

THE GYRO CLUB OF CALGARY CONSTITUTION AND BYLAWS

ARTICLE I - NAME

This Club shall be known as “The Gyro Club of Calgary” (hereinafter referred to as “the Club”)

ARTICLE II – OBJECTIVES

1. To promote the spirit of friendship between individuals, Provinces and States.
2. To awaken and maintain interest in public affairs, citizenship, good government, civic and community affairs.
3. To preserve and extend the principles and ideals of the Gyro organization.

ARTICLE III – MEMBERSHIP

1. Membership shall be of two classes – Active and Honorary
2. Members shall be: Men of good character and business reputation.
3. Any male person who has been a member of another Gyro Club may become a member of the Club upon being approved by the Board of Directors
4. ACTIVE members shall be elected as follows:
 - a. Recommendation shall be on the forms as prescribed by the Board of Directors, signed by at least two members of the club in good standing to whom the nominee is personally known and forwarded to the Secretary.
 - b. Upon submission of an application for membership to the Secretary, the Secretary will submit the name of the nominee to members of the Club by email. If there are no objections from members within a week, the President will declare the nominee elected to membership and advise members by email accordingly.
5. An HONORARY member may be a member of another Gyro Club who has distinguished himself by meritorious service to Gyro. The Club may, by unanimous vote of the active members in good standing at a business meeting, elect as honorary member such person as may be approved and recommended to the meeting by the Board of Directors. The number of Honorary members shall be limited to 3, and they must be exempt from the payment of club dues including International and District dues. They will be listed on the Club Roster

but only for information purposes and they will not vote at any meeting or hold office in the club.

6. The club's active members shall be limited to 100. No new members after this can be accepted except for transfers from other Gyro Clubs. A waiting list shall be established pending vacancy.
7. In line with the Bylaws of Gyro International and the Constitution of District VIII of Gyro International, any member of this club who has held membership for a period of 50 years or more will be exempt from all club dues.

ARTICLE IV - FRIENDS OF GYRO

If a member in good standing becomes incapacitated, either physically or mentally, the Board of Directors may, upon resignation of that Member from the club, elect said past member to a special status as a Friend of Gyro. The Friends of Gyro will enjoy a special relationship with the Club whereby they are not members, but are welcome to attend any meeting or social event permitted by their capacity. The Friends of Gyro are not bound by any obligations of membership, nor do they enjoy any privileges of membership, other than continued fellowship with the Members.

ARTICLE V - OFFICERS, DIRECTORS AND ANNUAL MEETINGS

1. The officers of the club shall consist of a President, a Vice President, a Secretary and a Treasurer.
2. The duties of the Officers shall be such as ordinarily pertain to these offices. The President will be Chairman of the Board of Directors and an ex officio member of all committees and teams.
3. Once installed, the President and Vice President shall assume the positions for a one-year term. It is accepted practice that the Vice President will become President in the following year without a contested election, unless there are circumstances at the time that would require the selection of a nominee for the position of President. The Secretary and Treasurer shall be appointed officers of the club, by the President and the Directors.
4. The club shall have a maximum of six Directors, three of whom shall be elected each year to a term of two years.
5. The Board of Directors shall consist of the officers of the club, the immediate Past President and a maximum of six Directors. Any International Officer or officer of District VIII who is also a member of the club shall be an ex officio member of the Board.

6. The Board shall constitute the governing body of the club and except as to those powers that are vested by these Bylaws in the membership of the club, its decisions shall be final; PROVIDED however that any decision of the Board may be appealed to the club at any meeting where a quorum of one third of the active members is present. Six members of the Board shall constitute a quorum.
7. In early May, the President shall appoint a nominating committee of the Vice President and two or more Past Presidents, with the President as Committee Chair. This Committee will seek nominees for Vice President and three Directors from the active members of the club. They will also discuss the appointment of a Secretary and a Treasurer for the coming year. The President will personally contact those on the list of nominees for Vice President or Director to confirm their willingness to serve. The President will notify the members of such nominations not later than May 31st.
8. Any two members of the club may nominate, with the written consent of the nominees, a Vice President or Director. Any such nominations must be delivered to the President not later than August 31st.
9. The Annual business meeting shall normally be held on the 2nd Wednesday in September. As part of the business of that meeting, the slate of officers will be approved. Should there be more nominees for any office than positions available, a ballot shall be conducted. The nominating committee shall scrutinize the ballots. The individual receiving the highest number of votes for any office shall be selected. The order for which names shall appear on the ballots shall be determined by lot.
10. In the event of a tie a second ballot shall be held.
11. Any disputes shall be referred to the nominating committee whose decision shall be final.
12. The installation of Club Officers and Directors will normally be held in late September or October.
13. Casual vacancies on the Board of Directors during the club year may be filled by the Board.
14. Newly elected Officers and Directors shall hold office from the time of their installation.

ARTICLE VI - COMMITTEES AND TEAMS

1. The new Board should, prior to the installation or immediately after, establish such standing committees or teams as it deems advisable and in addition may from time to time appoint special committees.
2. Each standing committee or team will consist of members at large and at least one member of the Board.
3. The duties of the standing committees or teams shall consist of those customarily attached to the committee or team named, together with such duties as may from time to time be assigned by the Board.

ARTICLE VII - CLUB AND BOARD MEETINGS

1. Club meetings shall generally be luncheon meetings held during the first and third weeks of each month except for July and August. Meetings can be changed, however, by the Board, to meet the exigencies of a situation at any time.
2. The time, date and place of Business or Board meetings shall be determined by the Board. There shall be a minimum of two business meetings per year.
3. Meetings to which ladies may be invited may be held at the discretion of each team.
4. Special Business meetings may be held at the discretion of the club. (See Article V item 6).
5. Except for payment of initiation fees, annual dues, meals, and social events, there shall be no contribution requested or money solicitation permitted for any purpose whatsoever from members of the Club except by approval of the Club on recommendation of the Board.
6. The order of business at business and Board meetings shall, as far as conveniently possible, and at the discretion of the chairman, be as follows:
 - a. Roll Call
 - b. Reading of minutes of previous meeting
 - c. Report of Treasurer
 - d. Reports of committees / teams
 - e. Reports of President (or Board)
 - f. Unfinished business
 - g. New Business
 - h. Adjourn

In all questions of procedure Robert's "Rule of Order" shall govern.

7. One third of the members shall constitute a quorum at all business meetings.
8. There shall be no voting by proxy at any club or Board meetings. Each active member shall have one vote when present and in good standing. Except as otherwise provided herein, matters requiring approval at a meeting of the Club or Board shall be decided by a simple majority vote.

ARTICLE VIII - FINANCE, FEES & DUES

1. The financial year of the club shall be from the first day of September in one year until the last day of August in the next year.
2. The annual financial statement shall be presented to the Board for approval on or before the first of October of each year. Following approval, copies shall be provided to all members of the club.
3. The initiation fee, payable upon the acceptance of a nominee shall be in the amount set out by the Board.
4. Members' dues shall be payable in advance for the full year on or before the first day of

- September. They shall be in the amount per annum recommended and approved by the Board. The Board may adjust the dues of a new member who is admitted at a time other than the first of the fiscal year.
5. The Treasurer shall present 6-month and annual financial statements to the Board.
 6. Any three officers of the club, as appointed by the Board may be authorized Signatories of the Club. The Treasurer or another Signatory are authorized, on behalf of the Club, from time to time, to make, draw, accept, endorse, sign and execute under the Club name, cheques and agreements obligating the club to the bank in respect of debts, obligations or liabilities incurred by the bank for the account or benefit of the club.
 7. Charitable donations or other expenditures of \$3000 or more may be recommended by the Board, but must be approved by the Club membership at a club business meeting.
 8. A club budget shall be presented to the Board for approval at the first Board meeting of the club financial year. It shall then be presented to the club at the first club business meeting.
 9. The Secretary, Treasurer and Newsletter Editor may receive an honorarium as the Board of Directors see fit.
 10. The President, when hosting Board meetings, shall be entitled to claim \$50.00 for each meeting to offset expenses.
 11. If for any reason the operations of the Gyro Club of Calgary are to be terminated, wound up or dissolved and there remains after the satisfaction of all its debts and liabilities any assets (physical or financial), the Board shall recommend to the membership a means to dispose of these assets in a fashion that is equitable to the members. Such recommendation must be approved by a two-thirds majority of a quorum of the membership (reference Article VII – 7.)

ARTICLE IX - PENALTIES, EXPULSIONS & RESIGNATIONS.

1. Any member being one month in arrears in payment of dues may be suspended by the Board but may at the discretion of the Board, on written application to the Board for reinstatement within thirty days of suspension be reinstated on payment of arrears of dues.
2. Failure to apply for reinstatement within thirty days of suspension, or disapproval of the application by the Board, shall be deemed termination of membership.
3. If a member is charged with conduct unbecoming of a gentleman or prejudicial to the welfare of the club, such member shall be given particulars of such charge and the opportunity of being heard by the Board. If a two thirds majority of the Board, or more, finds such member guilty of the offence with which he is charged, such member shall be expelled.
4. Resignations from the club shall be in writing to the Secretary and shall not relieve the resigning member from his indebtedness to the club or from his dues for the current year.

ARTICLE X - INSIGNIA

1. Each member in good standing shall be known as a “Gyro” and shall be entitled to wear, use or otherwise display the emblem, badge or other insignia of the club
2. All right, title and interest in and to all Gyro emblems badges or insignia granted by this club shall be and remain in this club, with the sole exception of the right to possess, use and exhibit the same by a member Gyro in good standing. In the event of resignation, suspension, expulsion or otherwise severance of connection by a member, the Secretary, on behalf of the club may forthwith demand and become entitled to the same.

ARTICLE XI - CONVENTIONS

1. Subject to the terms of the Bylaws of Gyro International, this club may be represented at every International Convention and shall be represented at every District VIII Convention. by a duly accredited delegate appointed by the Board and his expenses (to a maximum of \$750 per convention attended) as approved by the Board shall be borne by the club.

ARTICLE XII - POLITICS BARRED

1. This club, as an organization, shall not in any way participate in the candidacy of any person for public office, nor shall partisan questions as such be discussed or voted upon at any club meeting.

ARTICLE XIII - AMENDMENTS

1. A major update was approved at a meeting held on September 7, 2022, with a quorum of one third of the Active members of the club present and supersedes all past Constitution and Bylaws and amendments to same.
2. A minor change to Article V was approved by the Board on November 20, 2023 to restrict the number of Directors to a maximum of six. This change had been circulated to the membership by email without objection.
3. This Constitution may be amended by a two thirds majority vote of the members present at any meeting called for that purpose having a quorum present (one third of the Active members of the club), provided that written notice of the proposed amendment shall have been given in the Club Newsletter or by email not less than two weeks prior to such meeting.