

**BY-LAWS
OF
METROPOLITAN GYRO CLUB OF MINNEAPOLIS**

**ARTICLE I.
NAME**

This association shall be known as “METROPOLITAN GYRO CLUB OF MINNEAPOLIS”, or hereafter “METRO GYRO”.

**ARTICLE II
OBJECTIVES**

The objectives of this club shall be:

1. To promote friendship between members and their families residing in the Twin Cities area.
2. To encourage the discussion and maintenance of interest in community, state, national and international affairs.
3. To associate with and follow the purposes and objectives of Gyro International.

**ARTICLE III
MEMBERSHIP**

Section 1. QUALIFICATIONS:

- a. Adult male of good character.
- b. Not less than twenty-five (25) years of age at the time of his election.

Section 2. NUMBER OF MEMBERSHIP: Not to exceed fifty six (56) members.

Section 3. SPONSORSHIP & ELECTION OF NEW MEMBERS:

- a. Each person proposed for membership must be sponsored by two members, each of whom must have known him personally. The sponsor shall, with the assistance and direction of the Membership Chairman, acquaint the person proposed for membership with the purposes and responsibilities of membership in this Gyro Club.
- b. The Membership Chairman shall prepare forms to obtain the requisite information from said candidate concerning himself, his business and family.
- c. A person may not sponsor more than three members in a calendar year.
- d. A candidate may not be elected to membership until he has attended at least three (3) meetings and one (1) social function with his spouse, if any. As soon as the Board

becomes aware of a candidate's desire to become a member, the Membership Chairman shall promptly notify all club members and allow at least ten (10) days for concerns or objections to be heard and considered by the Board and the rest of the members.

- e. After a majority of the Board has voted to approve a candidate for membership, the Membership Chairman will promptly notify all club members and ask for a vote. Election to membership shall require a YES vote from a majority of the members.
- f. The Membership Chairman, with the approval of the Board of Directors, shall develop such procedures as are necessary to assure a systematic and orderly presentation of candidates to membership. (Including waiting lists, form of notice, and other details).
- g. Members of GYRO INTERNATIONAL and other Clubs who move to this area and wish to affiliate shall be only upon the same affirmative vote as above referred to.
- h. A former member of Metro Gyro who wishes to be reactivated may be brought back to membership upon the approval of the Board of Directors, and upon such terms and upon such payment as the Board of Directors shall determine. A former member suspended or expelled per Section 5 hereof, may not be reinstated to membership without an affirmative two-thirds (2/3) vote of the membership, upon notice of said vote.

Section 4. LEAVE OF ABSENCE: (Approval of Board)

A temporary leave of absence of no more than twelve (12) months may be granted. Such approval shall not be granted until the payment of all District, International and other dues for the regular member have been paid in advance, together with such other sum as the Board of Directors shall prescribe to cover the cost of mailing and other expenses of the Club to an inactive member during his inactivity.

Section 5. SUSPENSION & EXPULSION:

Any active member of the Club may present written charges to the Board of Directors against any other member for conduct unbecoming of a gentleman, or detrimental to the welfare of the Club. The Board of Directors shall afford the accused member an opportunity to be heard and to answer such charges. The Board of Directors may then, upon two-thirds (2/3) vote of the entire Board of Directors, vote to suspend or expel said member. Said determination to suspend or expel shall then be reported to the entire membership who, upon two-thirds (2/3) affirmative vote of those present at a given meeting, may override said determination by the Board.

Section 6. RESIGNATION:

Resignation shall be made in writing to the Secretary. No resignation shall relieve the resigning member from any indebtedness to the Club or from his dues for the current quarterly period.

ARTICLE IV OFFICERS

The officers of this Club shall be a President, Vice President, Secretary and Treasurer. Any member in good standing shall be eligible for election. The officers shall be elected by a majority vote at the annual meeting.

Section 7. SENIOR ASSOCIATE

- a. Any active Regular Member who has special circumstances such as a physical disability that prevents regular attendance at meetings and social activities, may request to change his status to "Senior Associate."
- b. A Senior Associate is not a member of Metro Gyro or Gyro International. He has no voting rights in either nor does he have an obligation to pay dues in either. A Senior Associate may attend any regularly scheduled meeting or social event including the installation dinner hosted by Metro Gyro. A Senior Associate may not attend any district or organization-wide Gyro International function including those hosted by Metro Gyro.
- c. A Senior Associate continues to receive the Metro Gyro monthly e-mails announcing upcoming events.
- d. If a Senior Associate so desires, he will continue to be listed in the club's annual directory in a Senior Associate section.
- e. A Senior Associate shall be billed quarterly for the cost of meals served to him for the meetings he attended the previous quarter. Quarterly billings will also include the published cost of any event for which he either attends or has requested a reservation to attend that has not been cancelled by the reservation deadline for that event. Spouses may accompany Senior Associates to any event to which spouses are invited. The cost of attendance for spouses will be added to the Senior Associate's quarterly bill.
- f. Senior Associate status is recommended to Metro Gyro members by the board upon a majority vote of the board at its first meeting after a request from a member is received. Senior Associate status is approved by a majority of Metro Gyro members voting in favor in an e-mail ballot.
- g. Should the circumstances that led to a member requesting and being approved for Senior Associate status change such that he would be able to undertake the activities a regular member would assume, he may request the board to restore his Regular Member status. If a majority of the board approves the request, the Senior Associate would be restored to Regular Member status.

Discussion: Metro Gyro greatly values the friendship and fellowship of its members. The Senior Associate status recognizes the fact that all members will at some time in the future encounter situations in which they will have to reduce their involvement in a variety of activities beyond their capabilities. We want the opportunity for long-term

members to continue, as much as they think is possible as times and circumstances change, their association with the club and to enrich us by their presence.

ARTICLE V

BOARD OF DIRECTORS

- Section 1.** The management of this Club shall be handled by Board of Directors consisting of seven (7) members. The four (4) Officers, the immediate Past President, the Membership Chairman, and one Director at Large shall constitute said Board.
- Section 2.** The Board of Directors shall make or authorize all contracts, appropriate all monies, audit the accounts of the Treasurer, and have the power to fill all vacancies, either of Directors or Officers.
- Section 3.** Four (4) Directors shall constitute a quorum. A member absent from three (3) successive Board meetings may be removed from the Board by the remaining Board members.

ARTICLE VI

NOMINATION & ELECTION OF OFFICERS & DIRECTORS

The Nominating Committee shall consist of the last five (5) past Presidents who are active members. The immediate Past President shall serve as chairman. Six weeks prior to the annual meeting of each year, said Nominating Committee shall meet and select nominees for the offices of President, Vice President, Secretary, Treasurer, Director at Large and Membership Chairman. At the first regular business meeting in August of each year, the Nominating Committee shall formally nominate the said nominees.

Any member in good standing and qualified as stated in Article IV, may be nominated for an office by a petition signed by two (2) members and received by the Secretary ten (10) days prior to the annual meeting. This can be done by a letter sent out to the active Club members by the Chairman of the Nominating Committee.

ARTICLE VII

MEETINGS

- Section 1.** There shall be an annual meeting of the Club at the first meeting in August, at which time reports of the Board of Directors, Secretary, Treasurer and Chairman shall be read, and the officers and directors for the ensuing year elected.
- Section 2.** There shall be an annual installation of officers held following the election of the officers and directors by the Board of Directors.
- Section 3.** Regular meetings of the Club shall be the first and third Wednesday of each month unless some other appropriate time is designated by the Board of Directors.
- Section 4.** A quorum shall consist of a majority of the active members, and each member shall have one vote and no proxies shall be permitted.

ARTICLE VIII
REVENUE

Section 1. DUES:

Dues shall be established from time to time by the Board of Directors, and approved by the majority of members present at a regular meeting.

Section 2. INITIATION FEE:

The initiation fee shall be such sum as has been determined by the Board of Directors.

Section 3. ARREARS:

The Board of Directors may, with approval of a majority of the members at a regular meeting, establish late fees for dues payments not received in a timely manner.

A member who is in default on the payment of any obligation to this club for a period of sixty (60) days shall, unless a specific exception is made by the Board of Directors, be advised that he is suspended until such time as all sums then due and later accruing are paid by him in full. The period of time granted by the Board of Directors to make current such obligation, and the period of suspension shall be no longer than forty-five (45) days, at which time the member shall be expelled from membership if the amounts are not paid in full.

Section 4. FISCAL YEAR:

The fiscal year for Metro Gyro shall be the calendar year of 1 January through 31 December.

ARTICLE IX
AMENDMENTS

These By-Laws may be amended by a vote of two-thirds (2/3) of the members present at a given meeting, at which meeting said proposed Amendment is proposed. Notice of such proposed Amendment, or the essence thereof, shall be sent in writing to the members at least ten (10) days prior to the meeting at which said vote is to be taken.

Approved this 17th day of February, 2016.