

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 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 Convention, 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 Convention 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.

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.