

MINUTES OF THE BOARD OF DIRECTORS OF THE PIEDMONT SILVER EAGLES

October 16 , 2023

Location : Reunion Location, Double Tree Hotel – Meeting Room

OFFICERS in ATTENDANCE. President, Danny Young, called the meeting to order. Other Officers in attendance: Capt. Dave Westberg (VP), Capt. Buddy Bowen (E-VP), Capt. Craig Pinto (SEC), Bridget Beck (TREAS)

Other Board Members

Ron Gabor, Chris Runge, Bill Carico, Harvey Horn

Others Present

John Long, Ben Gilbert, Ron Beck

REVIEW OF PREVIOUS MINUTES. Minutes from the prior BOD meeting were reviewed by Sec. Craig Pinto and approved.

TIME CALLED TO ORDER: 0905

INTRODUCTION BY: President Danny Young

BOARD DISCUSSION:

A. The Double Tree Management gave a nice briefing of the upcoming hotel renovations to begin right after our reunion. Updating to the property will be complete by May 31, 2024. The South Tower (Palmetto), will still be referred to as the Double Tree. The North Tower (Live Oak), will be referred as the Tapestry by Hilton. Upon checking in next year, you will note there will be two check-in desks. You will use the desk for the Tower that your reservation is in. The Tapestry will be the more expensive rooms. Renovations include all rooms, top to bottom, LVP Flooring in all rooms, landscaping, repainting, new Lazy River on Double Tree Side, pool enhancements, new carpet and lighting in meeting rooms. Restaurants mostly the same. Lobby upgrades.

B. The BOD was briefed on the condition of the member who lost consciousness during day one of the reunion. Danny Young attempted to visit him in the hospital.

C. Bridget Beck - Treasurer's Financial Report – Supporting Documentation was distributed. Ben Gilbert and John Long were asked to audit the finances. Bridget explained expense calculations and reunion expenses. PSE uses IRS numbers for travel. Tax return and Tax audit discussed.

\$27,153 -- Remaining in checking and savings after completion of reunion 2022

\$53,050 -- Additional income throughout the year

\$18,779 -- Expenses

\$ 7455 -- Recent Expenses

\$ 2470 -- Credits (Reunion cancellations, etc.)

D. Policy & Procedures Manual -- Danny discussed bringing back this manual for items that do not belong in the By-Laws document. Officer descriptions, etc. Who has access to mass mailings, etc., committee staffing. This manual does not have to be strict guidance, but rather guidelines to try to follow. Danny challenged the group provide details of their jobs, as well as other ideas for this manual.

E. Quorum for Meetings – Danny and Craig discuss Quorum, Proxies, etc. We operate under Roberts Rules of Order. A specific quorum is not required, but only recommended. If you do have one, then Roberts Rules, describes how to use it. The other option to a Quorum, is “Members Present,” which because of the nature of our membership group, was probably a better choice at the time. We may have a meeting if there are members present, and a vote is won by a Majority of the Members Present. It is the option of the President / Chairman whether to have the meeting or not., but there are no specific numbers of members present. The proposed By-Laws will require 30 to have a quorum, but that is still under review by the BOD.

F. By – Laws Discussion on Subsidiary, Wholly Owned Subsidiary, etc. Our attorney briefed us that we cannot use those term in the By-Laws that may suggest PSE has any control over PSE-CFI. (Charitable Funds) Bridget provided documentation to the contrary from the IRS, so that wording in the By-Laws will be revisited. There is much passion in our membership in keeping the two together, so we as a group will continue to search for a solution, to keep our membership feeling secure with our organization, as well as operate within the IRS Non-Profit regulations. The BOD will find a “Path Forward” on this issue.

G. Proxy Voting – Craig Pinto explains how Proxy votes work, and what they are designed for. We do not send out Proxies any more. If a member cannot attend the reunion, they can complete the Proxy Vote from the Reunion Web Page, and forward it to the current secretary. It must come from the email address they have on file with us.

H. Electronic Voting – Dave Westberg gave a nice briefing on Online Secure Voting. The costs varied from \$500 up to \$2200. It seems expensive, but may be our only option as we grow. We have over 1000 members, but only a max of 330 to 360 can attend the reunion and vote. Typically, we only have about 40-50 at the membership meetings voting on the current issues. No decisions were made, and this is only in the discussion stage at this point. It may only be required once every 1 or 2 years. Communications and transparency is important to our membership. This may help.

I – Discussion on Board Member and VP and E-VP positions. Bill Carico announced he is stepping down from his BOD positions. Harvey Horn announced he may step down. Buddy Bowen is on an E-VP officer extension, so his position is open. Dave Westberg was nominated for the position of E-VP, and Domingo Alfaro was nominated for VP of Recruitment, (Filling Dave’s position) since he is still an active pilot.

Bridget Beck nominated Ron Gabor for E-VP as well, so there would be an election for E-VP, and Domingo would be elected by acclamation if there we no other nominees. Buddy was asked to move to one of the vacant Board positions, and he accepted. After the Convention / Reunion, depending on the election results, President Danny Young, and the other Officers, can fill assign vacant board seats as needed. The complete BOD staffing is 7-9 members, including Officers.

J – Discussion on PSE Appointing Members and Officers at PSE-CFI. The question was can we appoint officers, or only members, and they elect their own officers. Past meeting minutes (10-19-2015), indicated we can only appoint board members, and those members then elect the remainder of their

officers. There was some disagreement on this topic. The PSE Treasurer is automatically the PSE-CFI Chairman of the Board, and the PSE President must be a PSE-CFI Board Member.

K – 2025 Reunion Dates. By agreeing on the 2025 Reunion Dates, (Oct 19-21) we were able to lock in the room rates for that time frame.

ADJOURNMENT: With no further business to discuss or resolved before the BOARD, the meeting was adjourned at: 11:05

(Minutes Respectfully submitted by PSEI Secretary – Craig J. Pinto) (Date – 10/20/2023)

**MINUTES OF THE GENERAL MEMBERSHIP MEETING
OF THE PIEDMONT SILVER EAGLES**

OCTOBER 17, 2023

Location : Reunion Location, Double Tree Hotel, Myrtle Beach, SC

OFFICERS IN ATTENDANCE. (President) Danny Young, called the meeting to order. Capt. Dave Westberg (VP), Capt. Buddy Bowen (E-VP), Capt. Craig Pinto (SEC), Bridget Beck (TREAS).

Membership Present The President determined, there was approximately 50 members present.

REVIEW OF PREVIOUS MINUTES. Minutes from the prior meeting were reviewed by Sec. Craig Pinto and approved.

TIME CALLED TO ORDER: 0907

INTRODUCTION BY: A brief introduction was done by President Danny Young, with the agenda for this meeting.

DISCUSSION:

A. The meeting began with a PSE-CFI (Charitable Funds), briefing by CF President Capt. Wes Googe. Students are doing very well, some graduating early. 9 in progress. All very high GPAs.

-- Income ----- \$18,646

-- Current Assets \$246,574

Capt. Googe stressed the use of the website to make donations, etc. He also gave a detailed description of the current topic of the relationship between PSEI and PSE-CFI.

(Silver Eagles/Charitable Funds) CF was formed as a method to deal with excess Reunion money.

As a Non-Profit, PSE cannot bank money. Any excess money must be distributed in some way.

PSE Charitable Funds was created as an approved method to do this, and the initial application agreed to remain a separate entity. The By-Laws at that time indicated CF was a Subsidiary of PSE, which conflicted with the IRS rules and our initial application. Wes reminded us that as a Public Trust, any donor can ask to view the recent tax returns, and current By-Laws. We are still trying to properly define the relationship that will align with the IRS Regs, and the PSEI membership concerns.

B. Treasurer's Report – This was repeated from the Board Meeting the day prior. Danny Young expressed thanks to Bridget for her continued work.

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C. Danny explained some of the work the PSE Board has done this year.

- There was some Phishing issues with our website, where a hacker was able to get the email address of our Board Members. (Not the General Membership) Webmaster Craig Pinto and others helped to resolve this. It is no longer an issue.
- Danny explained our support for Parenting Path. An organization for those in need.
- PSE has provided a new laptop for Communications Chairperson, Colleen Fields.
- PSE has purchased "Event Insurance" for the Reunion. That is a requirement of the hotel contract.
- Work on the PSE By-Laws continues, to align PSE and PSEI-CFI with IRS rules. Wes Googe gave a very good explanation of that issue earlier in the meeting.
- Electronic Voting. By-Law changes currently require the member to be present to vote on a By-Law change. Considering we only have a Membership Meeting annually; this is very difficult for many who cannot attend the reunion for one reason or another.

D. Recognition – Capt. Ben Gilbert – For his 5 years as President, and many other positions prior to that.

A gift was presented to him.

Harvey Horn - For his many years on the board and all his planning associated with the annual reunion. A gift was presented to him.

Ken Duncan - For his many years of service and dedication to Piedmont Silver Eagles. Due to health reasons, Ken was not present to accept his gift. Danny has been in touch with his wife, and will present the gift at the next Winston-Salem breakfast.

**E. Next Reunion Planning – Danny gave the dates of the 2024 Reunion (October 20-22)
2025 Reunion (October 19-21)**

Hotel will begin renovations soon. See the Board meeting minutes for more information.

F. Officer Elections – Executive Vice President and, depending on the results, we may need to fill the VP of Recruitment. Since Capt. Dave Westberg has retired, he has indicated he wishes to step down as VP of Recruitment, and allow someone currently still flying to fill that position, per our By-Laws.

The nominees for E-VP were Capt. Dave Westberg and Capt. Ron Gabor. Approximately PSE 50 members were in attendance to vote. The Secretary received 18 Proxy Votes from members not attending. (5 of the proxies were not valid, as they came from email addresses not on file)

Secret ballots were printed with the nominees and a vote was taken.
13 Proxy votes were included.
Votes were independently counted twice by Sam Moser and Ken Burkins.
The result was ----- Ron Gabor ----- 25
-- Dave Westberg – 39

- One member challenged the Proxy Votes, as many had come in during a short period the night prior to the election. It was suggested, that a member may have been campaigning for one of the nominees, and maybe some negative campaigning. Honest campaigning for a nominee is approved, and the resulting proxy votes can be accepted, but your PSE Officers will not allow negative campaigning and personal attacks against any nominee or anyone in our membership.

Due to this concern we recounted the votes after the meeting without the 13 valid proxy votes, and the result did not change the election outcome.
Remember ... Emailed Proxy Votes must come from the email address on file.

Congratulations to Capt. Dave Westberg, as he assumes the position of E-VP
Thank you to Capt. Ron Gabor for running for that position.
Ron will retain his seat on the board with full voting rights.

Due to this election, the VP of Recruitment position was now vacant.
Capt. Domingo Alfaro was nominated for that position.
There were no other valid nominees, so Capt. Alfaro was elected by acclamation.

Thank you to Capt. Buddy Bowen for his time and service as E-VP. He will assume the position on the PSE board recently vacated by Capt. Bill Carico.

Thank you for the years of service of Capt. Bill Carico on the PSE Board.

G. A member then asked when the Proxy votes were sent out to the membership. Craig Pinto explained that Proxy votes are available each year on the website Reunion Page. We do not send out Proxy votes.

Jon Long moved that we adjourn the meeting. Second by Ben Gilbert.

ADJOURNMENT: With no further business to discuss or resolved before the General Membership, the meeting was adjourned at: 10:13

(Minutes Respectfully submitted by PSEI Secretary – Craig J. Pinto) (Date 10-21-2023)

