

GYRO INTERNATIONAL

CONSTITUTION

BY-LAWS

RESOLUTIONS

UPDATED: JULY 2018

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GYRO INTERNATIONAL
CONSTITUTION AND BY-LAWS
UPDATED TO JULY 2018

CONSTITUTION

ARTICLE I. NAME

The name of this Organization shall be "Gyro International".

ARTICLE II. OBJECTS

The objects of this Organization shall be:

1. The promulgation of friendship among men of all states, provinces, and nations.
2. The cementing of relationship and establishment of co-operation between all Gyro clubs wherever situated.
3. The preservation and extension of principles and ideals of this Organization.

ARTICLE III. MEMBERSHIP

Section 1. The regular membership of the Organization shall be comprised of all Gyro clubs which have been duly chartered and installed by Gyro International, and have accepted and agreed to observe and be bound by this Constitution and the By-Laws of this Organization, and continue so to do.

Section 2. Every Gyro club heretofore or hereafter granted, and holding or accepting, a charter or certificate of membership in this Organization, thereby accepts, ratifies, and agrees to be bound by this Constitution and the By-Laws of the Organization, and agrees to faithfully observe the provisions and amendments thereof, except only as the same might be contrary to law.

Section 3. The admission, installation, qualifications and regulations of Gyro clubs and of the individual members thereof shall be as provided in the By-Laws.

Section 4. Any member of a Gyro club who moves his residence from the community in which such club is located, to a community not having a member Gyro club, may be made an International Associate member upon petition to and affirmative action by the Executive Council of this Organization.

Section 5. 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, other than his own volition, does not become a member of such club, may be made an International Associate member upon petition to and affirmative action by the Executive Council of this Organization, provided he also pays dues to the District in which he resides.

Section 6. Every individual member in good standing of a member club, and every International Associate member, shall be known as a "Gyro".

Section 7. Any member of a Gyro club who has a Lifetime Membership in this Organization and 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, may be made an International Associate member upon petition to and affirmative action by the Executive Council of this Organization, provided he also pays dues to the District in which he resides.

Section 8. Any member of a Gyro club who wishes to resign from that club may be made an International Associate member upon petition to and affirmative action by the Executive Council of this Organization if, after consultation with the member, the club and the District in which the club is located, the Executive Council determines that:

- a) he has been a member in good standing of a club or clubs for at least the past ten years and has attained the age of 75 years; or
- b) it is difficult for him to attend meetings or other events of the club.

Section 9. Any member of a Gyro club which has surrendered its Charter or has had its Charter rescinded in accordance with the By-Laws of this Organization, may be made an International Associate member upon petition to and affirmative action by the Executive Council in this Organization provided he also pays the dues, if any, assessed against him by the District in which he resides.

ARTICLE IV. POWERS

The powers of this Organization shall be:

- a) To take, hold, manage, supervise and control the property, assets, funds, business and affairs of the Organization.
- b) To create, supervise and control all Gyro clubs, and any groups or divisions thereof.
- c) To do all things necessary and appropriate to accomplish the objects of this Organization.

ARTICLE V. GOVERNMENT

Section 1. The Governing, executive and administrative authority of this Organization shall be vested in the following bodies:

- a) The Convention, which shall have supreme power in all matters.
- b) The Board of Governors.
- c) The Executive Council.
- d) The Board of Trustees.

Section 2. The composition, qualifications, powers and duties of such bodies and provisions governing and controlling the meetings and actions thereof, shall be as set forth in the By-Laws of this Organization.

ARTICLE VI. OFFICERS

Section 1. The officers of this Organization shall be: President, First Vice President, Second Vice President, Secretary-Treasurer. All such officers shall be known and designated as the International Officers, and each thereof as an International Officer.

Section 2. Each of the above-named officers, except the Secretary-Treasurer, shall be elected annually by the Convention.

Section 3. The Secretary-Treasurer shall be appointed by the Executive Council upon such terms and conditions, for such periods, at such salary, and under such contractual agreements, if any, as may be fixed and determined upon by the Executive Council from time to time. For the purposes of this section the Secretary-Treasurer shall not be considered a member of the Executive Council.

Section 4. Each of the above officers shall be an active member in good standing of a chartered Gyro club at the time of his election.

Section 5. All officers, except the Secretary-Treasurer, shall serve without compensation. The actual expenses of all officers incurred in the discharge of their official duties may be paid from the treasury of this Organization.

Section 6. The duties of all officers shall be as set forth in the By-Laws of this Organization.

ARTICLE VII. FINANCIAL

Section 1. Membership application fees, initiation fees, and membership fees and dues shall be paid into this Organization as stated in the By-Laws.

Section 2. The time and manner of payment, collection and allocation of said fees and dues shall be provided for in detail in the By-Laws.

ARTICLE VIII. BY-LAWS

Section 1. By-Laws, not inconsistent with this Constitution and containing additional provisions for the government of this Organization, shall be made effective by or at the direction of the Convention. Thereafter, such By-Laws may be amended in the manner set forth therein.

ARTICLE IX. AMENDMENT

Section 1. Subject to Sections 2 and 3 of this Article IX the Convention shall have the exclusive power to amend this Constitution by the affirmative vote of two-thirds of the votes actually cast in person or by proxy.

Section 2. The Board of Governors or the Executive Council shall direct the Secretary-Treasurer to give notice, by mail, to each club that an amendment or amendments to this Constitution will be proposed for adoption at the next Convention. A copy, or statement setting out in reasonable detail particulars, of the proposed amendment or amendments shall accompany the notice. To be effective, the notice must be mailed to each club not less than forty-five days prior to the first day of the next Convention.

Section 3. Notwithstanding Section 2 of this Article IX, the Convention may adopt any amendment or amendments to this Constitution without prior or sufficient notice thereof having been given subject to the following:

- a) Within sixty days of the adoption of such amendment or amendments, the Secretary-Treasurer shall give notice, by mail, to each club of such adoption. A copy of the amendment or amendments and a statement of the time within which the clubs may take action thereon shall accompany the notice;
- b) Each club shall have ninety days from the date of the mailing of the notice to notify the Secretary-Treasurer that it is opposed to such amendment or amendments and votes against its ratification;
- c) If, within the aforesaid period of ninety days, a majority in number of the clubs notify the Secretary-Treasurer that they are opposed to such amendment or amendments and vote against ratification of the same, then such amendment or amendments shall be null and void as if the same had never been adopted.
- d) If a majority of the clubs do not notify the Secretary-Treasurer within the ninety day period that they have voted against ratification of the amendment or amendments, then such amendment or amendments shall be and remain in full force and effect as of the date of adoption by the Convention.

BY-LAWS

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 IO, 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 1st and on or before December 1st 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 1st and on or before November 1st in such year, and
- c) from and after the 2015-2016 year, by one annual instalment on or before May 1st 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 1st shall be based on the membership list of such club as of April 20th immediately preceding, and the instalment due on or before December 1st shall be based on the membership list of such club as of October 20th 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 1st shall be based on the membership list of such club as of March 20th immediately preceding, and the instalment due on or before November 1st shall be based on the membership list of such club as of September 20th 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 1st and on or before December 1st 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 1st and on or before November 1st in such year, and
- c) from and after the 2015-2016 year, by one annual instalment on or before May 1st 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 1st in one year to and including May 31st 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 1st in one year to and including April 30th 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.

SUMMARY OF ONGOING POLICY AND PROCEDURAL RESOLUTIONS

Updated to April 2018

"EC" means Executive Council Resolution
"BG" means Board of Governors Resolution
"C" means Convention Resolution

Executive Council Resolutions are found on pages R2-R6
Board of Governors Resolutions are found in pages R6-R20
Convention Resolutions are found on pages R20-R22

PART I - Executive Council

NO.	DATE	RESOLUTION
EC1	July 1950	Those clubs who do not participate in welfare and service projects should seriously consider adopting such in order that the fullest ideals of Gyro be realized.
EC2	January 1956	Each club is to be visited by an International Officer at least once every other year. (Note: Supplanted by EC3 1, June, 1980)
EC3	January 1956	A Resolution recognizing at least three entities is to be presented at the International Convention each year; the Convention Hosts, Gyro Officers and Past International Presidents.
EC4	June 1956	The term "Gyro" should be protected both in Canada and the United States.
EC5	June 1956	The boundaries between District I and District III are re-located.
EC6	February 1957	Unless the circumstances are extremely special, the minimum number of members for a new club to be chartered should be 20. (Note: Rescinded by BG6, February, 1967)
EC7	June 1957	District X is created by dividing District 1.
EC8	February 1958	The Boundaries between District I and District III are re-located.
EC9	June 1958	At the chartering of a new club, an International Officer will present the Charter and the refund cheque from initiation fees, and the Governor or his representative will install the club Officers and members and present the new member kits. (Note: See EC 12, February, 1964)
EC10	February 1962	The Executive Council shall appoint a Gyro or Gyros to be the official representative of the Executive Council as International Director of Extension, to actively serve for as long and in such capacity as is established from time to time by the Executive Council.
EC11	February 1964	When a Gyro moves to an area where no club exists, the Secretary-Treasurer should suggest Lifetime Membership first to that person, then International Associate Membership.

- EC12 February 1964 \$10.00 of the \$15.00 initiation fee for each charter member of a new Gyro club shall be returned to that club at the time of chartering.
- EC13 January 1965 Automobile expense to be charged to International by International Officers at \$0.08 per mile, and International Officer's wives expenses where it is necessary for her to attend be paid by International.
- EC14 June 1965 The International President or Secretary-Treasurer is authorized to suspend any club who takes in a member or threatens to take in a member who in their opinion would not be readily acceptable to Gyro. The action is to be reviewed by the Executive Council at its next regular meeting.
- EC15 June 1968 An annual statement of the financial condition of Gyro shall be provided to each International Convention for distribution, and be an attachment to the minutes of that Convention.
- EC16 February 1970 Rescinded July 2005
- EC17 June 1973 Investment returns from both the Per Capita Fee Fund and the Memorial Fund shall become part of the General Fund.
- EC18 June 1973 Interim Meetings of the Executive Council and the Board of Governors will alternate East and West of the Mississippi River at a time selected by the Executive Council and at an attractive spot in a warmer climate. (Note: Supplanted by BG45, June, 199 1)
- EC19 January 1975 Rescinded July 2005
- EC20 January 1975 Rescinded July 2005
- EC21 January 1976 The winners of the Jimmie Hubbell Trophy and the Man Mile Award shall be announced at the President's Ball.
- EC22 June 1976 When attendance is required of GyroScope Editor at an Executive Council Meeting, expenses will be paid for both him and his wife to attend, with those expenses being charged to GyroScope. (Note: Further defined by EC23, June, 1977)
- EC23 June 1977 The GyroScope Editor will be invited to attend International Interim meetings, the expense to be charges to the Executive Council.
- EC24 June 1977 An official name badge, to be produced by Sterling Marking Products, has been adopted. In addition, Indoor Meeting Signs, Outdoor Road Signs and Award Plaques are to be made available through Gyro.

- EC25 June 1977 Any Gyro, who according to Gyro International Headquarters records, has been a member of a Gyro club or clubs (individually or collectively) or an International Associate member for periods of 25, 40, or 50 years (including only Military Service leave of absence); shall be eligible to receive a 25, 40, or 50 year scroll and/or 25, 40, or 50 year pin upon application and payment for same by the Gyro club in which he is currently a member (Note: See BG73 - January, 2002).
- EC26 June 1977 No item or line item that does not exceed \$500.00 is to be included in the Budget as a separate item of the Budget, and amounts so deleted are to be added to the "miscellaneous" budget. All items of \$500.00 or more shall be shown as separate line items. (Note: Amended by BG37, June,1989)
- EC27 June 1977 The Honor Key is to be presented to the retiring Past International President at the final banquet for his dedication, work, time and counsel during his five years on the Executive Council of Gyro International.
- EC28 July 1977 No member of the Executive Council can be included in calculations to determine man-mile awards.
- EC29 June 1978 Any use in any fashion of the Gyro name, insignia or registered trade mark, excepting for non-saleable items, shall only be upon previous authorization of and approval by the Board of Governors or the Executive Council.
- EC30 January 1980 Each Gyro shall be finished with a copy of the Gyro Directory. Additional copies shall be made available at \$3.00 per copy. Publication should be made biannually.
- EC31 June 1980 International Officers should visit clubs once every three years, with members at club meetings or with the club executive before social functions. International Officers should be assigned to District interims only upon invitation. (Amended July 2005. See BG83)
- EC32 June 1980 The official Gyro name tag shall be blue, with a gold seal, with the Gyro's or Gyrette's name and club affiliation.
- EC33 June 1980 By-Laws are rewritten to remove a requirement that an International Officer's name must appear on a charter petition.
- EC34 January 1981 Attendance by a member of the Executive Council at his own District Convention, unless he is the official representative, will not be at the expense of Gyro International. Interim representation will be assigned to the nearest International Officer. Interim representation will be assigned at the request and invitation from the Districts only. Official representatives will be reimbursed for expenses.

- EC35 June 1982 Rescinded July 2005
- EC36 June 1982 Twenty per cent, the amount allowed by the By-Laws, of Memorial Fund total is to be released to the General Fund to repay a loan.
- EC37 June 1991 Rescinded July 2005
- EC38 June 1991 Rescinded July 2005
- EC39 January 1992 \$5.00 will be added to each registration fee at International Conventions to help defray the cost of the International hospitality room. In the event of a surplus the excess will transferred to the Memorial Fund. (Note: See BG48 February, 1993)
- EC40 January 1992 Boundaries between District II and District X were re-located.
- EC41 July 2006 The members of the Executive Council will henceforth meet with the Gyrettes at Convention on the day after the first day of registration for the Convention to allow for more ladies to attend.
- EC42 June 2009 The Executive Council, as a guideline for future Executive Councils, established a formula for determining the amount of an honorarium for long term employees from the Discretionary Honorarium Fund (See Article III. of the Bylaws). The formula is as follows:
- $X = 0.25 \times [(y/z) \times (I/5)]$ where:
- X equals the employee honorarium;
 Y equals the years employed;
 Z equals the minium years of employment to receive benefits (15);
 I equals the total income of the employee for the last 5 years of employment I/5 equals the average income of the employee over the last 5 years of employment.
- The 0.25% would apply to the office manager and would be reduced to 0.20% for a clerk's position.
- EC 43 June 2009 All clubs hosting an International Convention must be in contact with the Executive Council at least two years in advance to facilitate an overview with regard to financing, planning, scheduling and advertising.
- EC 44 July 2011 The Executive Council appointed Peter Pollhammer of the Kelowna Club in District 4 as the first Database Administrator at a stipend of \$250.00 per month (see BOG

104 and Chapter 13A of the By-Laws)

- EC 45 May 2013 The Constitution Chair was asked to look into a Constitutional change that would clarify the authority of the Executive Council and/or the Board of Governors to remove a member for conduct unbecoming.
- EC 46 May 2013 It was decided that, to save costs, New Member Kits would be put on a disc and also available on line.
- EC 47 May 2013 In order to “spread around” Gyro awards, it was decided to set a two year consecutive limit on individual winners. A bulletin editor could win again after a one year hiatus.
- EC48 June 2014 Ken Baker was appointed to the new position of Financial Administrator and the Finance Committee was dissolved. (See BG117)
- EC49 June 2015 Tim Wright was appointed to the newly created position of Membership Director.
- EC50 June 2015 The newly formed Tokyo Club was approved for membership in the Organization.
- EC 51 February 2016 The Executive Council extended the Employment Contract of Emil Bajot as Secretary-Treasurer for a further term of two years commencing the 1st day of may, 2016. Emil’s contract for services as editor and publisher of the Gyroscope was also extended for two years. There was no change in compensation or duties in either agreement.
- EC 52 February 2016 The resignation of Tim Wright as Membership Director was accepted with regret.

PART II - Board of Governors

- | NO. | DATE | RESOLUTION |
|------------|---------------|---|
| BGI | January 1956 | No Gyro clubs nor Gyro Districts shall solicit or endorse any particular person or persons as a candidate for International office. |
| BG2 | June 1956 | Boundaries between District III and District VI are re-located. |
| BG3 | June 1960 | A widow of a deceased Gyro will receive the GyroScope for six months after her husband’s death before being deleted from the mailing list |
| BG4 | February 1964 | The Board of Governors recommend that Interim meetings be scheduled alternately, two in the east and one in the west each |

		three years. (Note: See BG45, June, 1991)
BG5	June 1964	Per Capita Fees shall be raised from \$8.50 per year to \$9.00 per year. (Note: Superseded)
BG6	February 1967	In the formation of a new club, no minimum number of initial members shall be required.
BG7	June 1968	A procedure shall be instituted to combine the International Convention each year with a District Convention.
BG8	February 1971	Per Capita Fees shall be raised from \$9.00 per year to \$10.00 per year. (Note: Superseded)
BG9	January 1973	By-Laws shall be amended to stipulate that a Scroll in addition to the Honor Key shall be presented to each recipient. At the time of the recipient's death the key shall be retired to International Headquarters where a display case shall be maintained.
BGI0	January 1974	All clubs are to be informed that each club should establish a fund to help defray the expenses of their official delegate at International meetings.
BG11	April 1974	Per Capita Fees shall be raised from \$10.00 per year to \$12.00 per year. (Note: Superseded)
BG12	January 1976	Per Capita Fees shall be raised from \$12.00 per year to \$14.00 per year. (Note: Superseded)
BG13	January 1977	The International Bulletin contest is to be eliminated for 1977-1978.
BG14	January 1977	A Governor's District Bulletin Contest shall be created, with a suitable award, the Executive Council to determine the winner.
BG15	January 1978	Per Capita Fees shall be raised from \$14.00 per year to \$15.00 per year. (Note: Superseded)
BG16	June 1978	International Officers shall not be required to attend District Interims at International expense.
BG17	June 1978	Gyro International shall remit \$10.00 from the Initiation Fee for each new charter member to the District Treasury where the new club is formed.
BG18	June 1980	Per Capita Fees shall be raised from \$15.00 per year to \$18.00 per year. (Note: Superseded)
BG19	June 1980	Club President pins are to be made available for purchase

from Gyro headquarters.

- BG20 June 1980 Boundaries between District VII and District VIII are re-located.
- BG21 June 1981 The club Bulletin contest is to be revived, with three categories, based on membership, and judging to be by the Executive Council.
- BG22 June 1981 By-laws are changed to allow a District Governor to vote any proxies assigned to him.
- BG23 June 1982 It is recommended that per capita fees be increased to \$20.00 per year.
- BG24 January 1982 It is recommended that By-Laws be revised to allow per capita fees of up to \$20.00 per year. (Note: See C8, June, 1982)
- BG25 January 1984 Per Capita Fees shall be raised from \$18.00 per year to \$23.00 per year. (Note: Superseded)
- BG26 February 1985 By-Laws were rewritten to allow for Lifetime Membership and the creation of the Lifetime Prepaid Fee Fund.
- BG27 July 1985 Per Capita Fees shall be raised from \$23.00 per year to \$25.00 per year. (Note: Superseded)
- BG28 February 1986 Twenty per cent of the funds in the Memorial Fund are to be transferred to the General Fund.
- BG29 February 1986 The Executive Council is directed to appoint a committee to advise regarding the investments in the Lifetime Membership Fund. (Note: The Executive Council appointed the existing Board of Trustees)
- BG30 February 1986 It is recommended that By-Laws be re-written to allow per capita fees of up to \$35.00 per year. (Note: See CIO, July, 1986)
- BG31 July 1986 It was established that prices for insignia catalog items be listed in U. S. dollars.
- BG32 February 1987 Recognition of Gyro Robert L. Carnahan, of the Canton Gyro club, is to be formally introduced into the Resolution Manual.
- BG33 June 1988 Budgets for two years should be published in the GyroScope. (Note: This Resolution was not implemented)
- BG34 January 1989 The designation "50 Year Member" shall be included where applicable in the official name badge, this designation to be

furnished at no charge.

- BG35 January 1989 Numerous changes were recommended to be made to the By-Laws to correct minor errors in wording, punctuation etc. (Note: See C12, June, 1989)
- BG36 June 1989 Borrowings to augment the General Fund, when necessary, should first be from the Memorial Fund, without interest, second, from the Lifetime Prepaid Fee Fund, at the current interest, and third from a financial institution.
- BG37 June 1989 The minimum dollar values for line items in the financial reports should be increased from \$500.00 to \$700.00.
- BG38 May 1990 Amended in its entirety July 1998. See BG 64. Further amended in its entirety January 2006. See BG 84.
- BG39 January 1991 Rescinded January, 2005
- BG40 January 1991 A Procedure Manual shall be distributed to all International and District Officers and to club Presidents and Secretaries, with a charge of \$10.00 per copy to be assessed.
- BG41 January 1991 Per capita fees are to be increased from \$30.00 to \$35.00. (Note: superseded)
- BG42 June 1991 One day is to be deleted from the Board of Governors Meetings at Conventions.
- BG43 June 1991 Boundaries between District I and District X are re-located.
- BG44 June 1991 One day is to be deleted from International Interims. (But see BG53, February, 1994)
- BG45 June 1991 The policy of scheduling International Interims east and west across the United States shall be discontinued, and Interims henceforth shall be scheduled throughout North American cities.
- BG46 January 1992 The delegates to the Board of Governors meetings shall receive a copy of the previous Board of Governor's meeting minutes, a copy of the most recent financial statement and other relevant matters at least ten days prior to International Conventions and Interims.
- BG 47 February 1993 Hosts will provide free registration and housing for International representatives at District Conventions. (Note: This was later qualified to be a request for free registration and housing - if feasible)
- BG48 February 1993 The addition to the registration fees at International

- Conventions assessed by EC39, in January, 1992, shall be increased to \$10.00
- BG49 February 1993 Individual Gyro clubs are required to furnish accommodations to visiting International Officers, either with billets or with public accommodations.
- BG50 February 1993 Rescinded January, 2005
- BG51 February 1994 A plaque in honor of John Harding is to be affixed to a wall at International Headquarters.
- BG52 February 1994 All name badges, including Lifetime Membership badges, shall be colored alike - that is blue background, gold emblem and white letters. A notation should be made on Lifetime membership badges that the wearer is a Lifetime Member. (Note: See also BG34, January, 1989)
- BG53 February 1994 One day should be added at International Interims to allow for an additional day of meetings. Meetings, however, should be scheduled for mornings only. (But see BG75 and BG 81)
- BG54 February 1994 By-Laws are revised to more specifically define the terms for presentation of the Gyro Award of Merit and the Honor Key.
- BG55 February 1994 By-Laws are revised to clarify the transfer of interest accrued in the Memorial Fund to the General Treasury.
- BG56 January 1996 The Procedure Manual, being now complete, is approved for printing and distribution.
- BG57 January 1996 The By-Laws are amended to create the Betterment Fund.
- BG58 January 1996 The By-Laws are re-written to allow Districts to bid on convention dates five years or more in advance.
- BG59 January 1997 In response to action voted on and approved by the Gyros of St. John, and in consideration of the fulfillment of the requirements of the Constitution and By-laws of Gyro International regarding such action, Gyro formally recognized the resignation of the Gyro club of St. John, New Brunswick.
- BG60 January 1997 The By-Laws regulating nominations for the Award of Merit shall be modified to allow for consideration of special circumstances. They shall also be changed to empower the Executive Council to approve or disapprove nominations.
- BG61 January 1997 Chapter I- As to clubs, Article IV. Obligations of clubs, Section 1, shall be revised to allow clubs to change their names subject to formal approval by the Board of Governors. Further, upon petition the name "Quad Cities Evening Gyro

Club" shall officially be the name of the club that is now recognized by that name. (This petition was created to reconcile a possible confusion as to the club's correct name.)

BG62 January 1997

Chapter 1, Article III, Section I, of the By-Laws shall be revised to remove the right to veto the formation of a new club by the next nearest existing Gyro club.

BG63 January 1997

Award of Merit nomination forms shall be displayed in the Procedure Manual. They shall be clearly marked with the designation "Sample Form". Individual Award of Merit nomination forms shall be on inventory only at International Headquarters, and shall be available upon application as needed for specific nominations.

BG 64 July 1998

Amended in its entirety. See BG 84

BG 65 July 1998

The Executive Council, in the case of unusual circumstances, may direct the Nominating Committee to meet and perform its duties at a meeting of the BOG's held prior to the Convention. All PIP's in attendance at that meeting shall constitute the committee. The Secretary shall notify all PIP's in writing, the date, time and place of the applicable BOG meeting.

BG 66 June 1999

Ten (10) Resolutions were approved, all relating to clarifying the requirements between members and clubs, as follows:

1. A member of a club who moves his residence from the community in which the club is located to another community is allowed to remain a member of his club provided the club approves.

2. A member of a club who moves his residence to another community having a club but who through no fault of his own, does not become a member of that club, is allowed to become an International Associate member provided he also pay dues to the District in which he resides.

3. A Lifetime Member who moves his residence to another community having a club is allowed to become an International Associate member even if the club in his new community would accept him provided he also pays dues to the District in which he resides.

4. Eliminates the consent required of the previous club for a member to become eligible for election to another club.

5. A member who moves his residence to another community having a club is allowed to join a club in some other community in the same District if he cannot or does not wish

to join the club in his new community.

6. A member who lives in one community but who also resides in another community is allowed to join the other club in such other community while still retaining his membership in the first club provided:

a) he continues to pay dues to his original club and to the District in which his original club and District, respectively, may from time to time assess against him; and

b) he pays fees or dues to the second club and District in which the second club is located in such amounts as the second club and District respectively, may, from time to time assess against him.

7. A 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.

8. Any member of a Gyro club who wishes to resign from the club may be made an International Associate member upon petition to and affirmative action by the Executive Council of this Organization if, after consultation with the member, the club and District in which the club is located, the Executive Council determines that:

a) he has been a member in good standing of a club or clubs for at least the past ten years and has attained the age of 75 years; or

b) it is difficult for him to attend meetings and other events of the club.

9. Substituting (1) Residing in or in the general vicinity of the community in which such club is located, and ... (Sec. 1, Art. II of Chapter I of the By-laws.

10. 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.

BG 67 January 2000 Amendment to Article IX clarifying the time required for circulation of, and response to Constitutional amendments.

BG 68 July 2000 To allow a one-time dues increase of \$5 per member for the year 2000-2001 payable December 2000.

BG 69 July 2001 Per Capita Fees are to be increased from \$40 per year to \$45 (Note: superseded)

- BG 70 July 2001 The assessment to the registration fees at International Convention (see EC 39 and BG 48) shall be increased from \$10 per couple to \$10 per person.
- BG 71 July 2001 A registration fee of \$30 per couple will be charged to those attending International Interims (Rescinded - See BG74 July 2003)
- BG 72 January 2002 To allow a District Officer to represent a club who is not represented at Convention.
- BG73 January 2002 5, 10 and 15 year membership pins are to be made available as well as the existing 25, 40 and 50 year pins (See EC25 June, 1977)
- BG74 July 2003 The \$30.00 registration fee for attending International Interims was rescinded (see BG71 July 2001)
- BG75 Feb 2004 International Conventions and International Interims are shortened by one day. (Rescinded July 2005. See BG81)
- BG76 June 2004 Per capita annual fees were increased from \$45.00 to \$50.00 (see BG69 for previous increase)
- BG77 January 2005 The proposal of Past District Secretary Bob Alton of the Victoria club to promote membership in Gyro by the establishment of a "Ask Me About Gyro" contest was approved and it was proposed that the Betterment Fund directors be canvassed to fund the contest.
- BG78 January 2005 The establishment of the Edward "Ed" Steinbacher Lifetime Achievement Award to be presented annually at Convention was approved. (See the Awards Section of this manual for particulars of this award)
- BG79 July 2005 The establishment of an electronic description of each member's information to be published as it would appear in the phone book was approved. In addition, each Governor is to approach a member of the legal profession in his respective State(s) and/or Province(s) to determine if the electronic description meets privacy legislation requirements.
- BG80 July 2005 The request of Bob Alton for approval to be allowed to appoint a Committee with respect to the "Ask Me About Gyro" contest, and for that committee to appoint five judges for the contest was approved; in addition it was moved that the issue of whether or not to support this promotion be addressed by the Board of Governors at the 2006 Interim. (Note: The Board of Governors sitting as a meeting of the whole form the committee to select the judges. See also BG 77)
- BG81 July 2005 BG75 passed February 2004 shortening the International Convention and International Interim was rescinded.

- BG82 July 2005 A list of officers in each District who prefer to receive information from Gyro Headquarters by e-mail in lieu of regular post is to be compiled.
- BG83 July 2005 Resolution EC31 passed June 1980 was amended by deleting the words "... should visit clubs..." in the first line and substituting therefore the words "... set a goal to visit each club...".
- BG84 January 2006 BOG Resolution #64 passed July 1998 has been amended to read as follows:

Gyro International establish an award to be known as the "Norman L.(Bud) Mitchell Gyro of the Year Award" (the "Award") to be presented annually at Convention to the successful nominee in the following manner and based on the following criteria, namely:

1. Each Gyro Club shall have the right, prior to the Annual Convention each year, to nominate, at the time and in the manner hereinafter set out, one candidate for the Award for outstanding service and contribution, based on the criteria hereinafter set out, within and outside this Organization during the calendar year immediately preceding such Annual Convention (the "calendar year").
2. No person may be nominated for the Award unless he has been a member of Gyro for at least twelve months and is an Active Gyro in good standing.
3. Each Gyro club wishing to nominate a candidate for the Award shall do so in writing by submitting the name of such candidate and any other information the club considers pertinent to the Governor of the District in which such club is located.
4. All nominations for the Award shall be submitted to the appropriate District Governor for consideration and presentation at least 90 days prior to the start of the next Annual Convention.
5. The Officers of each District shall select one candidate from the names submitted to that District, and shall advise the Secretary-Treasurer of their selection and their reasons therefore at least 75 days prior to the start of the next Annual Convention.
6. The Secretary-Treasurer shall forthwith submit the names of all the candidates to the Executive Council which shall constitute the Selection Committee for the Award.
7. The Selection Committee shall review and consider the names of all the candidates for the Award and, based on the criteria

hereinafter set forth shall, at least 60 days prior to the start of the next Annual Convention select the Gyro who is to be the recipient of the Award to be presented at the next Annual Convention.

8. The successful Nominee shall be advised by the Secretary-Treasurer of his selection for the Award at least 30 days prior to the start of the next Annual Convention.
9. The following criteria shall be considered by the District officers and the Selection Committee in determining the successful nominee:
 - (a) Participation at the club, District and/or the International levels;
 - (b) Relationship with his fellow Gyros and other members of his community;
 - (c) Involvement in the community, business or governmental affairs;
 - (d) Any other matters or activities considered to be relevant;
 - (e) Involvement in internal and external expansion;

all within and limited to the calendar year.

10. The Selection Committee may elect not to present the Award for any calendar year if it feels that none of the nominees is deserving of the Award.

- | | | |
|------|-----------|---|
| BG85 | July 2006 | Amended to Article II of Chapter 1 of the By-Laws allowing for dual club membership in certain circumstances. |
| BG86 | July 2006 | An annual award for the best club or district web site was established to be known as the "John Harding Web Site Award" in memory of longtime Secretary-Treasurer, John Harding. |
| BG87 | July 2006 | On the recommendation of the Past District Governors, a committee was struck to look into and come up with suggestions for the rising International Convention costs. |
| BG88 | Jan 2007 | The fiscal year end of this Organization be changed from May 31 st to April 30 th commencing with the 2006-2007 fiscal year. To implement this change, amendments were made to Article III. of Chapter 9, Article V. of Chapter 9 and Article I. of Chapter 12 of the Bylaws. |
| BG89 | Jan 2007 | The formal part of the annual installation of officers at Convention be limited to two hours and not run beyond 9:00 pm. |
| BG90 | Jan 2007 | There be added to the agenda of the Committee on Convention Costs a review of the funding of International Conventions (see BG87 July 2006). |

- BG91 Jan 2007 Executive Council look into feasibility of outside website picture storage and if found to be feasible, proceed to do so within established budget.
- BG92 Jan 2007 Policy & Procedure Manual should be published on the website and updated with references indicating changed annotated.
- BG93 Jan 2007 International Officers should send congratulatory letters to new District Officers to encourage them to use the Policy & Procedure Manual and to submit articles to the Gyroscope.
- BG94 June 2008 The appointment of a committee to look into the setting up of an International data base was approved. President Ab Nightingale (now IPIP) was appointed Chairman with authority to select his own committee members.
- BG95 June 2008 The recommendation that International raise \$20,000.00 to support the centennial convention to be held in Cincinnati was accepted. 2nd VP Ken Klinck (now 1st VP), along with the incoming 3rd VP (Jim Hyland), were instructed to look into ways of raising the money and to report back to the Board of Governors at the 2009 Interim.
- BG 96 June 2009 Funding assistance for Lt. Governors to attend International Interim training sessions shall be based on transportation and lodging costs; applications for assistance shall be made to the Executive Council by October 31. Funding assistance is limited to Districts 6, 9 and 10.
- BG97 June 2009 In order to reduce expenses, two printed issues of the Gyroscope will be eliminated in each year. The two printed issues of the Gyroscope will be replaced by two electronic issues and posted on the website.
- BG98 June 2009 The following recommendations of the Past District Governors were approved and adopted.
1. That each EC officer be assigned to monitor and be available for assistance to two Districts.
 2. That the Executive Council appoint the new 3rd VP to oversee the International Convention when he is the Immediate Past International President.
 3. That the “Club Improvement Action Plan Guideline” be modified to reflect the involvement of each of the EC officers who has been assigned to monitor and assist two Districts.
 4. All new approved guidelines developed by the Future of Gyro Committee be included in the Policy and Procedures Manual.
- BG99 June 2009 In the matter of applications for International Associate status, the headquarters staff ensure that the applicant meets the criteria for a member to become an International Associate; and that this issue be added to the Lt. Governor training program to improve understanding of the issue by District Officers, Clubs and individual members.

BG100	June 2009	A committee to do a feasibility study on reducing the length of convention be struck. The committee will be chaired by PIP Al Sinicrope.
BG101	Jan 2010	The Executive Council was directed to conduct a survey and present a firm plan for future Gyroscope issue distribution. The mandate to produce 2 digital issues and 2 printed issues each year was confirmed (See BG 97 and BG103)
BG102	July 2010	A charge be levied for future Interim meetings, the amount of which is to be determined by the Vice-President responsible for arranging the Interim meeting to cover some of the costs of the meeting.
BG103	Jan 2011	The Gyroscope be produced quarterly each year with all issues to be available on-line with the Spring and Fall issues to also be printed and mailed to those so requesting.
BG104	Jan 2011	An official position of Database Administrator be established with the duties of, and stipend for, the Gyro in that position being determined by the Executive Council; and the By-Laws to be amended accordingly (see Chapter 13A of the By-Laws. Note: This resolution was affirmed at the 2011 Convention Board of Governors meeting)
BG105	Jan 2011	A motion to formalize the PDG's as an official body of Gyro International under the By-Laws was defeated.
BG106	Jan 2011	A motion to raise the annual per capita dues from \$50.00 to \$60.00 was defeated (but see BG108).
BG107	Jan 2011	The following amendments to the Constitution and/or By-Laws were approved, subject, in the case of items 3 and 4, to ratification by the 2011 Convention (constitutional amendments): <ol style="list-style-type: none"> 1. Elimination of the International Interim in the 2011-2012 and 2012-2013 fiscal years, with a review to take place thereafter; 2. Elimination of the position of Immediate Past International President as a member of the Executive Council effective immediately following the 2012 Convention. 3. Elimination of the position of 3rd Vice-President as an officer of Gyro International and as a member of the Executive Council effective immediately following the 2012 Convention. 4. The title of Secretary-Treasurer be changed to

Executive Director.

(Note: All of the above resolutions were reversed at the 2011 Convention Board of Governors meeting and accordingly were not implemented (See BG109)

BG108 July 2011 Per capita annual fees were increased from \$50.00 to \$60.00 (See BG76 June 2004 for previous increase; (Note: The annual per capital fees cannot be more than \$60.00 without an amendment to Section 1. Article II. of Chapter 8 of the By-Laws being approved by not less than 2/3 of the votes actually cast in person or by proxy at Convention. See Article 1 of Chapter 17 of the By-Laws and Article IX. of the Constitution)

BG109 July 2011 The following resolutions passed at the 2011 Interim (see BG107) were reviewed and reversed and accordingly, were not implemented:

1. Eliminate the International Interim for two years and then reviewed;
2. Eliminate the position of Immediate Past International President as a member of the Executive Council;
3. Eliminate the position of the 3rd Vice-President as an officer and a member of the Executive Council;
4. Change the title of Secretary-Treasurer to Executive Director.

(Note: Because all of the above resolutions were reversed at the Board of Governors meeting none was required to be ratified by Convention).

BG110 January 2012 Subject to ratification by the 2012 Convention (constitutional amendment) the following amendment to the Constitution and/or By-Laws was approved: commencing with the 2013 Convention, the position of Third International Vice-President be eliminated.

(Note: The above resolution was defeated at Convention - See C26)

BG111 January 2012 To finance the Centennial issue of the Gyroscope, two printed copies of the Gyroscope were eliminated for 2012.

BG112 January 2012 A committee was formed to look into the use of social media by the Organization as an informative tool.

BG113 January 2012 The formation of a Finance Committee was approved. (Note: The Finance Committee was dissolved in 2015- See BOG117).

BG114	January 2012	The Gyro Action Plan was approved as prescribed.
BG115	May 2013	The slogan “Dedicated to Friendship and Fun” was adopted as the official slogan for the Organization.
BG116	January 2014	The proposal by the Cincinnati Club to allow larger clubs to pay less per capita annual dues was rejected (Note: The Cincinnati Club subsequently surrendered its Charter).
BG117	June 2014	The appointment of Ken Baker as Finance Administrator and the elimination of the Finance Committee was confirmed (See EC48).
BG118	June 2014	The three District funding for Lt. Governors to attend training sessions was rescinded (See BG96).
BG119	January 2015	<p>The following matters were presented to the meeting for a vote:</p> <ol style="list-style-type: none"> 1. Eliminate printed issues of the Gyroscope and provide four digital copies annually. Approved. 2. IPIP expenses would only be paid to attend Convention, not Interim, as Nominations Chair. Approved. 3. 3rd Vice-President position be retained but no expenses be provided for travel. Approved. 4. Secretary-Treasurer annual travel to headquarters be reduced to one from two. Approved. 5. Executive Council visits to District be limited to every other year. Approved. 6. Reduce the number of Vice-Presidents from 3 to 2. Defeated. 7. “Cluster” clubs within Districts whenever convenient. Approved. 8. Created the position of Director of Membership. Approved. 9. Create the position of Director of New Club Formation. Defeated. 10. Each Executive Council member responsible for 2-3 Districts during his tenure. Approved. 11. Prioritize Executive Council tasks to concentrate on problems that directly impact Clubs. Approved.

12. Reduce the length of Convention and Interim meetings. Defeated.

13. Establish a “mission statement”. Approved.
(Note: Randy Tarrier “volunteered” to take on this task.)

BG120 Feb 2016 The 2018 Interim Meeting will not be held because of financial restraints. (Note: This resolution will require an amendment to the By-laws and will be placed on the Agenda of the Annual General Meeting in Red Lake in July, 2016).

BG121 July 2016 Section 2(h) of Article V. of Chapter 5 of the By-Laws was amended to require the Executive Council to call a meeting of the Board of Governors at least once per year instead of twice per year.

Note: This change was also approved at the 2016 AGM.

BG122 July 2016 The Membership Director was directed to establish a committee with at least one PDG from each District along with other interested parties to make recommendations re the use of funds from Betterment Fund.

BG123 Jan 2017 A committee was formed to review all forms of communication within the Organization.

BG124 June 2017 The By-laws are amended to clarify how a club may resign from this Organization. See Sections 5 and 6 of Chapter 1, Article V. of the By-Laws.

PART III - Convention

NO.	DATE	RESOLUTION
C1	June 1958	International Officers recognize Gyrettes as an international Auxiliary Organization.
C2	July 1959	A list of the District Officers should be included in each issue of the GyroScope.
C3	June 1963	A new club shall pay an initiation fee of \$15.00 for each new charter member. (Note: Supplanted by C4, June, 1972)
C4	June 1972	Initiation fee for new members for a chartering club shall be increased from \$15.00 to \$25.00. The amount being returned to the club shall be kept at \$10.00
C5	April 1974	By-Laws are amended to allow 50-year members to be lifetime members with all per capita fees henceforth rescinded.

- C6 June 1976 Rescinded July 2005.
- C7 June 1978 By-Laws are amended to allow per capita fees up to \$15.00. (Note: Superseded)
- C8 June 1982 By-Laws are amended to allow per capita fees up to \$25.00. (Note: Superseded)
- C9 July 1986 By-Laws are revised to transfer all the funds from the defunct Prepaid Fee Fund to the Memorial Fund.
- C10 July 1986 By-Laws are amended to allow per capita fees up to \$35.00. (Note: Superseded)
- C11 June 1987 Five changes to the By-Laws were adopted stipulating that no member shall solicit from another, clarifying requirements for Lifetime Membership, correcting the Section Number transferring funds from the Prepaid Fee Fund, stipulating the International Officers in attendance at nominating meetings shall be there in an ex officio capacity and suggesting the nominating committee members consult with District Officers before nominating individuals to International Office.
- C12 June 1989 Corrections to the By-Laws are to be put into effect. (Note: See BG35)
- C13 May 1990 By-laws are revised to clarify the gender status of members.
- C14 June 1991 By-Laws are revised to allow per capita fees of up to \$45.00.
- C15 July 1995 Rescinded July 2005.
- C16 July 1996 The Gyro club of Mississauga, having failed to properly resign from Gyro, and being in fact being no longer in existence, is officially considered no longer a member of Gyro.
- C17 July 1996 By-Laws are modified to clarify provisions of the Betterment Fund.
- C18 July 2003 By-Laws are revised to allow per capita fees of up to \$50.00.
- C19 July 2003 Bylaws are revised to disallow any further applications for Lifetime membership. Existing Lifetime memberships to remain in effect.
- C20 July 2005 Bylaws are revised to convert the "Retirement Fund" to the "Discretionary Honorarium Fund"; and to establish procedure for the amalgamation of two or more clubs.
- C21 July 2006 Amendment to Article III. of the Constitution to allow members of a Club which has lost its Charter to apply to become International Associates (Note: This amendment was approved by the BOG at the 2006 Interim and ratified at the 2006 Convention).

- C22 June 2008 Bylaws are revised to allow per capita fees up to \$60.00.
- C23 June 2008 Bylaws are revised to stipulate that per capita fees be paid in the currency of the country (USA or Canada) in which the member resides.
- C24 June 2009 Bylaws are revised so that Clubs must respond to correspondence from the Executive Council or Board of Governors offering assistance (see Section 10 of Article IV. of Chapter 1)
- C25 July 2010 An amendment to the By-Laws to permit a one time extraordinary withdrawal from the Memorial Fund to repay loans made by the Memorial Fund to the General Fund and to partially cover the cost of connecting the office building to the City sewer system was approved (See Section 3 of Article V. of Chapter 11 of the By-Laws)
- C26 June 2012 A resolution to eliminate the Third International Vice-President was defeated (Note: See BG110)
- C27 June 2012 By-Laws are amended to allow per capita fees up to \$70.00. (See Section 1 of Article II. of Chapter 8)
- C28 May 2013 Chapters 8 and 9 of the By-Laws were amended to provide for a fairer way of collecting new member dues (see Section 3 of Article III. of Chapter 8 and Section 1 of Article IV of Chapter 9)
- C29 June 2014 Article V. of Chapter 1 of the By-laws was amended with respect to Club resignations from the Organization (See Sections 3, 5, 6 and 7 of Article V. of Chapter 1).
- C30 June 2014 Section 1 of Article I. of Chapter 9 was amended to require that the annual per capita fee for each member of Gyro be paid annually instead of semi-annually commencing May 1, 2015.
- C31 July 2016 A new “Mission Statement” for the Organization was approved. It is posted on the Gyro website.
- C32 June 2017 A motion to eliminate the position of Third Vice-President is approved and the Constitution and By-Laws amended accordingly.
- C33 June 2017 A motion to increase the annual member’s dues by the amount of \$6.00 per year was defeated by six votes - 323 “no” votes to 317 “yes” votes.
- C34 June 2018 Section 1(2) of Article II. of Chapter 1 of the By-laws was amended to reduce the age of eligibility for membership in the Organization from 21 years to 18 years.