Section 1.** Each member club shall pay to this Organization an initiation fee for each new member taken into such club, in an amount determined in advance by the Board of Governors. In no event shall this fee be more than \$25.00 for each new member initiated.

**Section 2.** Such initiation fee shall not be required upon reinstatement of a member in a club, nor upon the initiation into a club of a Gyro who has been a member of another Gyro club and is recommended by that club for membership in other clubs.

**Section 3.** In addition to the initiation fee required to be paid pursuant to Section 1. of this Article III., for each new member taken into a Club, such Club shall pay to this Organization the per capita fees for that new member, pro rated to cover the number of months or major fraction thereof from the date of the installation of that member into the Club to the date the next semi-annual instalment of per capita fees is due and payable.

**ARTICLE IV. INTERNATIONAL ASSOCIATE FEES**

**Section 1.** Each International Associate member shall annually pay to this Organization a per capita fee in the same amount as each club pays for or on account of each of its members.

**Section 2.** Such annual per capita fees may be prepaid for a term of years by an International Associate member, if such prepayment is otherwise authorized and provided for in these By-Laws.

**ARTICLE V. CURRENCY**

**Section 1.** The per capita application fee, the per capita fee and the initiation fee payable by a Club pursuant to these By-Laws, shall be paid in the currency of the country in which such Club is situated.

**Section 2.** The per capita fee payable by each International Associate member pursuant to these By-Laws shall be paid:

- a) if he resides in the United States of America or Canada, in the currency of the country in which he resides; or
- b) if he resides in a country other than the United States of America or Canada, in the currency of the country in which the Gyro Club of which he was last a member is or was situated.

## CHAPTER 9 - COLLECTION OF REVENUE

### ARTICLE I. GENERAL

**Section 1.** The required annual per capita fee for each year shall be paid in advance by each club as follows:

- a) to and including the 2006-2007 year, by semi-annual instalments or before June 1<sup>st</sup> and on or before December 1<sup>st</sup> in such year,
- b) from and including the 2007-2008 year to and including the 2014-2015 year, by semi-annual instalments on or before May 1<sup>st</sup> and on or before November 1<sup>st</sup> in such year, and
- c) from and after the 2015-2016 year, by one annual instalment on or before May 1<sup>st</sup> in such year.

**Section 2.** All fees, dues and fixed or other revenue shall be collected by and paid to the Secretary-Treasurer.

### ARTICLE II. APPLICATION FEES

**Section 1.** The required application fee shall be paid at the time a petition of a club for membership is filed with the Secretary-Treasurer. The Secretary-Treasurer may waive such requirement as to time, but in no event shall a petitioning club be installed or a charter granted until its application fee has been paid in full.

### ARTICLE III. ANNUAL PER CAPITA FEES

**Section 1.** The required annual per capita fees for each year shall be paid in advance by each club in semi-annual installments due and payable on or before the first day of June and on or before the first day of December in such year, respectively.

**Section 2.** The semi-annual instalments payable by each club each year pursuant to Section 1. of this Article III. shall be based on the following criteria:

- a) for the years to and including the 2006-2007 year, the instalment due on or before June 1<sup>st</sup> shall be based on the membership list of such club as of April 20<sup>th</sup> immediately preceding, and the instalment due on or before December 1<sup>st</sup> shall be based on the membership list of such club as of October 20<sup>th</sup> immediately preceding, provided that a Gyro who has held membership for a period of at least fifty years or is a Lifetime Member shall be excluded from such list; and
- b) from and after the 2007-2008 year, the instalment due on or before May 1<sup>st</sup> shall be based on the membership list of such club as of March 20<sup>th</sup> immediately preceding, and the instalment due on or before November 1<sup>st</sup> shall be based on the membership list of such club as of September 20<sup>th</sup> immediately preceding, provided that a Gyro who has held membership for a period of at least fifty years or is a Lifetime Member shall be excluded from such list.

**Section 3.** In the case of a newly installed club, its first annual per capita fee may be billed and paid in quarterly installments, and any club newly installed shall not be required to pay more than the proper proportionate amount of such first annual fee.

**Section 4.** In compiling and certifying any membership list for assessment and payment of the annual per capita fee, each club shall include on its list members still carried as members by it under any classification, even though such member or members are not required to pay or have not paid prescribed local or other dues to such club. A Gyro who has held membership for a period of fifty years or who is a Lifetime Member shall be excluded from such a list. Each club will compile and certify to Gyro International a separate list of their fifty-year members and Lifetime Members.



**Section 5.** Payment of annual per capita fees by a club shall be subject to the provisions, if any, of these By-Laws concerning and allowing the prepayment of such fees for a term of years by or for the account of an individual member of a club.

#### **ARTICLE IV. INITIATION FEES**

**Section 1.** The initiation fee and pro rated per capita fees of each new member required to be paid pursuant to Article III. of Chapter 8 of these By-Laws shall be paid by each Club promptly upon the initiation by it of such new member.

#### **ARTICLE V. INTERNATIONAL ASSOCIATE FEES**

**Section 1.** The annual per capita fee shall be paid in advance by each International Associate as follows:

- a) to and including the 2006-2007 year, by semi-annual instalments or before June 1<sup>st</sup> and on or before December 1<sup>st</sup> in such year,
- b) from and including the 2007-2008 year to and including the 2014-2015 year, by semi-annual instalments on or before May 1<sup>st</sup> and on or before November 1<sup>st</sup> in such year, and
- c) from and after the 2015-2016 year, by one annual instalment on or before May 1<sup>st</sup> in such year.

**Section 2.** The Executive Council may direct the Secretary-Treasurer to terminate the associate membership of any International Associate member who fails to pay any required fee to this Organization within ninety days after the same is due. Such termination shall be effective upon the mailing of a notice of the termination to such International Associate member at his last known address.

#### **ARTICLE VI. DISCRETION OF TREASURER**

**Section 1.** The Secretary-Treasurer, with the advice and approval of the Executive, Council shall have authority to adopt such methods of billing and collecting revenues and recording the receipt, allocation and disbursement thereof, as may be expedient and suitable and in accordance with accepted business and accounting practices.

### **CHAPTER 10 - LIFETIME PREPAID FEE FUND**

#### **ARTICLE I. PREPAYMENT OF ANNUAL FEES**

**Section 1.** Prior to July 26, 2003, but not after that date, a member of a club or an International Associate member in good standing may prepay annual per capita fees in the manner and to the extent provided by this Article.

**Section 2.** Upon payment to this organization of a sum equivalent to fifteen times the amount of the annual per capita fee in effect at the time of such payment, the member so paying the same shall not, nor shall any club for his account, be required to pay any annual per capita fees.

**Section 3.** The Lifetime Membership of a member who is not an International Associate member will be terminated if he ceases to be a member in good standing in a club unless he is made an International Associate member pursuant to Article III of the Constitution.

**Section 4.** No portion of the lifetime prepaid annual per capita fee shall be refundable to a member.

#### **ARTICLE II. CREATION OF FUND**

**Section 1.** All lifetime prepaid annual per capita fees shall be deposited with the Board of Trustees and maintained in a separate fund to be designated and known as the "Lifetime Prepaid Fee Fund."

**Section 2.** Such Fund shall be exclusively supervised and administered by the Board of Trustees in

accordance with these By-Laws and the powers, duties and responsibilities therein vested and imposed upon such Board with respect to funds in general and this Fund in particular.

### **ARTICLE III. PURPOSE OF FUND**

**Section 1.** Such Prepaid Fee Fund shall be maintained for the purpose of attaining the objectives of Gyro and promoting its work and welfare in such a manner and by such means and methods as the Board of Governors and the Executive Council may from time to time determine, subject to the limitations on the use of moneys from such Fund as provided in Article IV.

### **ARTICLE IV. USE OF FUND**

**Section 1.** Upon receipt of each lifetime prepaid per capita fee, and at every anniversary date thereafter, the Fund's Board of Trustees shall remit to the Secretary-Treasurer an amount equal to the annual per capita fee in effect at such time. Such amount shall be included in Fixed Revenue in accordance with Chapter 8 of these By-Laws.

**Section 2.** The Board of Trustees shall invest the balance of the Fund in a prudent manner.

**Section 3.** The Fund shall be accounted for in "anniversary accounts." An anniversary account consists of a separate accounting of all lifetime prepaid per capita fees received in a fiscal year, plus investment earnings on the anniversary account, less withdrawals therefrom under Sections 1 and 4 of this Article.

**Section 4.** Whenever in the sole discretion of the Fund's Board of Trustees the balance in any anniversary account is substantially in excess of the amount reasonably predicted to be necessary to meet the future per capita requirements of the anniversary account under Section I of this Article, such excess shall be paid over to the Secretary-Treasurer to be included in Fixed Revenue in accordance with Chapter 8 of these By-Laws.

## **CHAPTER 11 - MEMORIAL FUND**

### **ARTICLE I. CREATION OF FUND**

**Section 1.** There shall be a Fund of this Organization to be known and designated as the "Memorial Fund."

**Section 2.** Such Fund shall be composed of money and/or property received from:

- a) Personal subscriptions or contributions by Gyros or other individuals, which may be on a continuing basis.
- b) Legacies and bequests.
- c) club subscriptions or contributions.
- d) Surpluses from conventions, parties, etc.
- e) The funds of the old Prepaid Fee Fund to be combined with and be a part of the Memorial Fund.
- f) Any other sources, or from results of other means, which in the opinion of the Board of Governors or of the Executive Council appear to be appropriate.

### **ARTICLE II. PROMOTION OF FUND**

**Section 1.** The Executive Council shall be in charge of the promotion of the Fund and the collection of moneys and property for its account, with full authority to appoint such assistants and committees as it may consider necessary or advisable for the successful growth of the Fund.

### **ARTICLE III. ADMINISTRATION OF FUND**

**Section 1.** All moneys and property received by or for the account or benefit of the Memorial Fund shall be deposited with the Board of Trustees, to be held and maintained in a separate fund to be known as the "Memorial Fund."

**Section 2.** Such Fund shall be exclusively supervised and administered by the Fund's Board of Trustees in accordance with these By-Laws, and the powers, duties and responsibilities therein vested and imposed upon such Board with respect to funds in general and this Fund in particular.

#### **ARTICLE IV. PURPOSE OF FUND**

**Section 1.** Such Memorial Fund shall be maintained for the purpose of perpetuating and promoting the work and welfare of Gyro and this Organization through and by such means as the Board of Governors or the Executive Council may from time to time determine, subject to the limitations on the use of money or assets from the Fund as herein provided.

#### **ARTICLE V. USE OF FUND**

**Section 1.** The Board of Governors or the Executive Council may from time to time direct the Board of Trustees of the Memorial Fund to withdraw amounts from the Memorial Fund. In addition, on the last day of each fiscal year, the accumulated interest for that fiscal year shall be withdrawn from the Memorial Fund. In either case these funds shall be transferred to the general treasury of this Organization and there allocated or disbursed by and under the direction of the Executive Council. Under no circumstances other than the circumstances set out in Section 3 of this Article V. shall the aggregate of the above withdrawals in any given year exceed twenty per cent (20%) of the total amount of the Memorial Fund at the end of the immediately preceding fiscal year.

**Section 2.** Upon request for a withdrawal by the Board of Governors or by the Executive Council the allowable amount of such withdrawal from said Fund shall be paid by the Board of Trustees into the general treasury of this Organization, and there allocated or disbursed by and under the direction of the Executive Council.

**Section 3.** Section 3. Notwithstanding Section 1 of this Article V. in the 2010-2011 fiscal year of this Organization, the Board of Governors or the Executive Council may direct the Board of Trustees of the Memorial Fund to withdraw from the Memorial Fund a one time additional amount not exceeding \$30,000.00 to be allocated by the Executive Council in the following manner, and not otherwise:

- a) firstly, \$20,000.00 by way of the repayment of outstanding loans made by the Memorial Fund to the General Fund;
- b) secondly, up to \$10,000.00 by way of a non-repayable transfer to the General Fund to be applied by the Executive Council toward the cost of connecting the Organization's office building in Painesville, Ohio to the city sewer system; and
- c) thirdly, the balance, if any, to the general treasury of this Organization.

### **CHAPTER 11 A - BETTERMENT FUND**

#### **ARTICLE I. CREATION OF FUND**

**Section 1.** There shall be a Fund of this Organization to be known and designated as the "Betterment Fund".

**Section 2.** The Fund shall be composed of money received from Gyros who wish to further the objectives of Gyro International and who wish to recognize the contributions Gyro International and its members have made to their personal lives.

**Section 3.** Contributions to the Fund may be made in the lifetime of the donor or by way of a testamentary legacy or bequest.

#### **ARTICLE II. PROMOTION OF FUND**

**Section 1.** The Executive Council shall be in charge of the promotion of the Fund and the collection

of moneys for its account, with full authority to appoint such assistants and committees as it may consider necessary or advisable for the successful growth of the Fund including but not limited to:

- a) the establishment of incentives to encourage contributions to the Fund;
- b) the establishment of procedures for making contributions to the Fund;
- c) the establishment of awards, certificates of appreciation or other forms of recognition with respect to contributions made to the Fund;
- d) the inclusion of promotional articles and/or statistics with respect to the Fund in the GyroScope or elsewhere.

### **ARTICLE III. ADMINISTRATION OF FUND**

**Section 1.** All moneys received by or for the account or benefit of the Fund shall be deposited with the Board of Trustees to be held and maintained in a separate fund to be known as the "Betterment Fund".

**Section 2.** The Fund shall be exclusively supervised and administered by the Board of Trustees in accordance with these By-Laws, and the powers, duties and responsibilities therein vested and imposed upon the Board of Trustees with respect to funds in general and this Fund in particular.

**Section 3.** Notwithstanding Section 2. of this article III, a board to be known as the "Betterment Fund Board of Directors" composed of the then two most immediate Past Presidents together with three Past District Governors, appointed or elected as hereinafter provided, shall have the exclusive right, power and authority over expenditures from time to time of all or any part of principal and/or the accumulated interest in the Fund for the purposes herein enumerated including the implementation, supervision and evaluation of such expenditures.

**Section 4.** In authorizing the expenditure of principal from the Fund, the Betterment Fund Board of Directors shall consider the importance of maintaining and expanding the amount of moneys in the Fund for future use, but nothing herein contained shall limit the authority of the Betterment Fund Board of Directors set out in Section 3. of this Article III.

**Section 5.** The first three Past District Governors shall be appointed by the Executive Council as soon as conveniently may be after the creation of the Fund in such manner that initially one Past District Governor shall be elected for a one year term, one Past District Governor for a two year term and one Past District Governor for a three year term and thereafter, at each Gyro International Interim Meeting, the Board of Governors shall elect one Past District Governor for a three year term, and shall appoint the then two most immediate Past Presidents for a one year term.

**Section 6.** If a Past District Governor who is a member of the Betterment Fund Board of Directors, is elected to International Office his membership on the Betterment Fund Board of Directors shall terminate forthwith, whereupon the Board of Governors shall reconvene immediately following the Convention Meeting at which such election took place and elect a Past District Governor to serve in his place for the balance of the term for which he was elected.

**Section 7.** Upon the resignation or death of a Past Governor who is a member of the Betterment Fund Board of Directors, the Board of Governors, at the next International Convention or Interim Meeting shall elect a Past District Governor to serve in his place for the balance of the term for which he was elected.

**Section 8.** All actions of the Betterment Fund Board of Directors shall be authorized by and taken pursuant to a majority vote of all members thereof and a decision by a majority of the members shall be a decision of the whole Betterment Fund Board of Directors.

**Section 9.** The actual and necessary expenses of the Betterment Fund Board of Directors may be paid out of the Treasury of this Organization.

**Section 10.** Notwithstanding Section 5 of this Article III., commencing in the year 2005, the election and appointment of members to the Betterment Fund Board of Directors shall take place at the International Convention instead of the Interim Meeting, and the term of office of the 2004-2005 members of the Betterment Fund Board of Directors shall be extended accordingly.

### **ARTICLE IV. PURPOSE OF FUND**

**Section 1.** The Fund shall be maintained for the purpose of perpetuating, promoting, and expanding

the concepts, membership, welfare, and influence of Gyro by using the moneys in the Fund for expenses not normally included in the annual budget of this Organization, to encourage membership in and expansion of this Organization and such other purposes as the Board of Governors shall deem appropriate and in keeping with the intent of this Section 1.

## **ARTICLE V. USE OF FUND**

**Section 1.** The Betterment Fund Board of Directors may from time to time direct the Board of Trustees to pay out or transfer specified amounts from the Fund to the general treasury of this Organization to be allocated or disbursed by and under the direction of the Executive Council in such amounts and to such person, clubs, District, or Gyro International and in such manner as the Betterment Fund Board of Directors shall direct.

## **CHAPTER 12 - BUDGET AND FISCAL YEAR**

### **ARTICLE I. FISCAL YEAR**

**Section 1.** To and including the 2005-2006 fiscal year, the fiscal year of this Organization shall be from and including June 1<sup>st</sup> in one year to and including May 31<sup>st</sup> of the following year.

**Section 2.** The 2006-2007 fiscal year of this Organization shall be from and including June 1, 2006 to and including April 30, 2007.

**Section 3.** From and after the 2007-2008 fiscal year, the fiscal year of this Organization shall be from and including May 1<sup>st</sup> in one year to and including April 30<sup>th</sup> of the following year.

### **ARTICLE II. ANNUAL BUDGET**

**Section 1.** For each fiscal year the Executive Council shall, prior to or as early as feasible in such year, prepare and adopt a budget which shall include a statement of moneys and revenues estimated to be available in the year, and a statement of expenditures which have been determined by the Council to be necessary or advisable to make there from during the year. Such budgets shall govern the kind, character and amount of expenses to be incurred and disbursements to be made by or on behalf of this Organization. Each budget shall be in force from the time of its adoption.

**Section 2.** The Board of Governors shall examine each such annual budget at its first meeting held subsequent to the adoption thereof. If the Board finds that the total of the budgeted expenditures exceeds the total of moneys and revenues available therefore as estimated by the Board, it shall so notify the Executive Council. Thereupon the Council shall determine upon and make such changes in the budget as will bring the total of expenditures budgeted by the Council into balance with the total of moneys and revenues available therefore as estimated by the Board.

**Section 3.** From time to time in and during any fiscal year the Executive Council may, when in its judgment, necessary or advisable, revise or supplement the budget then obtaining for such year by allocating or re-allocating moneys and revenues to or between various kinds and classes of expenditures, all, however within the limits of the total of the moneys and revenues available for or applicable to such budget.

**Section 4.** The expense of the Group Liability Insurance premiums applicable to all clubs will be paid out of the General Budget.

### **ARTICLE III. DISCRETIONARY HONORARIUM FUND**

**Section 1.** There shall be a fund of this Organization to be known and designated as the "Discretionary Honorarium Fund" (the "Fund").

**Section 2.** The Fund shall be composed of money received from the general treasury of this Organization at the times, in the manner and in the amounts set out in Section 3. of this Article III.

**Section 3.** Money shall be paid into the Fund from the general treasury as follows:

- a) there shall be included in the annual budget of this Organization for the 2005-2006 fiscal year as an item of expenditure the sum of \$1,500.00 allocated to the Fund and

- to be paid into the Fund in that fiscal year.
- b) in each fiscal year of this Organization from and after the 2006-2007 fiscal year, there shall be included in the annual budget of this Organization as an item of expenditure an allocation of money for the Fund in such amount as the Executive Council, with discretion, shall determine is appropriate, such amount to be paid into the Fund in such fiscal year; provided that in any fiscal year the Executive Council may, with discretion, elect not to make any allocation to the Fund in that fiscal year.

**Section 4.** The monies from time to time in the Fund shall be in the custody of the Secretary-Treasurer in the same manner as the general funds of this Organization but shall be kept separate from such general funds and held and accounted for as a special fund. Monies in the Fund shall be placed at interest or invested or reinvested as the Executive Council may from time to time direct.

**Section 5.** Subject to Section 6. of this Article III. monies in the Fund shall, when and as directed by the Executive Council, be used only for the purpose of paying, in money or property, such benefits in the nature of honoraria as the Executive Council may, with absolute discretion, determine from time to time, to employees or former employees, including, but not limited to, the Secretary-Treasurer, of this Organization who, for any reason, are leaving or have left the employ of this Organization.

**Section 6.** Notwithstanding Section 5. of this Article III. the Executive Council may, at any time, and from time to time, if, in its absolute discretion, it deems it appropriate to do so, transfer all or any part of the Fund to the general treasury of this Organization to be included in fixed revenue in accordance with Chapter 8. of these By laws or to any of the other funds of this Organization.

## **CHAPTER 13 - OFFICIAL PUBLICATION**

### **ARTICLE I. THE GYROSCOPE**

**Section 1.** The Executive Council shall publish or cause to be published under its supervision and control a periodical which shall be the official publication of this Organization and known as the **GyroScope**.

**Section 2.** All Gyros, and every club and District and each of the officers thereof, shall be chargeable with knowledge of all official notices and communications published in said periodical.

### **ARTICLE II. SUBSCRIPTIONS**

**Section 1.** Each chartered club shall make it a condition of membership that each of its members shall become a bona fide subscriber to said official publication and shall so continue as long as he shall remain a member. A Gyro who has held membership for a period of fifty years shall remain a bona fide subscriber; however, any subscription price or fee shall be waived to such a member.

**Section 2.** The subscription price of said publication may be included in the annual per capita fees at the discretion of the Executive Council.

**Section 3.** The individual subscription price of said publication shall be set by the Executive Council from time to time.

## **CHAPTER 13A - DATABASE ADMINISTRATOR**

### **ARTICLE I. APPOINTMENT**

**Section 1.** The Executive Council shall appoint a Gyro in good standing as Database Administrator upon such terms and conditions, for such periods, at such stipend and under such contractual agreements, if any, as may be fixed and determined upon by the Executive Council from time to time.

### **ARTICLE II. DUTIES**

**Section 1.** It shall be responsibility of the Database Administrator to set up, maintain and update the

International web database and to assist Clubs and Districts on the use of the International website.  
**Section 2.** The Database Administrator shall perform all such other duties in relation to the International database and website as these By-Laws may prescribe and as may be assigned to him by the Convention, the Board of Governors or the Executive Council.

## CHAPTER 14 - NAME AND INSIGNIA

### ARTICLE I. NAME

**Section 1.** The word "Gyro," and the name, emblem or insignia of "Gyro" or of "Gyro International" shall not be used for advertising purposes or as a trade mark or a trade name, either separately or in combination with other words, names or phrases.

### ARTICLE II. INSIGNIA

**Section 1.** No person other than a Gyro shall be entitled to wear, use or otherwise display any emblem, badge or other insignia of this Organization, including honorary insignia. No such emblem, badge or insignia shall be sold by any club or subdivision of this Organization, or possession thereof delivered to any person other than a Gyro.

**Section 2.** This Organization shall furnish and loan to each charter member of a newly installed club the authorized lapel button emblem.

**Section 3.** All right, title and interest in and to all Gyro emblems, badges, or other insignia, including honorary insignia, shall be and remain in this Organization or one of the member clubs thereof, with the sole exception of the right to possess, use and exhibit the same by a Gyro in good standing. In the event of resignation, suspension, expulsion, death or other severance of connection by a Gyro, the club with which he was affiliated, or this Organization, may forthwith demand and shall be entitled to the exclusive right to possess, use and exhibit the same, and it may enforce all its rights with respect thereto by appropriate means.

**Section 4.** The official colors of Gyro International shall be PMS 300 Blue and 871 Gold. An acceptable substitute for 871 Gold shall be PMS 012 Yellow.

### ARTICLE III. HONORARY INSIGNIA

**Section 1.** Every Gyro who is a Past President of a member club, and every Gyro who is a Past Governor of a District and every member who is a Past International President, shall be entitled to wear a Past President's key or pin or a Past Governor's key or pin, or a Past International President's key or pin respectively, in form and design approved by the Executive Council.

**Section 2.**

- a) Any District, after action taken as hereinafter provided, may award a Gyro insignia of honor to a Gyro who has rendered exceptional services to a club or District. Such insignia shall be known as an Award of Merit key or emblem, shall be in form and design approved by the Executive Council, and shall be accompanied by a suitable scroll addressed to the recipient.
- b) Written application for such an award, stating the reasons therefore, shall be made by a club upon order of its directors, or by a District Officer, except in unusual circumstances, the application will be filed with the District Governor and/or advisory committee, approved by all the incumbent District Officers and forwarded to the International Secretary-Treasurer, at any time prior to the next Executive Council meeting. The Secretary-Treasurer will submit the application, along with supporting data to the Executive Council prior to or at its next scheduled meeting for review. Action to approve or deny will occur at the scheduled meeting. In case of unusual circumstances a letter describing those circumstances together with the nomination shall be circulated to the Executive Council by the International Secretary-Treasurer with a request for a decision to approve or deny.
- c) The cost of such honorary insignia, and of the accompanying scroll, shall be paid

by the District unless a club made the application for the award thereof, in which latter case such club shall pay the cost.

**Section 3.** Upon data and recommendations received from any source by the Executive Council, and upon subsequent recommendation by the Council accompanied by a report of the data and recommendations received by it, the Board of Governors may award, and grant the right to wear, a Gyro Honor Key to a Gyro who has rendered special and/or distinguished service to this Organization which is considered to be over and above the call of duty. Such Gyro Honor Key shall be a symbolic movable gyroscope in gold and silver and shall be furnished to the recipient at the expense of this Organization. An Honor Key Scroll shall be sent to the recipient along with the Honor Key.

**Section 4.** Upon the death of a recipient of the Honor Key, his key shall be retired into the custody of this Organization, where it will be maintained for public view for present and future generations. If the recipient is survived by a spouse, and should she so desire, the Honor Key may remain in her possession, and this Organization will provide a suitable receptacle for display of the award. Upon the death of the spouse, the Honor Key would then be returned to the custody of this Organization for display.

## **CHAPTER 15 - MISCELLANEOUS PROVISIONS**

### **ARTICLE I. INDEPENDENT ACCOUNTANTS**

**Section 1.** An independent accountant for the Organization, who shall be a member of a recognized professional accounting body, shall be appointed each year by resolution of the Convention, at a fee to be set by the Board of Governors.

### **ARTICLE II. NOMINATIONS**

**Section 1.** All Past Presidents of this Organization, who are in attendance at a session of the Convention which is to elect an officer or officers, shall constitute a Nominating Committee for all elective offices of this Organization. The incumbent President and the Secretary-Treasurer shall also be members of such committee. The Immediate Past President, or in his absence the Past President last retired and who is in attendance, shall be Chairman of the committee. The remaining International Officers shall serve in an ex-officio capacity during the selection of the Second Vice President.

**Section 2.** The Chairman of the Nominating Committee, or at his request any member thereof, shall contact all possible nominees and before nomination obtain the agreement of each to accept nomination if made, and if nominated, to serve if elected. Upon request of the Chairman, the Secretary-Treasurer shall furnish to the Committee any data concerning any possible nominee which may appear in the files and records of this Organization.

**Section 3.** Where at all possible, the Chairman of the Nominating Committee or his designate shall consult with the current Governors and several recent past Governors concerning the capabilities and background of any candidates who may be considered for International Office from their District.

**Section 4.** Notwithstanding Section 1. of this Article II., the Executive Council may, in the case of unusual circumstances as determined by it, direct that the Nominating Committee meet and perform its duties at a meeting of the Board of Governors to be held prior to the Convention, in which case all Past Presidents of this organization who are in attendance at that meeting shall constitute the Nominating Committee for all officers of this Organization to be elected by the next Convention.

**Section 5.** If the Executive Council determines to proceed under Section 4. of this Article II., the Secretary-Treasurer shall immediately notify, in writing, all of the Past Presidents of this Organization of that determination and the date and place of the applicable Board of Governors meeting.

### **ARTICLE III. GENERAL**

**Section 1.** The questions of committees, review of accounts, and other acts, procedures or things not



governed or regulated by the Constitution or By-Laws, shall be acted upon, regulated and controlled by the Convention while in session, and at other times by the Executive Council.

#### **ARTICLE IV. NOTICES**

**Section 1.** Any notice which under the Constitution or these By-Laws is to be given or mailed to a member club, may be so given or mailed by enclosing a copy of such notice in a sealed envelope addressed to either the president or the secretary of such club, as the name and address of such president or secretary then appear on the records of the Secretary-Treasurer, and depositing such envelope, with postage thereon prepaid, in the United States or Canadian mail. Upon such deposit notice to the club shall be deemed complete and fully given as of the day of deposit, except in any cases where the Constitution or these By-Laws may specifically provide otherwise.

**Section 2.** Nothing herein contained shall invalidate or avoid the effect of notice otherwise given to and received by any officer or officers of a club, either as respects such club or such officer or officers individually.

### **CHAPTER 16 - RULES OF PROCEDURE**

#### **ARTICLE I. ORDER OF BUSINESS**

**Section 1.** The order of business for all meetings of this Organization or of any body thereof, unless otherwise resolved by the Executive Council, shall be, so far as applicable, as follows:

1. Roll Call
2. Appointment of Committees:
  - a) On Credentials
  - b) On Rules
  - c) On Resolutions
  - d) On Financial Review
  - e) Other Committees
3. Report of Committee on Credentials
4. Roll Call
5. Reading of the Minutes of the Last Meeting
6. Reports of President and Secretary-Treasurer
7. Report of Committees
8. Papers or Addresses
9. Miscellaneous Business
10. Communications
11. New Business
12. Election of Officers
13. Installation of Officers
14. Adjournment

#### **ARTICLE II. RULES**

**Section 1.** In the event no rule of procedure or order is specifically prescribed by the Constitution or By-Laws of this Organization, Roberts' Rules of Order shall be the governing rules of this Organization.

**Section 2.** The Convention, while in session, shall be governed by the following "Standing Rules of Order" which shall be read by the presiding officer of each session at the first session of the Convention.

1. Each speaker desiring to be heard shall, when addressing the Chair, first state his name and the name of his club. The Chair will not recognize any speaker who does not do so.
2. Each speaker shall be limited to three minutes and be heard not more than once on any question, except with respect to questions concerning the Constitution or By-Laws, as to which each speaker will be limited to five minutes and be heard not more than twice.
3. All resolutions must be in writing and presented to the Chairman of the Resolutions

Committee, which Committee shall submit all resolutions to the Convention. This rule shall not prohibit the Convention from acting upon recommendations or resolutions which come to it directly from the Board of Governors or the Executive Council.

4. A speaker nominating a candidate for office shall be limited to five minutes, and a seconder of a nomination to three minutes. Not more than three delegates may second a nomination.
5. All announcements must be delivered to the Secretary in writing before or during any meeting.
6. When authorized to do so by two-thirds of the votes entitled to be cast by delegates present, and voting at a meeting of a Convention session, the Chair may suspend any one or more of these rules as to any particular matter, which suspension shall be effective during such meeting only.

## **CHAPTER 17 - AMENDMENTS ARTICLE I.**

### **AMENDMENT BY THE CONVENTION**

**Section 1.** The Convention shall have the exclusive power to amend or add to Chapter 8 of these By-Laws relating to Fixed Revenue. It may do so only by the same vote, in the same manner, and subject to the same provisions as are provided in the Constitution for an amendment of the Constitution, the intention hereof being that the procedures for amendment of or addition to said Chapter 8, shall always be identical with the procedures for the amendment of the Constitution. **Section 2.** In addition to the exclusive power vested in the Convention to amend or add to certain Chapters or parts of these By-laws, the Convention shall also have a general power to amend, add to or repeal all other chapters and parts thereof

**Section 3.** With the exception of an amendment of or addition to Chapter 8 relating to Fixed Revenue, any amendment of, addition to or repeal of these By-Laws by the Convention, whether under exclusive or general power, may be by a majority of the votes cast thereon as in the case of regular questions and without condition or limitation on the full and immediate effectiveness of its action. The same shall be true of any Convention action changing, repealing or approving any amendment of or addition to these By-Laws as made by other bodies.

### **ARTICLE II. AMENDMENTS IN GENERAL**

**Section 1.** Except with respect to such Chapters or parts thereof whose amendment is reserved exclusively to the Convention, these By-Laws may also be amended or added to by the Board of Governors between sessions of the Convention. Any action of the Board of Governors in such connection shall upon taking be and remain final and fully effective, subject only to the powers of the Convention to change or repeal such amendment or addition at its pleasure.

**Section 2.** At the times during which the Executive Council is entitled to exercise the legislative powers of the Board of Governors, the Council shall have the same power as the Board to amend or add to these By-Laws. Any amendment or addition so made by the Council shall have the same finality and effectiveness, subject to the powers of the Convention, as though made directly by the Board of Governors.

**Section 3.** No amendments of or addition to these By-Laws by the Board of Governors or by the Council, which would permit, or tend to permit, the use or withdrawal of money or assets from any established fund in excess of the limitations thereon existing immediately prior to the time of such amendment, or which would serve to curtail or impair the capacity or functions of the Board of Trustees as the fiduciary custodian of any established fund previously committed to and still in its care at the time of such amendment, shall become effective unless and until such amendment has been submitted to the Convention and approved by it, anything in this Article or these By-Laws to the contrary notwithstanding.