

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 Convention. 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 \$10,000,000 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 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 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.