

GYRO 2025 AGM MINUTES

APPENDIX

CONSTITUTION AND BY-LAW AMENDMENTS

Dan Durbin PIP Chairman Restructure Implementation Committee (**Committee**):
The Committee appointed to revise the Constitution and By-Laws to implement the restructuring of Gyro International has agreed upon the draft of amendments to the current Constitution and By-Laws as provided in a Notice of this meeting to all members.

1. The Committee moved that reading of the entirety of the Constitution and By-Laws be dispensed with.
 - No seconder required for a committee motion. Carried unanimously.
2. The Committee then moved the adoption of the revisions to the Constitution and By-Laws.

President Mike Eisner, as Chair declared:

Co-Committee Chair Alan Pentney PIP will now address the proposed revision one chapter at a time and include applicable motions in each chapter by the Winnipeg Club at the same time. A seconder to each Winnipeg Motion will be required for it to be considered. After each Chapter there will be discussion and a vote on adoption of the amendments in that chapter.

Effective Dates

Ken Baker, Calgary Club made a motion to change the effective date of the proposed Revised Constitution and By-Laws to April 30, 2026, with the exception that Chapter 15 – Nominations, in relation to the process of selecting the new District Governors, will have an effective date of January 1, 2026. This motion was seconded and approved nearly unanimously.

Constitution:

- A motion was made and seconded based on a recommendation from the PDG meeting earlier in the week, to name the new regions "Districts" I, II, and III. and call the directors "District Governors." This motion was discussed and adopted nearly unanimously.
- Winnipeg moved that Article III Section 1 should say Individual club members are members rather than clubs as members. There was a discussion, this Amendment was defeated nearly unanimously.

By-Laws:**Chapter 1:**

- Winnipeg motion on Article II Section 1 to allow a "person" (which would include women) active membership, seconded by Ian McNeil of Regina. Discussion. Defeated unanimously.
- Winnipeg motion on Article III Section 2 c) to delete the requirement of a group photo for new club petition. Second, Larry Duba, Fresno. Discussion. defeated unanimously.
- Winnipeg motion regarding Article III, Section 3 and removal of language "or disapproval" No second from floor to Motion.
- Winnipeg motion regarding Article III, Section 4 and S/T power to grant charter. No second from the floor.
- Winnipeg motion regarding Article IV, Section 2 requiring notices 45 days apart, no second from the floor.
- Winnipeg motion regarding Article IV, Section 6, regarding club assets, no second from the floor.

Vote on adopting amended Chapter 1 approved nearly unanimously.

Chapter 2: Vote on deleting Chapter 2 approved unanimously.

Chapter 2A: Vote on adopting amended Chapter 2A approved unanimously.

Chapter 3: Vote on adopting amended Chapter 3 approved unanimously.

Chapter 4: Vote on deleting Chapter 4 approved unanimously.

Chapter 5:

- Winnipeg motion on Article 1, Section 1, regarding listing of S/T as "ex officio" long discussion of proper definition of term, then no second from the floor.
- Winnipeg motion on Article III, Section 2, discussion regarding the proposed amendment, but then no second from the floor.
- Winnipeg motion on Article III, 4, no second from the floor.
- Winnipeg motion on Article IV, Section 1, second from Neal Baker, discussion about expenses, defeated by large majority.
- Winnipeg motion on Article V, Section 2(m), policies posted on website, behind portal registration, second Colm Foy, passed nearly unanimously.
- Winnipeg motion on Article V, Section 2(o), no second from the floor.

Vote on adopting amended Chapter 5 approved unanimously.

Chapter 6: Winnipeg motion on Article V, Section 3, no second from the floor.

Vote on adopting amended Chapter 6 approved unanimously.

Chapter 7: Vote on adopting amended Chapter 7 approved unanimously.

Chapter 8:

- Winnipeg motion on Article 1, Section 1, Motion to change application fee from \$25.00 to per diem. Seconded by Larry Duba, discussion, defeated by majority.
- Winnipeg motion on Article II, Section 1, Motion to include language "per capita dues" after \$90.00. Discussion about whether this is necessary given the language earlier in the Section, discussion about change from \$70 to \$90 and what that means, then no second to proposed change to include "per capita dues" language as suggested by Winnipeg.
- Winnipeg motion on Article II Section 2, no second to proposed concern about language in this section.

Vote on adopting amended Chapter 8 approved unanimously

Chapter 9:

- Winnipeg motion on Article III, Section 2, discussion of why the March 20 date is used currently. No second to proposed Motion on changing date.
- Winnipeg motion on Article III, Section 5, no second to Motion

Vote on adopting amended Chapter 9 approved unanimously

Chapter 10: Vote on adopting amended Chapter 10 approved unanimously

Chapter 11:

- Winnipeg motion on Article 1, Section 2, no second to Motion to Amend recommended changes.
- Winnipeg motion on Article V, use of funds, discussion, no seconded to Motion to Amend recommendations.

Vote on adopting amended Chapter 11 approved unanimously

Chapter 11A:

- Winnipeg motion on Article I, Section 2 proposed to have 5% of fees moved to Betterment Fund. Second by Mike Eisner, Blacklake. Discussion, Dale Woodroffe, Stampede City, suggested cap of \$15k, this was agreed to by the body. More discussion, vote called, it was determined the vote was too close via hand vote to determine outcome, roll call vote taken of each club delegate in attendance, final vote tally of adopting Amendment, as amended, 196 votes for and 228 votes against. Amendment failed.

Vote on adopting amended Chapter 11A approved unanimously

Chapter 12: Vote on adopting amended Chapter 12 approved unanimously

Chapter 13: Vote on adopting amended Chapter 13 approved unanimously

Chapter 13A: Vote on adopting amended Chapter 13A approved unanimously

Chapter 13B: Vote on adopting amended Chapter 13B approved unanimously

Chapter 14: Revision by Committee already incorporated official colours as proposed by Winnipeg in previous correspondence.

Vote on adopting amended Chapter 14 approved unanimously

Chapter 15:

- Article II, Section 1. Motion from Colm Foy to remove reference to "1st" when discussing only VP, this was seconded and adopted.
- Article II, Section 8 and 9. Ken Baker, Calgary moved that "prior to the Convention" be replaced with "April 30". Seconded by Jim Mallott, Sherwood Park. Approved unanimously.

Vote on adopting amended Chapter 15 approved unanimously

Chapter 16: Vote on adopting amended Chapter 16 approved unanimously

Chapter 17:

- Winnipeg motion on Article II, Section 3. Long discussion about how to make Section 3 more understandable. no second from the floor.

Vote on adopting amended Chapter 17 approved unanimously

Winnipeg motion regarding effective dates. Effective dates discussed and adopted earlier in meeting. No seconder from the floor.

Final Vote on Constitution and By-Laws

3. With all the draft Chapter Amendments addressed individually the Committee moved that: the revised Constitution and By-Laws be adopted with the Provisos attached thereto as follows:
 - a. Amendments of Chapter 15, Article II - Nominations, shall go into effect on January 1, 2026; and
 - b. All other Amendments shall go into effect on April 30, 2026.

Note: these provisos will be numbered and attached to the Revision on a separate sheet headed: "Provisos Relating to Transition"

- No seconder required for a committee motion. Carried unanimously.
4. To address the editing of the amendments for final publication the following Resolution was moved by the Committee:

Resolved that the By-Law Committee and Secretary Treasurer be authorized to correct article and section designations, punctuation, and cross-references and to make such other technical and conforming changes as necessary to reflect the intent of Gyro International in connection with the June 7, 2025, Revised Constitution and By-Laws Document.

- No seconder required for a committee motion. Carried unanimously.

5. Regina Motion

Regina Motion concerning women as active members moved by Regina representative Ian McNeil, second from floor, discussion, defeated.

A second motion by Regina to identify in the By-Laws how women could be non-active members of a club was not seconded.

6. Fresno Motion

The Fresno motion concerned district dues and District governance after restructure occurs. Neil Baker, Davenport, seconded, discussion suggested further changes could occur at a later date once the approved changes have been tried. defeated.