

2021
PIEDMONT SILVER EAGLES, INC.
CONSTITUTION AND BY-LAWS
(revised October 11, 2021)

These 2021 By-Laws were revised from the 2018 By-Laws, edited with items that were approved by more than a 2/3s vote at the General Membership meeting during the annual convention in Myrtle Beach, SC on October 11, 2021.

ARTICLE I

Name and Location:

Section 1. The name of the Association shall be Piedmont Silver Eagles, Inc. a North Carolina Non-Profit 501 (c)(7) under IRS Publication 557, with each member having a vote at the Annual General Membership meeting.

Section 2. The Home Office of the Association shall be that of its Principal Officer or as designated by the Executive Board.

ARTICLE II

Objective:

Section 1. The objective of the Association is to maintain and continue the close friendships and associations of the members, and to promote their social and economic welfare as well as to assist the members who are approaching retirement in the problems relating thereto.

Section 2. The Association shall be involved in the Community relating to the History of Piedmont Airlines and to promote Aviation through Children and Young Adults and to provide for Scholarships and Humanitarian Assistance through the Piedmont Silver Eagles Charitable Fund.

Section 3. The Association is a non-profit organization as identified by the Internal Revenue Service as described in IRS Publication 557 Section 501 (c)(7).

ARTICLE III

Membership:

Section 1. Members shall be former Piedmont *Airlines*' employees, and anyone that has an interest in preserving Piedmont Airlines history. Membership may be passed on after death of member to his/her widow or widower and the widow or widower shall become a regular member thereof. The membership may be passed on after the death of a member to his/her widow or widower and the widow or widower shall become a regular member thereof. The membership is non-transferable upon death of the widow or widower. All correspondence and notices will be by e-mail or posted on the PSEI website.

Section 2. A disabled or incapacitated member shall not be charged dues and remain on the roster and receive any and all benefits upon notifying the PSE Treasurer of his/her disability.

Section 3. Honorary membership, Life Time Membership, and President Emeritus shall be limited to candidates nominated by the regular members. Sponsors who nominate a candidate for these memberships shall do so in writing to the Secretary of the Association. Prior to each annual meeting, the Executive board shall act as a membership committee to consider candidates for Honorary Membership, Life Time Membership, and President Emeritus. The name of the candidate recommended by the Executive Board for acceptance shall be presented for voting at the final business session of the scheduled meeting. A two-thirds (2/3) affirmative vote shall be required for confirmation. **Honorary membership** shall be a person that cannot be a pilot member and did not fly the line, **Life Time Membership** is a member that flew the line but was not an officer of PSEI, and **President Emeritus** is a member that flew the line and was an officer of PSEI.

Section 4. Piedmont Silver Eagles Charitable Funds, Inc. is a non-profit organization as described in IRS Publication 557 Section 501(c)(3) and all Members of Piedmont Silver Eagles, Inc. are voting members of Piedmont Silver Eagles, Inc. The Board of Directors will be appointed for a two (2) year term by the PSEI Executive Board to manage the PSECFI. All financial records and minutes will be maintained by the PSECFI, separately and apart from the PSEI account. The Treasurer of PSEI shall be Chairman of the Board of PSECFI. The PSEI President shall be a Board Member of the PSECFI Board. Any contributions by PSE Membership to the PSECFI are voluntary and tax deductible as defined in the IRS Code. Any member of the PSEI may recommend to the Board of Directors of PSECFI anyone who he/she shall feel deserving of the following grants.

- (a). Captain Fund: promoting Aviation to children or young adults
- (b). Scholarship Fund
- (c). Humanities Fund.

Section 5. Upon Dissolution please refer to Article XI, Section 3.

ARTICLE IV

Financial Obligations:

Section 1. The initiation fee shall be \$25.00 and the annual dues shall be \$25.00 for members. Honorary Members, widows, and widowers shall pay no dues.

Section 2. A special assessment may be voted by a majority of the members at any business session of any scheduled meeting.

Section 3. The annual dues are January 1st each year and payable January 31st. Any assessment is payable when billed and becomes past due after 30 days.

Section 4. Unless, by reason of extenuating circumstances, if dues are not paid by **April 1st of each year** the delinquent ceases to be a member. His/Her name shall be dropped from the roster and all mailing lists and added to an inactive list, which shall be maintained by the Treasurer.

Section 5. A member can be reinstated by payment of \$25.00 fee plus current annual dues.

ARTICLE V

Officers:

Section 1. The Officers of the Association PSEI shall be: a President, Executive Vice-President, a Vice President, a Secretary and a Treasurer. These officers shall constitute the Executive Board for PSEI and shall be for a minimum term of 3 years. The executive Board may, with the officer's approval, recommend an additional 3-year term. After completing their term of office, if no candidates come forward or other extraordinary events, such as cancellation of the annual convention, the Executive Board has the power, with the officer's approval, to extend the officer's term in one-year increments.

Section 2. The Executive Board shall have the power to transact the general business of the Association and shall arrange and control its current affairs. The Executive Board shall incur no indebtedness beyond its existing funds.

Section 3. The President shall exercise supervision over all affairs of the Association. He/She shall call all the meetings of the Executive Board or the Board of Directors and shall preside over such meetings. The President shall be the presiding Officer at all conventions.

Section 4. The Executive Vice President shall execute such duties as assigned to him/her by the President. He/She shall preside over meetings when the President is unable to do so.

Section 5. The position of Vice President will come from the group currently still employed in the Airline industry when possible. The main function of the Vice President is to coordinate and recruit new members..

Section 6. The Secretary shall handle correspondence for the Association; maintain a current roster of members and their addresses. The Secretary will encourage members to keep their information current on the website. **The website shall become the master copy of all members' information, minutes and By-Laws.** All members who are capable shall receive their information from the website. Members who are not capable will receive their information annually by USPS. The Secretary shall record the minutes of Board meetings and Conventions and post this information on the website within 30 days after the Convention and execute such other duties as may be assigned to his/her office by the President.

Section 7. The Treasurer shall handle the financial affairs of the Association; shall have the President receive a copy of the monthly bank statement from all bank accounts; shall provide a quarterly financial statement to the President and the Board of Directors; and Webmaster and post this information within 10 days to the website. In consultation with the President and the Board shall establish and post a budget on the website no later than April 15th of each year. The President and The Board of Directors shall establish an Audit Committee made up of a least one Board Member. The others shall be picked at random from members attending the Annual Reunion. The Treasurer shall be available to answer any and all questions and shall bring all current financial records. If the Treasurer is unable to attend the Annual Reunion, he/she shall turn over all current financial statements to the President or his appointee so it will be made available at the Reunion. After the audit, the Treasurer will present pertinent

financial information to all members. In his/her absence the President or his/her appointee shall make the financial report.

Section 8. The Historian shall be appointed by the President to gather and disseminate personal data and lore of the Associations members, to render possible aid in the Associations public relations program, to edit and/or supervise the publication of the Associations newsletter and to execute any other duties pertaining to the chronological events of the Association. The Office of Historian shall constitute a part of the Board of Directors.

Section 9. The Webmaster shall be appointed by the PSEI President and shall serve at His/Her discretion and shall be the Overseer of the website under the supervision of the Executive Board of Directors. If the Webmaster is a vendor or contractor of the PSEI, he/she shall not serve as a Board Member of the PSEI.

Section 10. Officers of the Association must be former Pilots of Piedmont Airlines.

ARTICLE VI

Board of Directors:

Section 1. The Association shall have a Board of Directors consisting of not less than seven (7) and not more than nine (9) members. The elected officers shall each be a member of the Board of Directors.

Section 2. The President shall appoint the additional required members from the list of regular members of the Association. These appointed members of the Board shall be approved by the Executive Board.

Section 3. The function of the Board of Directors is to advise the Executive Board on matters of policy and to provide aid and assistance in the pursuance of the Associations detailed affairs.

Section 4. The Advisory Board consisting of past Presidents of the Piedmont Silver Eagles will be formed and the Boards function is to advise the present serving President in any matters affecting the membership and his/her Office.

ARTICLE VII

Nominations and Elections:

Section 1. All candidates for Office shall be nominated and elected as provided in the article and for a minimum term of 3 years. The Executive Board may nominate any officer for a second 3-year term. As outlined in Article V the Executive Board may extend any officers tenure in one year increments due to lack of willing candidates or extraordinary circumstance.

Section 2. The first day of each annual convention the President shall appoint a nominating committee consisting of not less than three (3) or more than five (5) members. This committee shall continue until the day of the final business session of the convention at which time its Chairman shall present nominations of Officers to the convention. Nominations for any office may not be considered without

the consent of the nominee. Any member present may make additional nominations at this final business session.

Section 3. Election of officers shall be made by secret ballot and shall be the last piece of business on the final day of the convention. If there is only one candidate, they would be elected by acclamation, with no secret ballot. A majority of those present and voting shall rule. Members not attending may execute a proper proxy, which shall be voted as instructed by the absent member. All proxies must be registered with the Secretary before the Business Meeting is called to order. The absent member may also vote on other business matters or discussions with a proxy. Proxies may be sent to the Secretary by electronic e-mail. The members sending electronic e-mail must have their name printed on the proxy and the e-mail must match the e-mail address on the Website roster.

Section 4. Officers will hold office until replaced by newly elected Officers not to exceed (3) years, unless extended as described in Section 1. Should an Officer become unable to serve he/she shall be replaced by vote of the Executive Board and the replacement shall serve until the next Business Meeting.

Section 5. The voting body shall consist only of those members whose financial obligations are paid and in good standing.

ARTICLE VIII

Convention:

Section 1. The Association shall hold its annual convention at any time of the year. The Executive Board shall determine the dates and places.

Section 2. The Executive Board may select the location of the Business Meeting and make all negotiations to secure rooms and services for the Business Meeting/Reunion during their term of office.

ARTICLE IX

Expulsion:

Section 1. Any member may be expelled for doing any act contrary to the best interest of the Association or its members. Such termination of membership shall be by the affirmative vote of all the Board of Directors, and require a two-thirds (2/3) majority vote by the membership at the next annual meeting.

Section 2. Any appointed Officer or appointed Board Member can be replaced for cause by a majority of the Executive Board.

Section 3. Application for membership may be denied by the Board of Directors and requires a two-thirds (2/3) majority vote by the membership at the next annual meeting.

ARTICLE X

Awards:

Section 1. Any award created and voted upon by the Board of Directors shall be presented at the annual Business Meeting.

ARTICLE XI

Dissolution:

Section 1. The Association may be dissolved at any time by a majority vote of the Regular members thereof that is in good standing.

Section 2. The Executive Board shall conduct such an election by mail ballot or at any convention, when requested by not less than twenty-five (25) percent of the regular members by petition, or on the written request addressed to the Secretary by three-fourths (3/4) of the members of the Board of Directors.

Section 3. The Piedmont Silver Eagles, Inc/The Piedmont Silver Eagles Charitable Funds, Inc. Upon the dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, to be distributed to a Children's Hospital, or Make a Wish Foundation, or other organizations qualified under section 501 (c)(3) of the IRS codes. The Board of trustees shall dispose of all Artifacts and Memorabilia of the corporations exclusively for the purposes of the corporation in such manner, to be distributed to an Aviation Museum qualified under section 501 (c)(3) of the IRS codes.

ARTICLE XII

Conflicts of Interest.

Section 1. The purpose of this section is to ensure that decisions about PSECFI operations and the use or disposition of PSE assets are made solely in terms of the benefits to PSECFI and its general membership and are not influenced by any private profit or other personal benefit to the individuals affiliated with PSECFI who take part in the decision. This section applies to all PSECFI members including members of the board, committees, and PSECFI staff. In addition to the actual conflicts of interest, PSECFI members and staff are also obliged to avoid actions that could be perceived or interpreted in conflict with PSECFI's interest. Ethics, integrity, fairness, and concern for PSECFI's welfare shall be the guiding standard for actions.

Section 2. No PSECFI member or staff shall have any financial or personal interest, directly or indirectly, in any contract, purchase of materials, procurement of goods and services, disposition of property, or any other activity paid for from PSECFI funds, except as permitted by law.

Section 3. No PSECFI member shall vote, participate in any deliberations, or use personal influence in any matter wherein they are the subject of the action, or that affects them or an member of their family, personally. The members' presence may not be counted in determining the quorum for any vote with respect to PSECFI business in which the member has a possible conflict of interest. Members have an absolute responsibility to advise the appropriate body of any potential conflict of interest that may exist in advance of discussion or vote on such matter and that disclosure shall be duly recorded in the minutes of the meeting.

ARTICLE XIII

Amendments:

Section 1. These by-laws may be amended at the annual convention by a two-thirds (2/3) majority vote of the regular members present at the annual business meeting. A notice of the proposed by-law change shall be presented 30 days in advance of the annual meeting to all members. The notice can be done by **US mail** or **email**.

Section 2. Any Annual Meeting where Minutes are recorded shall be considered legal supplements to the Bylaws and are the authority for the setting of policies as directed by the officers and the Executive Board of Directors. At any point in time these Bylaws shall be updated to align with the IRS rules of Non-Profits.

ARTICLE XIV

Parliamentary Authority

Section 1. Shall be Roberts Rules of Order for conducting business and the rights of the members.

These 2021 By-Laws were revised from the 2018 By-Laws, edited with items that were approved by more than a 2/3s vote at the General Membership meeting during the annual convention in Myrtle Beach, SC on October 11, 2021. (Note: Section 10 shown above was not included in the 2013 or 2018 version of the By-Laws revision. This removal has been challenged by a PSEI member, as there are no past meeting minutes indicated that this change was approved by the General Membership.)