

DISTRICT I GYRO INTERNATIONAL CONSTITUTION

Revised – December 21, 2016

ARTICLE I - **Name**

The name of this Organization shall be "District I, Gyro International."

ARTICLE II - **Objects**

The objects of this Organization shall be:

1. The promulgation of friendship between individuals, states, provinces, and nations.
2. The cementing of relationship and establishment of co-operation between all Gyro Clubs wherever situated.
3. The preservation and extension of principles and ideals of this organization.

ARTICLE III - **Membership**

District I shall be comprised of those chartered Gyro Clubs located within the con- fines of the District area as prescribed by the Executive Council of Gyro International.

ARTICLE IV - **Powers**

The powers of this District shall be:

- (a) to take, hold, manage, supervise and control the property, assets, funds, business and affairs of the District.
- (b) to create, supervise and control all Gyro Clubs in District I and any groups or divisions thereof.
- (c) to do all things necessary and appropriate to carry out the objectives of this District.

ARTICLE V - **Government**

Section 1. The governing, executive and administrative authority of this District shall be vested in the following bodies:

- (a) The Legislative Council
- (b) The Executive Council
- (c) The Board of Club Officers

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: Article VII Legislative Council, Article VIII Executive Council, Article IX, Board of Club Officers.

ARTICLE VI - **Officers**

Section 1. Election and Term. The District Officers shall be Governor, First Lieutenant Governor, Second Lieutenant Governor and Secretary-Treasurer and shall be elected at the annual Legislative Council meeting from among the members of the constituent clubs and shall serve for a period of one year or until their successors are duly elected or appointed and are qualified.

Any officer may be removed from office by a three-fourths (3/4) vote of the Legislative Council. The Secretary-Treasurer shall be compensated by the Executive Council at its pleasure.

Section 2. Duties of the Officers.

- (a) Governor. The governor shall be the executive head of the District. He shall be chairman of the Executive Council and Board of Club Officers. He shall have the power to call meetings of the Legislative Council and Board of Club Officers and shall preside at these meetings. He shall be the official representative of the District on the Board of Governors of Gyro International. He shall appoint all special and standing committees.
- (b) Lieutenant Governors. The Lieutenant Governors shall assist the Governor in the performance of his duties. During the absence or because of disability of the Governor, the First Lieutenant Governor shall serve in his place, and should he be unable to serve, the Second Lieutenant Governor shall then serve. In the event the office of Governor becomes vacant, the First Lieutenant Governor shall automatically succeed to the office of Governor and a new Second Lieutenant Governor shall become First Lieutenant Governor and a new Second Lieutenant Governor shall be appointed by the Executive Council, all to serve for the unexpired portion of the current term.
- (c) Secretary-Treasurer. The Secretary-Treasurer shall perform in the District organization the duties which ordinarily pertain to the function of a Secretary-Treasurer, and shall perform the duties of Secretary at meetings of the Executive Council, Legislative Council and Board of Club Officers.

The Secretary-Treasurer shall provide a bond, the amount of which shall be determined by the Executive Council, the premium of which shall be paid from the District's funds.

The Secretary-Treasurer shall submit his books for audit, prior to the annual report, to the Finance and Audit Committee appointed by the Governor. Said Committee is to make its report following the Treasurer's report at the annual Legislative Council meeting.

ARTICLE VII - Legislative Council

Section 1. The Legislative council shall be composed of delegates from and selected by each Gyro Club in good standing within the District. Such delegates shall be appointed by the President of each Club, or elected by the membership of Club. Each club shall have at least one delegate and may have as many delegates as it has votes. Each club shall be represented by at least one delegate at every Legislative Council meeting. If more than one delegate from a Club is present at a Legislative Council meeting, such delegates shall select a single person of their group to cast all the votes of their Club.

Section 2. Each Gyro Club will be entitled to cast five (5) votes at each session of the Legislative Council, plus one additional vote for each ten of its members for which the Club pays dues or major fraction (6 or more) thereof. 50 year members are to be included in membership totals. The basis of such voting power shall be the membership of the Club on the date the Legislative Council convenes, or such committee may rely upon the records of the Secretary-Treasurer in making its determinations.

Section 3. The Annual Legislative Council meeting shall be held once each calendar year with a lapse of time no less than eight (8) months, but not more than sixteen (16) months from the prior Annual Legislative Council meeting date, opening at a place and hour designated by the Governor. The Executive Council shall set a place and hour if the Governor fails to do so within 12 months after the last Annual Legislative Council meeting.

Section 4. The Legislative Council may transact business by correspondence.

Section 5. In the transaction of business by correspondence, all votes must be filed and recorded within forty-five (45) days after date of mailing of request.

Section 6. The official acts of the Legislative Council shall be designated "Act" and shall bear a serial number.

Section 7. The Legislative Council shall exercise the legislative functions of the District organization, and it shall exercise the following special powers:

- (a) It shall elect annually the Governor, Secretary Treasurer and Lieutenant Governors.
- (b) It shall convene itself in assembly after failure of the Governor or the Executive Council to convene it upon petition of a majority of its members
- (c) It shall enact all rules and regulations for the conduct of the affairs of the District, but same must not conflict with the provisions of this Constitution or with the Gyro International Constitution.
- (d) It may make recommendations to the Executive Council with respect to the administration of the affairs of the District, and to the Governor with respect to the legislative action of the Board of Governors of Gyro International.
- (e) It shall have authority to over-rule or nullify any act of the Governor, Executive Council or Board of Club Officers by a three-fourths vote of the votes entitled to be cast.

Section 8. A quorum shall consist of a majority of the votes of the members of the Legislative Council. A majority of the votes cast on any measure shall be decisive excepting in instances otherwise provided in this Constitution.

ARTICLE VIII - **The Executive Council**

Section 1. The Executive Council shall consist of the Governor, the Immediate Past Governor, the Lieutenant Governors, and the Secretary-Treasurer.

Section 2. The Executive Council shall exercise, and is hereby vested with the following powers:

- (a) It may call meetings of the legislative Council and the Board of Club Officers whenever it is deemed advisable, and shall designate the place of such meetings.
- (b) It shall call meetings of the Legislative Council upon a petition of a majority of clubs in good standing.
- (c) It may call for a vote of the Legislative Council on any matters pertaining to the business of the District, and shall provide the manner and the time in which such vote shall be taken in all instances, except when the Legislative Council is assembled in meetings. It shall receive, record, and publish all votes of the Legislative Council upon all such matters.
- (d) It shall prepare and vote a regular budget each year prior to the annual meeting for necessary expenses required to operate the District based upon funds available. A written copy of the budget shall be submitted at the annual meeting of Board of Club Officers for its review and recommendations, and then to the annual meeting of the Legislative Council for final adoption.
- (e) Should a vacancy occur during the current term in the office of Governor, that office will be filled by the First Lieutenant Governor. Should a vacancy occur during the current term in the office of the First Lieutenant Governor, that office will be filled by the Second Lieutenant Governor. The Executive Council is vested with the power to appoint a new Second Lieutenant Governor or Secretary-Treasurer for the unexpired term in the event a vacancy occurs during the current term.

Section 3. A majority of the members of the Executive Council shall constitute a quorum and majority of the votes cast at any meeting shall be decisive on any measure. In case of balloting by mail, the same principle shall apply.

ARTICLE IX - **Board of Club Officers**

Section 1. The Board of Club Officers shall consist of all the Executive Council as defined by the Constitution and an officer of each club in the District and shall function as a "District Advisory Committee," as required by Chapter 2, Article VII of the Bylaws of Gyro International.

Section 2. The Board of Club Officers shall meet at the call of the Governor. Members of the Board shall be given at least ten days' notice of the meetings by the Secretary-Treasurer, which notice may be waived by any member giving a waiver in writing to the Secretary-Treasurer.

Section 3. The District officers and the Immediate Past District Governor shall each have one vote. Each Club Officer shall have one vote.

Section 4. A majority in number of the individual members of the Board of Club Officers shall constitute a quorum.

Section 5. A majority of the votes actually cast upon any question coming before the Board shall be decisive upon such questions, except only as to any matter upon which the Constitution may specifically provide otherwise.

Section 6. When ordered by the Governor, the Board of Club Officers may vote by mail or fax upon any question, in lieu of doing so at a meeting. If a majority in number of the Board so vote, 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 fax upon any question, the question shall be determined by the same vote as in a meeting.

Section 7. Any member of the Board of the Club Officers may, at any convened meeting thereof, vote by proxy. Such proxy shall be another member of the Board, except that the proxy of a President member, may at his option, be another active officer or Past President of his Club.

Section 8. The Board of club Officers shall have the power to:

- (a) Construe and interpret the Constitution and By Laws of the District.
- (b) Require of any Club such information or reports as may be deemed necessary or advisable.
- (c) Direct the distribution of information among Clubs in such manner as it may determine.
- (d) Perform all such duties and exercise all such powers in connection with particular matters as may be specifically imposed upon or delegated to the Board of Club Officers by the Constitution or by action of the Legislative Council.
- (e) Between sessions of the Legislative Council exercise all legislative power of this District with respect to any matter which, under the Constitution is not given or reserved exclusively to the Legislative Council or is not placed under the jurisdiction of the Executive Council with authority to act.

ARTICLE X - Dues

Section 1. Each Club, shall semi-annually pay to this District a per capital fee in an amount to be determined by the Legislative Council. Any change in the dues structure requires a 2/3 (two-thirds) affirmative vote of the Legislative Council. In no event shall this fee be more than 1/2 (one-half) that authorized by Chapter 8, Fixed Revenue, Article II, Annual Per Capita fees, Section I, Bylaws of Gyro International.

Dues shall be billed semi-annually and shall be payable December 1 and June 1. New Clubs shall be billed beginning with the first billing period following installation.

Section 2. No club shall be deemed in good standing nor shall it be entitled to vote in the Legislative Council or the Board of Club Officers if it be in arrears in the payment of its semi-annual dues by more than sixty (60) days from the date due, unless waived for good cause by the Credentials Committee.

Section 3. Any Gyro having 50 consecutive years in good standing with any Gyro District or combination of Districts is absolved from paying District I dues.

ARTICLE XI - **Committees**

Section 1. There shall be a standing Committee of External Extension. The duty of the Committee shall be to conduct the business delegated to it by the Governor relating to the promotion and formation of new Gyro Clubs within the District.

Section 2. There shall be a standing Committee on Finance and Audit. This Committee shall consist of three members. The first Finance and Audit committee to be appointed shall be as follows:

- 1 member for a three-year term
- 1 member for a two-year term
- 1 member for a one-year term

Each year thereafter, there shall be appointed one (1) new member for a term of three (3) years. At least one member of the Committee shall be a Past Governor. There shall be not more than one member appointed to this Committee from any one Club.

The duties of the Finance and Audit Committee are a follows:

- 1 It shall make recommendations to the Executive Council on all anticipated financial and budgetary matters.
- 2 It shall be consulted on all expenditures not included in the annual budget of the Executive Council.
- 3 It shall audit the records of the District prior to the annual meeting of the Legislative Council, and whenever directed by the Board of Club Officers.

Section 3. There shall be a standing Committee on Convention Planning composed of three members to recommend future locations for the District, Legislative Council, Board of Club Officers, and Executive Council functions. At least one member of the Committee shall be a Past Governor of the District. Not more than one member of the Committee shall be from any one Club. The Governor shall designate the chairman at the beginning of his term.

The first Committee on Convention Planning to be appointed shall be as follows:

- 1 member for a three-year term
- 1 member for a two-year term
- 1 member for a one-year term

Each year thereafter there shall be appointed on (1) new member for a term of three (3) years. This Committee is also charged with the keeping of financial, attendance, and other records pertaining to conventions deemed necessary for the proper operation of District functions.

Section 4. There shall be a standing Committee on the Betterment Fund. This committee shall consist of three members. The first Betterment Fund Committee to be appointed shall be as follows:

- 1 member for a three-year term
- 1 member for a two-year term
- 1 member for a one-year term

Each year thereafter, there shall be appointed one (1) new member for a term of three (3) years. At least one member of the Committee shall be a Past Governor. There shall be not more than one member appointed to this committee from any one club. The Governor shall designate the chairman at the beginning of his term.

The duties of the Betterment Fund committee are as follows:

1. To receive and appropriate the applications & approvals to the Fund and to report any activity pending approval from the Fund during the past 12 months.
2. To Report the balance remaining in the Betterment Fund.

Section 5. Special committees, shall be as follows:

- (a) Nominating Committee. The nominating Committee shall consist of the present Governor, all Past District Governors and one member appointed by any Club that is not represented by the current Governor or a Past District Governor. Candidates for 2nd Lt. Governor are sent to the Nominating Committee prior to August 30th. Clubs are encouraged to submit a letter of recommendation for the potential candidate. Candidates should be from a Club in good standing (Article 10). If no candidates have committed by this date the date will be extended until the convention. If no candidate by the convention the position will be filled according (Article VIII – 2e).

The Immediate Past Governor shall act as chairman. In the event the Immediate Past Governor is unable to attend the Committee meeting, then the Committee shall elect its own chairman from among those present by a simple majority vote.

- (b) Credentials Committee. This Committee shall check the accreditation of each Club or its proxy to meetings of the Legislative Council.
- (c) Resolution Committee. This Committee shall review and make recommendations on all resolutions submitted to the Legislative Council and prepare in proper form all resolutions it submits to the Council for adoption.
- (d) Rules Committee. This Committee shall act as parliamentarian for the Legislative Council.

ARTICLE XII - **Order of Business**

Section 1. The order of business to be followed at the annual Legislative Council meeting shall be as follows:

- 1, Roll Call
2. Announcement of Committees:

- (a) On Credentials
 - (b) On Rules
 - (c) On Resolutions
- 3 Reports of Committee on Credentials. (Written copy of this report must be submitted to the Secretary-Treasurer during the same meeting)
 - 4 Reading of the minutes of the last Legislative Council meeting. (Written copy of this report must be submitted to the Secretary-Treasurer during the same meeting.)
 - 5 Reports of the Governor, Immediate Past Governor, Lieutenant Governors, and Secretary-Treasurer. (Written copies of these reports must be submitted to the Secretary-Treasurer during the same meeting.)
 - 6 Report of the Board of Club Officers (Written copies of this report must be submitted to the Secretary-Treasurer during the same meeting.)
 - 7 Reports of the Committees. Except nominating Committee. (Written copies of these reports must be submitted to the Secretary-Treasurer during the same meeting.)

- 8 Reports of all the Clubs in the District in alphabetical order. (Written copies of these reports must be submitted to the Secretary-Treasurer during the same meeting.)
- 9 Consideration of old business.
- 10 Consideration of new business.
- 11 Report of Nominating Committee and Election of officers.
- 12 Installation of officers (or as otherwise deferred by the Legislative Council.)
- 13 Adjournment.

Section 2. The order of business to be followed in any assembly of the Legislative Council or the Board of Club Officers, except the annual meeting of the Legislative Council, shall follow the same order as the annual meeting of the Legislative Council except omitting Items 11 and 12.

ARTICLE XIII - Rules

Robert's Rules of Order shall prevail at meetings of this District.

ARTICLE XIV - Amendment

This Constitution may be amended by a two-thirds vote of the member Clubs in good standing. Proposed amendments shall be approved by a majority vote of those present at any meeting of the Legislative Council, and shall then be submitted to the member Clubs by the Secretary-Treasurer within 30 days thereafter. Each Club shall vote for or against the ratification of the proposed amendment by mail within 60 days after mailing date of the proposed amendment from the Secretary-Treasurer. Any Club failing to submit a vote on the proposed amendment within such 60-day period, shall be counted as having cast an affirmative vote for the proposed amendment.

BYLAWS

Effective (12 - 01 - 07) the District I Dues shall be \$20.00 per year per member for the first 50 members and \$19.00 per year per member for each member in excess of 50 members.

Motion / Nemeth - Second / Crowl 10/13/07 Boardman OH