

# THE GYRO CLUB OF CALGARY CONSTITUTION AND BY-LAWS

## 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 four classes - Active, Honorary, Senior, and Life member.
2. Members shall be: Men of good character and business reputation not less than 21 years of age.
3. Not more than three representatives of any firm, partnership or corporation shall at any time be active members of the club.
4. 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, provided that he was recommended by the last Gyro Club of which he was a member.
5. 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. The Board of Directors shall consider the application as quickly as possible and either accept or reject it within three weeks of its submission
  - c. Upon submission of an application the name of the nominee shall be submitted to members of the Club by posting by email. The nominee may be declared elected unless the President shall have received in writing within a week of the posting either:
    - i. Written protests of the nominees’ election from 3 or more members in good standing. These shall be submitted to the Board of Directors who shall investigate: if results of the investigation are favorable, the President shall declare the nominee elected: if unfavorable the President shall declare the nominee rejected: or

- ii. A written request for a secret ballot signed by 5 members in good standing. The application for membership shall then be voted upon by secret ballot at the next meeting of the club. If at least 90% of the votes cast are in favor the president shall declare the candidate to be elected. If less than 90% of the votes cast are in favor the President shall declare the candidate to be rejected.
  - d. Any rejection shall bar a second application for at least one year from the date of rejection.
- 6. A SENIOR member is an active member who has been an active member of any Gyro club for at least 25 years. A senior member is exempt from any attendance rules but otherwise is entitled to all privileges and subject to all the duties and obligations of other active members including the payment of dues.
- 7. A LIFE member may be appointed by the Board of Directors. He shall be exempt from the payment of all parts of Club dues including International and District dues as the Board may decide, but otherwise shall be deemed an active member and entitled to all the privileges and subject to all the duties and obligations of other active members. In this case if the member was less than a 50 year member, the Club would be responsible for International and District dues. Other than 50 year members, Life members shall be limited to 2.
- 8. 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.
- 9. 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.
- 10. As per International and District VIII regulations, 50 year Gyros are exempt from International and District dues. Further, any Gyro who has subscribed to the International "Prepaid Fee Fund" is exempt from Payment of International dues in accordance with the regulations governing this fund.

#### 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

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.
3. The President and Vice President shall be elected each year for a one year term. The Secretary and Treasurer shall be appointed officers of the club, by the President and the Directors.
4. The club shall have 6 Directors, three of whom shall be elected each year to a term of 2 years.
5. The Board of Directors shall consist of the officers of the club, the immediate Past President and 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 By-Laws 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.

## ARTICLE VI - ANNUAL MEETINGS AND ELECTIONS

1. The Annual Election meeting shall be held in May or early June of each year.
2. The Annual business meeting shall be held in September of each year. (See item 7 Article VIII for order of business).
3. The installation of Club Officers & Directors shall be held in late September or early October of each year.
4. At least four weeks prior to the Annual Election meeting the President shall appoint a nominating committee of two of the Past Presidents with the President as Committee Chairman. 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 Treasurer and auditor for the coming year. The members will be apprised of such nominations by notification in the Club Bulletin, or by email or both.

NOTE: It is accepted practice that the Vice President will become President without a contested election unless there are conditions at the time that would involve a nomination as outlined above.
5. 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 at least a week prior to the Annual Election Meeting. Members not eligible for nomination for: Vice President, are the President, the immediate Past President, and any member who has not served two consecutive years on the Board. Members not eligible for Director, are those who have served as director within the previous Gyro year.
6. A nominee may withdraw his nomination at any time prior to the issue of a ballot.

7. At the Annual Election Meeting, 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 declared elected. The order for which names shall appear on the ballots shall be determined by lot.
8. In the event of a tie a second ballot shall be held.
9. Any disputes shall be referred to the nominating committee whose decision shall be final.
10. Casual vacancies on the Board of Directors during the club year may be filled by the Board.
11. Newly elected Officers and Directors shall hold office as from the time of their installation.

#### ARTICLE VII - COMMITTEES

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

#### ARTICLE VIII - CLUB AND BOARD MEETINGS

1. Club meetings shall generally be luncheon meetings held on the first and third Wednesday 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. Regular meetings shall start at the agreed upon time and should not extend beyond 90 minutes in duration.
3. The time, date and place of Business or Board meetings shall be determined by the Board. There shall be a minimum of three business meetings per year.
4. Meetings to which ladies may be invited may be held at the discretion of the Board.
5. Special Business meetings may be held at the discretion of the club. ( See Article V item 6).
6. 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.
7. 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
  - 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.

- 8. One third of the members shall constitute a quorum at all business meetings.
- 9. 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 IX - 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 financial statement shall be presented to the Board for approval on or before the first of October of each year. 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 Gyro International.
- 4. Members' dues shall be payable in advance for the full year. They shall be in the amount per annum recommended by the Board and approved by the club. Notice of any change in dues shall be given at least two weeks prior to the meeting at which such change is proposed.
  - a. The Board may adjust the dues of a new member who is admitted at a time other than the first of the fiscal year.
  - b. 50 year Gyro members are not required to pay International or District VIII dues and club dues for these members will be adjusted accordingly.
  - c. Members who have subscribed to the International "Prepaid Fund", will have their dues adjusted in an amount and for the time prescribed by International By Laws.
- 5. The Treasurer shall present to the Board at least twice a year a financial statement (March 31<sup>st</sup> and August 31<sup>st</sup>.)
- 6. Any three officers of the club, as appointed by the Board may be authorized Signatories of the Club. Any two of these 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.

## ARTICLE X - 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 XI - 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 XII - CONVENTIONS

1. Subject to the terms of the Constitution of Gyro International, this club shall be represented at every International and District VIII Convention and the District VIII Interim Meeting, by a duly accredited delegate appointed by the Board and his expenses as approved by the Board shall be borne by the club.

## ARTICLE XIII - 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 XIV - AMENDMENTS

1. Having been approved at a meeting held on May 2, 2007, with a quorum of one third of the Active members of the club present, this revised Constitution and By Laws dated May 2, 2007 shall supersede all past Constitution and By Laws and amendments to same.
2. This Constitution may be amended by a two thirds majority vote of the members present at any meeting of a quorum of one third the Active members of the club, provided that written notice of the proposed amendment shall have been given in the Club Bulletin or by email not less than six weeks prior to such meeting.