

GYRO INTERNATIONAL

CONSTITUTION

AND

BY-LAWS

REVISED: JUNE 7, 2025

PROVISIOS RELATING TO TRANSITION

- 1.** Amendment of Chapter 15, Article II. - Nominations, shall go into effect January 1, 2026.
- 2.** All other amendments shall go into effect immediately following the July 16, 2026, annual general meeting (Convention).

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RESOLUTIONS

Resolutions made by the Convention, Executive Council and the Board of Governors over the course of the history of the Organization have been moved to a separate document entitled Gyro International Resolutions that is to be a companion document of the Constitution and By-Laws.

GYRO INTERNATIONAL CONSTITUTION AND BY-LAWS

REVISED JUNE 7, 2025

CONSTITUTION

ARTICLE I. NAME

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

ARTICLE II. OBJECTIVES

The objectives of this Organization shall be:

1. The promulgation of friendship among persons of all states, provinces and nations.
2. The cementing of relationships and the establishment of cooperation between all Gyro clubs wherever they are situated.
3. The preservation and extension of the principles and ideals of this Organization.

ARTICLE III. MEMBERSHIP

Section 1. The regular membership of the Organization shall be comprised of all Gyro clubs that 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, qualification and regulation of Gyro clubs and the individual members thereof shall be as provided in the By-Laws.

Section 4. Any member of a Gyro club who moves 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 residence to another community having a Gyro club, but for some reason, other than the member's 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.

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 residence to another community having a Gyro club, but for some reason, whether by the member's 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.

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 and the club the Executive Council determines that:

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

Section 9. Any member of a Gyro club that 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.

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 objectives 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 Executive Council.
- c) The Finance Board

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, Vice President, Secretary-Treasurer and three District Governors. All such officers shall be known and designated as the International Officers, and each thereof as an International Officer.

Section 2. The President and Vice President shall be elected annually by the Convention. The District Governors shall be elected annually by clubs in their respective Districts prior to the Convention in accordance with the By-Laws.

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 the officer's election or appointment.

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 outlined 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 cast in person or by proxy.

Section 2. The Executive Council shall direct the Secretary-Treasurer to give notice, by mail or electronic means, 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 or transmitted electronically 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 or electronic means, 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 or electronic transmission 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 the 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 that 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:

- a) Adult male of good character and reputation, and
 - i) resides in or in the general vicinity of the community in which such club is located; and
 - ii) is not less than 18 years of age.

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 that person is otherwise qualified to do so under the Constitution and By-Laws of this Organization.

Section 3. Any person who has distinguished themselves 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 1. of this Article II., any member of a Gyro club who moves residence from the community in which such a club is located to another community may, with the approval of the member's Gyro club, 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 residence to another community having a Gyro club, but for some reason, whether by the member's own volition or otherwise, does not become a member of such club, is eligible for membership in any other Gyro club in some other community within the same District provided the member is otherwise qualified to do so under the Constitution and By-Laws 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 the member 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 membership in the Original Club provided:
- c) the member continues to pay fees or dues to the Original Club; and
- d) pays fees or dues to the Secondary Club.

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 not a member of the Secondary Club.

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") while still retaining membership in the First Club if:

- a) the First Club approves;
- b) the member continues to pay dues or fees to the First Club; and
- c) the member pays fees or dues to the Second Club in such amount as the Second Club may from time to time establish.

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 consisting of an original and two copies that shall be considered originals as necessary. The original copy of the petition shall be signed by or list the original signatures of all the members of the petitioning organization. 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 a copy of the petitioning papers to the Secretary-Treasurer indicating 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 the Secretary-Treasurer also approves such petition the Secretary-Treasurer may, in the name of the Executive Council, forthwith grant the same and issue a charter to the petitioning organization, or 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 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. Deleted 2025

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 Executive Council.

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 or District event.

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

Section 7. Each club shall, whenever requested, promptly furnish to the Secretary-Treasurer or to the Executive Council, 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 that this Organization may under this 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 10, 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 offering assistance to that Club to improve its general well-being and health, membership, focus and direction, or any other matter the Executive Council considers needs to be addressed, and shall cooperate fully and work with the Executive Council, 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, 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, may be restored to membership at the discretion of the Executive Council 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 Executive Council, 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 Executive Council may rescind the charter of any member club, after a hearing on the charges on which any such action is based. At least ninety days before such hearing, notice of the time and place thereof shall be issued to the President and Secretary of the club against which charges are made, together with a copy or statement of such charges. The Executive Council shall cause notice of their decision to be forthwith issued to the club President and Secretary affected thereby, and within ninety days from the date of issuing 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. Subject to Sections 6 and 7 of this Article V., and subject to the Executive Council's approval of the application to resign, such resignation shall be effective upon surrender and delivery of the charter of such club, and of all badges and emblems, as well as, 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 an 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 mail or electronic 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 mail or electronic means at least 30 days prior to the date of the proposed meeting.
- c) prior to the club vote on the motion to resign, a representative from Gyro International is given time to address the meeting.
- d) if a club membership approves an application to resign in accordance with 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 Executive Council. In addition, the club must provide to the Secretary-Treasurer evidence that:
 - i) 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 by mail or electronic means that the member desires to restore that club's membership in this Organization, the Executive Council 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 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 or 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 the 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; and
- d) be accompanied by:
 - i) a copy of the proposed constitution and bylaws of the amalgamated club;
 - ii) 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 each club; and
 - iii) a list of all 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.

Section 7. 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. Deleted 2025

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 Region and in the same geographical area;
- b) no initiation fees are payable to Gyro International on an amalgamation of clubs;
- c) 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.
- d) 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. DISTRICT OFFICERS

Section 1. Each District shall have a Governor elected by the clubs in the respective District prior to the International Convention for terms of not more than one year. A member may serve as District Governor up to, but not more than, three consecutive terms.

Section 2. The Nomination Committee and Election Committee in each District for a Governor shall be in accordance with Chapter 15 Article II - Nominations.

Section 3. The Roles and Duties of the Governor shall be in accordance with Chapter 7 (Duties of Officers)

ARTICLE III. DISTRICT CONSTITUTION AND BY-LAWS

Section 1. A District will not have a Constitution or By-Laws as clubs within a District shall be governed by the Constitution and By-Laws of Gyro International.

ARTICLE IV. DISTRICT ADVISORY COMMITTEE

Section 1. Each District shall have a "District Advisory Committee" to be composed of one member of, and selected by, each club in the district. Alternate committee members from each club are encouraged. Such committee shall assemble at the call of the Governor and shall, upon request, advise the Governor concerning the general welfare of the district and promote interactions between clubs in 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 that 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 on 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 the 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 Executive Council.

Section 2. The place of the regular annual session of the Convention shall be designated by the Executive Council at least two years in advance subject to the power of the Executive Council to change the same in the event of an 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.

Section 4. If, for any reason, a Convention cannot be held in person, then the Convention shall be held by any means feasible as determined by the Executive Council.

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 up to a maximum of 50 paying members. 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. If 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 Governor may vote any assigned proxies 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 District Governor who is in attendance at the Convention and representing that District.

Section 6. No club that is in arrears in its dues, fees or assessments to this Organization 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 the credentials and voting power of the respective representatives of the various clubs.

Section 2. Deleted 2025

Section 3. Deleted 2025

ARTICLE V. POWERS

Section 1. The Convention shall be, and have, the supreme power in and control over this Organization. It may, in a manner consistent with The Constitution and these By-Laws, take action or legislate on any matter or issue 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 Deleted 2025

CHAPTER 5 - EXECUTIVE COUNCIL

ARTICLE I. COMPOSITION

Section 1. The Executive Council shall be composed of the International President, Vice President, Secretary-Treasurer, three District Governors 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 the vacancy for the unexpired term.

ARTICLE II. MEETINGS AND PROCEDURES

Section 1. The Executive Council shall meet in person or by electronic means 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 on 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 the President's absence, the International 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 electronic means on any question, in lieu of doing so at a meeting. If two-thirds of the members, including the President, or if the President does not vote, the Vice President, vote by mail or electronic means, 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 electronic means upon any question, the question shall be determined by the same vote as in a meeting.

ARTICLE IV. EXPENSES

Section 1. The actual approved 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) 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.
- g) Upon the written request of 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.
- h) 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.
- i) 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.
- j) 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.

- k) 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.
- l) 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.
- m) Define the general policies of this Organization. Notice of all policies defined by the Executive Council shall be forwarded to member clubs within thirty days following definition.
- n) Construe and interpret the Constitution and By-Laws of this Organization.
- o) Fill a vacancy in the office of the International Vice President or office of the District Governor which may occur between meetings of the Convention.
- p)

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 monies and revenue to or between various kinds and classes of expenditures, all, however, within the limits of the monies 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.
- 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 power to, any particular governing or administrative body of this organization.

Section 4. Deleted 2025

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 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 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 - BOARD OF TRUSTEES Deleted 2025

CHAPTER 6A – FINANCE BOARD

ARTICLE I. COMPOSITION

Section 1. The Finance Board shall be composed of the Secretary-Treasurer and up to two (2) Finance Administrators who shall each be a Gyro in good standing, with the incumbent International President as an ex-officio member of the Board.

Section 2. Deleted 2025

Section 3. Deleted 2025

Section 4. Deleted 2025

ARTICLE II. ORGANIZATION AND VOTING

Section 1. The Finance Board shall 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. Deleted 2025

Section 3. All actions of the Finance Board 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 Finance Board may be paid out of the treasury of this Organization when a prior request is approved by the Executive Council.

ARTICLE IV. DUTIES

Section 1. The Finance Board 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. Monies of each fund in the hands of the 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 Board.

Section 3. Upon request by the Executive Council, the Finance Board 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 Finance Board 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. The Finance Board shall keep true and correct books of account of all its transactions with respect to each fund committed to its care.

Section 5. The Finance Board shall annually prepare, or cause to be prepared, a report as to each fund in its care, and present the same to the Executive Council at each Convention. Upon approval of such report or reports by the Executive Council, the same shall be published in the **Gyroscope** or other official publication.

ARTICLE V. GENERAL

Section 1. Neither a Finance Board 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. The Finance Board shall freely consult with the Executive Council, and shall be guided by, and entitled to rely on, the advice of the Council when the Finance Board is in doubt, or unable to resolve within themselves concerning any question.

Section 3. The Finance Board may at its discretion engage a corporate fiduciary which shall always be a federally insured bank having trust powers and capital of not less than \$10,000,000 to act as an agent of the Board and as a custodian of the money and assets of each fund in the care of the Board, and in such capacities to invest and reinvest said monies in securities according to the general and specific instructions of the Finance Board and to receive, both disburse and account for, such monies, assets, and securities as directed by the Board. The fees of such agents and constituents shall be deemed a necessary expense of the 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, and at all meetings of the Executive Council, and to generally supervise, direct, and control the affairs of this Organization and to perform such other duties as ordinarily pertain to the office of President.

Section 2. Vice President. It shall be the duty of the Vice President to perform all the duties of the President in the event of an absence or disability. In the event of the death or resignation of the President, the Vice President shall succeed to the office of President, and as President shall serve for the unexpired term.

Section 3. District Governors. It shall be the duty of each District Governor to be a liaison between the Executive Council and clubs within a region. The District Governor is tasked with both providing club guidance and advocating on behalf of clubs. The District Governor Director shall also execute such assignments and duties as are delegated 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 and at all meetings of the Executive Council. The Secretary-Treasurer shall: keep and use the Official Seal of this Organization; be responsible for the safekeeping and perpetuation of the books and records of the Organization; actively encourage and assist in the extension of Gyro throughout the world.
- 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 by the Convention, 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 monies due the Organization and disburse same when duly authorized so to do by the Convention, or the Executive Council. An accurate account of receipts and disbursements shall be kept, and shall present a detailed report to the Convention, 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 the Secretary-Treasurer's hands or under the Secretary-Treasurer's 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.
- e) The requirement for Section 4. d) may be waived by the Executive 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 Executive Council. 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 Executive Council for or on account of each of its members up to a maximum of 50 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 \$90.00 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 member, if otherwise authorized and provided for in these By-Laws.

ARTICLE III. INITIATION FEES

Section 1. Each 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 Executive Council. 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 installment 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 a resident in the United States of America or Canada, in the currency of the member's country; or
- b) if a resident in a country other than the United States of America or Canada, in the currency of the country in which the member's Gyro Club is or was situated.

CHAPTER 9 - COLLECTION OF REVENUE

ARTICLE I. GENERAL

Section 1. Deleted July 2020

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 the coming year shall be paid by each club on or before the first day of May each year.

Section 2. The annual dues payable by each club each year pursuant to Section 1 of this Article III. shall be based on the membership list of such club as of March 20th immediately preceding, with such list also clearly indicating any Gyro member who held membership for at least fifty years or is a Lifetime Member.

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. Deleted July 2020

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 for the coming year shall be paid by each International Associate on or before the first day of May of each 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 issuance of a notice of the termination to such International Associate member at the last known address.

ARTICLE VI. DISCRETION OF TREASURER

Section 1. The Secretary-Treasurer, with the advice and approval of the Executive, Council shall have the 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

ARTICLE I. PREPAYMENT OF ANNUAL FEES

Section 1. Deleted July 2020

Section 2. Deleted July 2020

Section 3. The Lifetime Membership of a member who is not an International Associate member will be terminated if the member ceases to be a member in good standing in a club unless the member 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, III, and IV. Deleted July 2020

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 members 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 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 monies 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 monies and property received by or for the account or benefit of the Memorial Fund shall be deposited with the Finance Board, 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 Finance Board 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 this Organization through and by such means as 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 Executive Council may from time to time direct the Finance Board 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 percent (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 Executive Council the allowable amount of such withdrawal from said Fund shall be paid by the Finance Board into the general treasury of this Organization, and there allocated or disbursed by and under the direction of the Executive Council.

Section 3. Deleted July 2020.

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:

- a) members, clubs or any person 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; and
- b) any other sources or monies generated by means approved by the Executive Council.

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 monies 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; and
- 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 monies received by or for the account or benefit of the Fund shall be deposited with the Finance Board 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 Finance Board in accordance with these By-Laws, and the powers, duties and responsibilities therein vested and imposed upon the Finance Board 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 International Presidents together with three members, 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 monies 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. Three members for the Betterment Fund Board of Directors shall be appointed by the Executive Council in such manner that one member shall be elected for a one year term, one member for a two year term and one member for a three year term and as a result, at each Convention, the Executive Council shall elect one member for a three year term, and shall appoint the then two most immediate Past Presidents for a one year term.

Section 6. If a member of the Betterment Fund Board of Directors, is elected to Executive Council then the Member's membership on the Betterment Fund Board of Directors shall terminate forthwith, whereupon the Executive Council shall reconvene immediately following such election and appoint a member to fill the vacancy for the balance of the term remaining.

Section 7. Upon the resignation or death of a member of the Betterment Fund Board of Directors, the next Convention shall elect a member to fill the vacancy for the balance of the term remaining.

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. Deleted July 2020

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 monies 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 Executive Council 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 Finance Board 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, 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. Deleted July 2020

Section 2. Deleted July 2020

Section 3. 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 monies 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 Finance Board 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 monies 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 monies 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 monies and revenues to or between various kinds and classes of expenditures, all, however within the limits of the total of the monies 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) Deleted July 2020
- b) in each fiscal year of this Organization 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**. Such publication shall be made available on the Gyro International website.

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

Article II. SUBSCRIPTIONS Deleted July 2020

CHAPTER 13A - DATABASE ADMINISTRATOR

ARTICLE I. APPOINTMENT

Section 1. The Executive Council shall appoint a member 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 the responsibility of the Database Administrator to set up, maintain and update the International web database and to assist clubs 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 by the Convention, or the Executive Council.

CHAPTER 13B - FINANCE ADMINISTRATOR

ARTICLE I. APPOINTMENT

Section 1. The Executive Council shall appoint one or two members in good standing as Finance Administrators 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 the responsibility of the Finance Administrator to set up, maintain and update the International electronic financial records and to assist the International office staff on managing the financial records of the organization.

Section 2. The Finance Administrator shall perform all such other duties in relation to the International financial affairs as these By-Laws may prescribe (e.g. Finance Board) and as may be assigned by the Convention, 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 trademark 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 member 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 member.

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 rights, titles 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 member in good standing. In the event of resignation, suspension, expulsion, death or other severance of connection by a member, the club with which the member 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 [RGB R-0,G-0,B-255](#) and [R-204,G-163,B-82](#).

ARTICLE III. HONORARY INSIGNIA

Section 1. Every Member who is a Past President of a member club, and every Member 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) The Executive Council, after action taken as hereinafter provided, may award a Gyro insignia of honor to a member who has rendered exceptional services to a club or district. Such insignia shall be known as an Award of Merit 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 officers, except in unusual circumstances, the application will be filed by the District Governor and/or advisory committee, with 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 Executive Council 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 Secretary-Treasurer, and upon subsequent recommendation accompanied by a report of the data and recommendations received by it, the Executive Council 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, the key may 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 the spouse so desire, the Honor Key may remain in their possession, and if returned this Organization will provide a suitable receptacle for display of the award.

CHAPTER 15 - MISCELLANEOUS PROVISIONS

ARTICLE I. INDEPENDENT ACCOUNTANTS

Section 1. Deleted July 2020

ARTICLE II. NOMINATIONS

Section 1. All Past International 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 the President and Vice President offices of this Organization. The incumbent President and the Secretary-Treasurer shall also be members of such committee. The Immediate Past President, or if absent, the Past President last retired and who is in attendance, shall be Chairman of the committee.

Section 2. The Chairman of the Nominating Committee, or at the Chairman's 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 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 the President and Vice President offices.

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 Executive Council, in person or by electronic means, to be held prior to the Convention, in which case all Past International Presidents of this organization who are in attendance at that meeting shall constitute the Nominating Committee for the President and Vice President 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 International Presidents of this Organization of that determination and the date and place of the applicable Executive Council meeting.

Section 6. The Secretary-Treasurer shall appoint a Past Officer from each District as the Chairman of the respective District Governor Nominating Committee. The Chairman shall not be eligible for nomination. All Past District Governors of a District are considered Past Officers and prior to a Convention, shall constitute a Nominating Committee for the District Governor office of this Organization for the respective District. The incumbent District Governors, unless running for the position, and the Secretary-Treasurer shall also be members of such committee.

Section 7. District Governor nominations will be from a member or club within the respective District.

Section 8. Any member that agrees to accept a nomination if made, and if nominated, to serve if elected as a District Governor, must be initially vetted through their local club and the District Governor Nominating Committee. That member's name will be forwarded to the Executive Council for review and approval to run. All names approved to run will be forwarded to all clubs

in that region along with relevant information that would qualify the candidates to stand for the position. A minimum of 75 days prior to the Convention, election of a District Governor will take place within the region.

Section 9. The Secretary Treasurer shall appoint a Past Officer from each District as the Chairman of the District Governor Election Committee to be composed of the Chairman and two members from that District. Each district's Election Committee shall conduct an election of a District Governor by the clubs in the respective District prior to the Annual Convention for a term of not more than one year. A member may serve as District Governor up to, but not more than, three consecutive terms.

Section 10. Each Gyro club in a District shall be entitled to cast five votes in the election of a District Governor for that District plus one additional vote for each ten of its members or major fraction thereof up to a maximum of 50 paying members.

Section 11. If a club is not able to participate in the election of a District Governor, then the entire vote of such club may be cast as a unit by a duly accredited delegate from any other club within the District who is able to participate in the election and who may be so authorized by a written proxy signed by the President of the club which is not represented.

Section 12. Where there is more than one candidate, the candidate receiving the most votes shall be elected as District Governor.

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 by mail or electronic means to a member club, addressed to either the president or the secretary of such club, at the address that appears on the records of the Secretary-Treasurer, Such notice to the club shall be deemed complete and delivered as of the day of issuance, 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 the members name and club name. 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 Executive Council.
4. Deleted July 2020
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 Executive Council between sessions of the Convention. Any action of the Executive Council 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. Deleted 2025

Section 3. No amendments of or addition to these By-Laws by the Executive 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 Finance Board 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

