

CONSTITUTION AND BYLAWS
of THE EARLY AND PIONEER NAVAL AVIATORS ASSOCIATION
A k a.: THE GOLDEN EAGLES ®

(Revised and adopted by the Membership, April 26, 2008)

ARTICLE I - NAME AND PURPOSE

Section 1. **Name.** The name of the organization shall be "The Early and Pioneer Naval Aviators Association," Sub-title: "The Golden Eagles" (hereafter referred to as "Association").

Section 2. **Purpose.** The purpose of the Association shall be to function as a living memorial to Early and Pioneer Naval Aviators by advancement of the interests of U. S. Naval Aviation, by maintenance and expansion of the bonds of past service connections, and by Association activities. The participation of its members on appropriate occasions shall present a goal toward which young Naval Aviators may aspire.

ARTICLE II – MEMBERSHIP

Section 1. **Members and Qualifications.** The Association shall have three membership categories, designated as follows:

a. **Regular Member.** An individual selected from among Naval Aviators who meets the following criteria:

(1) Historical Qualifications: (a) Early Naval Aviators who received their wings prior to November 11, 1918; (b) Such other Naval Aviators with higher designations who, in the judgment of the Board of Governors, qualify by having learned to fly and seen service in World War I with Naval Aviators who had received their wings prior to the Armistice; (c) Helicopter pilots with designations of #30 or below; (d) Jet Pilots with designations of #30 or below; and (e) Individuals who earned carrier landing qualification on board USS Langley (CV-1) between October 1922 and December 1927.

(2) Current Qualifications: (a) Those who were superior pilots as demonstrated by their cockpit performance; (b) Those who were pioneers in or made significant contributions to some new or developing aspect of Naval Aviation; (c) Those who have earned peer respect for superior flying skills, dedication to flying, wide Naval Aviation experience, leadership, personal character, and professional judgment; and (d) Such other criteria as from time to time may be established by the Board of Governors.

(3) The number of Regular Members shall not exceed two hundred (200).

b. **Emeritus Member.** An individual from among Regular Members who, due to physical or family reasons, is unable to participate in Association functions and activities may be assigned Emeritus status.

(1) Assignment to Emeritus Member status shall be requested by the individual concerned, in writing to the Pilot. Acting in the best interest of the Association and the member concerned, and with the concurrence of the Board of Governors, the Pilot shall announce action taken on the requested change of status. The granting of Emeritus status shall not be used solely to facilitate appointment of new members.

(2) An Emeritus Member shall enjoy all the privileges of Regular membership, except holding an elected office; and is exempt from Regular Member meeting attendance requirements and paying dues.

(3) When a member changes to the Emeritus status, his Regular Member status shall be made available to a prospective member selected by the Membership Selection Committee (MSC).

c. **Honorary Member.** At the discretion of the Board of Governors, an individual deserving of special honor or recognition may be designated as an Honorary Member of the Association, provided that the number of such members shall not exceed ten at any given time. The Honorary status shall not be

used as a means to award membership to individuals who are otherwise not qualified for Regular membership.

Section 2. **Voting and Office Holding.** Only Regular Members in good standing are eligible to vote in Association matters or to hold office. Good standing is defined as having made timely payment of required dues.

Section 3. **Resolutions.** Resolutions, as considered appropriate to the purpose and functions of the Association, may be adopted by a two-thirds vote of the members present at the annual membership meeting.

Section 4. **Emblem.** The emblem of membership shall be miniature (approximately 5/8") lapel Naval Aviator Wings of gold, and may be worn by all members.

ARTICLE III - BOARD OF GOVERNORS

Section 1. **Function.** The Board of Governors shall act as advisor to the Pilot in matters of Association policy and procedure.

Section 2. **Composition.** The Board of Governors shall consist of the seven Principal Officers (Flight Deck) and eight other individuals elected as members of the Board of Governors. The number of individuals elected as Board of Governors members may be changed by a Board resolution, provided that, if more than eight, the number shall be even.

Section 3. **Election.** Board of Governors members shall be elected to serve two year terms. Election shall be staggered so that one half (1/2) of the authorized number of Board members is elected each year.

Section 4. **Meetings.**

a. The Board of Governors shall meet at such times and places as the Board may fix, normally in connection with the annual membership meeting.

b. A quorum for voting shall consist of the Board members present at any given meeting and a majority vote shall decide all matters coming before the Board. The exception to this is Board approval of the MSC list of priority nominees which requires at least three-fourths (3/4) of the Board members present and voting. (refer Article VIII, 4(c)).

c. At the discretion of the Chairman of the Board, post card or electronic (e-mail) balloting, stating the subject to be voted upon, may be substituted in lieu of regular meeting action on any single matter coming before the Board.

Section 5. **Resolutions.** Resolutions may be adopted by the Board of Governors, as required in implementation of these Bylaws, or as desired to enhance the purpose and functions of the Association.

ARTICLE IV – OFFICERS

Section 1. **Principal Officers.** The principal officers of the Association are: The Chief Pilot (corresponds and serves as the Chairman of the Board of Directors); The Pilot (Corresponds to the President); The Co-Pilot (Corresponds to the Vice President); The Navigator (Corresponds to the Secretary); The Radio Officer (Corresponds to the Treasurer); The Engineer Officer/Historian; and the Secretary of the Membership Selection Committee.

Section 2. **Flight Deck.** Collectively, the Principal Officers shall be referred to as the "Flight Deck." The activities and affairs of the Association shall be managed by the Pilot and the Flight Deck.

Section 3. **Additional Officers.** Additional officers of the Association are the Flight Leaders (regional aides to the Pilot), and an Executive Assistant to the Pilot, if required by the Pilot. Other officers may be appointed by the Board of Governors, from time to time, as the business of the Association requires.

Section 4. **Service and Compensation.** All officers of the Association shall serve without compensation, except those officers may be reimbursed for reasonable expenses incurred in connection

with conduct of Association business. Reimbursement shall be in such amounts, and under such conditions, as may be prescribed by the Board of Governors.

Section 5. **Chief Pilot.** The Chief Pilot shall serve as advisor to the Pilot.

Section 6. **Pilot.** The Pilot shall:

 a. Keep Association officers, committee chairmen, and the general membership informed in a timely manner of Association activities and procedures.

 b. Preside at the Board of Governors meetings, and at business sessions and other general assemblies of the annual membership meeting.

 c. Ensure the timely preparation of the agendas for Board of Governors meetings and the business sessions of annual membership meetings.

 d. Issue formal invitations to prospective Association members when vacancies occur.

 e. Appoint the members and chairmen of the Membership Selection Committee, the Nominating Committee, and the Site Selection Committee, and such other committees as Association business may require from time to time.

 f. Assign Regular Members to Emeritus status when appropriate.

 g. Perform such other functions as are normally incumbent upon the President of an organization.

Section 7. **Co-Pilot.** In the absence or disability of the Pilot, the Co-Pilot shall perform the duties of that office and such other duties as may be assigned by the Pilot or prescribed by the Board of Governors.

Section 8. **Navigator.** The Navigator shall:

 a. Maintain and/or oversee the accuracy of Association membership records, including the Chronolog and web site; act as custodian of original documents, and ensure timely renewal of the Golden Eagles Trademark.

 b. Maintain minutes of meetings of the Board of Governors and the business sessions of the annual membership meetings.

 c. Issue new members Certificates of Membership, Golden Eagles Emblems, copies of the Bylaws and membership data, and other Association materials as appropriate.

 d. Correspond, on behalf of the Association, with the next of kin and/or survivors of members who have made their last takeoff.

 e. Maintain an up-to-date flight sector map as designated by the Board of Governors.

 f. Ensure Memorial Services programs are sent to the families of those Golden Eagles eulogized at the annual Memorial service.

 g. Perform such other functions as may be prescribed by the Board of Governors or are normally incumbent upon an organization secretary.

Section 9. **Radio Officer.** The Radio Officer shall:

 a. Maintain adequate and correct financial records of the Association.

 b. Receive and account for member dues and fees, giving timely notification to the Pilot of members delinquent in payment.

 c. Prepare and publish an annual Association financial statement.

d. Provide advanced funding to the reunion coordinators for upcoming reunions along with accounting procedures for reunion funds. Advanced funding amounts are to be returned to the Association following completion of the annual reunion.

e. Prepare and submit annual federal IRS Income tax reports to meet requirements to maintain the Association's tax-exempt status.

f. Perform such other duties as may be required by law, these Bylaws, or the Board of Governors.

Section 10. **Engineer/Historian.** The Engineer shall:

a. Maintain on-going records of annual membership meeting attendance, and of officer and committee chairman assignments.

b. Maintain a "Continuing History" record of Association activities and prepare a summary report thereof for distribution to persons attending the annual membership meeting.

c. Maintain the "Golden Eagles Chronolog,"

d. Provide up-to-date-biographies of members to the Web Master.

e. Perform such related duties as may be required by the Board of Governors or the Pilot.

Section 11. **Membership Selection Committee Secretary.** The MSC Secretary will be the principal advisor to the Pilot on membership selection matters. The MSC Secretary shall:

a. Maintain on a continuing basis a register of individuals nominated for membership. The register will be kept in three categories: (1) Those nominees who are 60 years of age and older; (2) Those under 60 years of age; and (3) Those nominated for Honorary Membership. Selection of nominees for Regular Membership shall normally be made from category (1). Nominations will be kept in the register for five consecutive years. A nominee not selected after five selection committee meetings is no longer eligible for selection. Additional nominations for an individual who has failed selection during the first five selection committee meetings will not be accepted.

b. Render full assistance to the Chairman of the Membership Selection Committee for the annual selection process.

c. Maintain an up-to-date nomination form for use in the nomination process.

d. Perform such other duties as the Pilot or Chairman of the Membership Selection Committee may direct.

Section 12. **Flight Leaders - Northeast, Southeast, Central, and West.** The Association membership shall be divided into four geographic "Flight" sectors to facilitate administration, communications, and camaraderie. The flight sectors are Northeast, Southeast, Central, and West. The Board of Governors will determine the boundaries of each flight by resolution. Each Flight shall be under the purview of a Flight Leader who will:

a. Keep the Pilot informed of the health status of Golden Eagles residing within the Flight.

b. Keep Flight members informed as to general Association matters.

c. Serve as a member of the annual membership meeting Site Selection Committee.

d. Plan, program, and coordinate the activities of annual membership meetings scheduled to be held in Flight sector.

Section 13. **Executive Assistant to Pilot.** At his discretion, the Pilot may appoint an Executive Assistant (EA) to provide administrative support. EA functions include, but are not limited to, maintenance of up-to-date, computerized copies of Association membership files; annual publication of Association Constitution, Bylaws, List of Members, and other supplemental data; and assistance in preparation of mailings to members.

Section 14. **Web Master.** The pilot shall appoint a Web Master to maintain a modern, attractive, constantly updated, on-line supplement to the Chronolog.

ARTICLE V - OFFICER ELECTIONS

Section 1. **Nominating Committee.** The Pilot shall appoint a Nominating Committee consisting of seven members, one of whom shall be a past-Pilot designated as Committee Chairman, to nominate Regular Members for election as Principal Officers and members of the Board of Governors. The Nominating Committee shall be appointed no later than six months prior to the next annual membership meeting.

Section 2. **Eligibility.** To be eligible for election as an officer, or as a member of the Board of Governors, an individual must have been a Regular Member for at least three years and must have attended at least three annual membership meetings.

Section 3. **Slate.** The Nominating Committee shall develop an election slate of Principal Officers and Board of Governors members for presentation at the business session of the annual membership meeting. A vote of three-fourths (3/4) of the members present and voting at the annual membership meeting business session is required for election.

Section 4. **Term.** Individuals elected to the Board of Governors, the Flight Deck, and Flight Leaders, shall normally serve no more than two-years in any given office. For continuity, the Radio, Engineering Officer and MSC Secretary may serve up to five consecutive years in office.

ARTICLE VI – VACANCY

Section 1. **Appointment.** An unscheduled vacancy in the membership of the Board of Governors, the Flight Deck, or the Flight Leaders, shall be filled promptly. The Pilot or, in his absence, the Chief Pilot shall appoint a Regular member to fill the vacancy.

Section 2. **Term.** An individual appointed to fill an unscheduled vacancy shall serve until the election of directors/officers at the next annual membership meeting.

ARTICLE VII – REUNION and MEMBERSHIP MEETING

Section 1. **Annual Membership Meeting.** A general meeting of Association members shall be held annually at such time and place as are prescribed by the Board of Governors, normally in connection with the annual reunion.

Section 2. **Reunions.** Generally, annual reunions and membership meetings shall be rotated equally among established Flight areas. Flight Leaders shall be responsible for coordination and scheduling of activities of annual membership meetings held within their areas.

Section 3. **Reunion Attendance.** All Golden Eagles and spouses are encouraged to attend all annual reunions as well as "mini" reunions held within Flights. Inviting guest attendance at Golden Eagle functions is discouraged. Prior permission from the Pilot is appropriate for invitation of guests to attend annual reunions.

ARTICLE VIII - MEMBERSHIP SELECTION

Section 1. **Nomination.** A Regular Member of the Association who has been in that status for at least two years and who has attended at least one annual membership meeting may submit a maximum of two new member nominations each year. A co-sponsor is required for each new member nomination. A regular member with at least one year in that status and who has attended at least one annual membership meeting can co-sponsor new member nominations. Nominations shall be in a standard form prescribed by the Membership Selection Committee.

Section 2. **MSC.** Annually, the Pilot shall appoint a Membership Selection Committee (MSC) for the purpose of screening and recommending individuals for Regular and Honorary membership. The MSC shall be appointed not later than six months prior to the next annual membership meeting.

a. The MSC shall consist of seven members, one of whom shall be a past-Pilot designated as Committee Chairman.

- b. An individual may serve two, but no more than three, consecutive years as a member of the MSC.
- c. At least three of the individuals appointed to the MSC shall have previously served as a member of that committee.
- d. Five members will constitute a quorum for the conduct of MSC business.
- e. The MSC Secretary is normally not a voting member of the committee, but is eligible to cast a tie-breaking vote in MSC matters.

Section 4. Procedure.

- a. The MSC will meet at the call of the Chairman, normally on the day of or prior to the Board of Governors meeting held in connection with the annual membership meeting, to review the backgrounds and qualifications of individuals nominated for Regular and Honorary membership. The MSC will select the number of nominees specified by the Pilot to be consistent with current and projected membership.
- b. The MSC will submit to the Pilot a priority list of nominees for selection as Regular members.
- c. The Pilot will present the priority list to the Board of Governors who will vote thereon. A vote of at least three-fourths (3/4) of the Board of Governors members present and voting is required for approval of the priority list.
- d. The new member priority list approved by Board of Governors will be used by the Pilot to fill membership vacancies as occurring.

Section 5. Confidential. The proceedings and deliberations of the MSC, and of the Board of Governors with regard to new member selection, will be kept confidential until vacancies are filled and announced by the Pilot.

Section 6. Processing and Induction.

- a. Upon notification by the Pilot of selection, a new member will be requested to accept membership in writing, to complete a Chronolog form, to provide a current photograph, and to forward to the Radio Officer the prescribed initiation fee and first year annual dues. Membership shall be effective as of the date of receipt by the Radio Officer of the required dues/fee payment. The Radio Officer will notify the Flight Deck and the Flight Leaders of the effective date of membership.
- b. Upon notification of acceptance, the Navigator will forward to the new member a Certificate of Membership, the Golden Eagles emblem (miniature gold wings), and materials pertinent to membership in the Association.
- c. The Pilot, in his next periodic mailing to Association members, will announce the acceptance of each new member with his rank and current address information.
- d. New members will be formally inducted into the Association at the next subsequent annual membership meeting.
- e. Nomination and acceptance of Honorary Members shall be identical to that prescribed for Regular Members, except an Honorary Member will be invited to accept membership immediately after selection.

Section 7. Contingency. In the event of death of a newly selected member prior to induction, the individual concerned shall be considered to have been properly inducted into membership and, with dignity, membership materials and condolences will be forwarded to the next of kin.

ARTICLE IX - TERMINATION OF MEMBERSHIP

Section 1. Any member who fails to pay annual dues within 90 days of receipt of the second notice of payment due, or who, without reason acceptable to the Pilot, fails to attend at least one out of four

successive annual membership meetings, may be dropped from the rolls by vote of the Board of Governors. The Pilot shall notify a member who is in jeopardy of membership termination, in writing, of the reason therefore.

ARTICLE X - DUES AND FEES

Section 1. **Dues.** Annual dues for Regular Members shall be in the amount prescribed by resolution of the Board of Governors. Dues are payable annually as of January 1st. Emeritus and Honorary Members are exempt from dues payment.

Section 2. **Fees.** As a condition to membership, an individual selected as a Regular Member shall pay a one-time indoctrination fee in the amount prescribed by the Board of Governors.

ARTICLE XI - REVENUE AND FINANCE

Section 1. **Fiscal Year.** The fiscal year of the Association shall be from April 1st until March 31st following.

Section 2. **Revenue.** In addition to dues and fees prescribed in connection with membership, the Board of Governors may authorize the raising and accumulation of revenue, provided such actions are consistent with the purposes of the Association and are otherwise lawful.

Section 3. **Financial Report.** A report of the financial status of the Association shall be published annually by the Radio Officer, normally in connection with the annual membership meeting.

ARTICLE XII - DISSOLUTION

Section 1. **Dissolution.** The EPNAA may be dissolved only with the authorization of the Board of Governors (BOG) given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of members present at an Annual Membership Meeting. Upon dissolution, or other termination of the EPNAA, all remaining assets, after payment in full of all debt, obligations, and necessary final expenses, or after making adequate provisions therefore, shall be distributed to such tax-exempt organizations with purposes similar to those of EPNAA as shall be chosen (after completing the due diligence on the receiving organization in accordance with: IRS Publication 557 section 501 (C) (3) of the 1986 Revenue code) by the then existing Board of Governors of the EPNAA.

ARTICLE XIII - AMENDMENT

Section 1. These Bylaws may be amended by a two-thirds (2/3) vote of the members present at the business session of the annual membership meeting.

Section 2. Amendment to these Bylaws may be proposed by the Board of Governors, or by written petition signed by at least 25 Regular members. Member-proposed amendments must be received by the Pilot or the Board of Governors no later than 90 days prior to the annual membership meeting.

(End of Bylaws)

MEMBERSHIP RESOLUTIONS

1. The Early and Pioneer Naval Aviation Association will assist and support the Navy and Marine Corps Recruiting Commands in communicating with young men and women of America about the many opportunities available to them in Naval Aviation.
 2. The annual Golden Eagles award, to the outstanding Naval Test Pilot School Graduate, will henceforth be known as the Golden Eagle Tommy Tomlinson Award.
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BoG Resolution 1-2013 (Adopted 25 May 2013)

It is resolved that the Northeastern boundary for Southeast Flight and Southern boundary for Northeast Flight in Virginia be moved to the York river to be effective 1 April 2015. All Golden Eagle members who reside in Virginia, south of that boundary will be members of the Southeast flight effective that date.

Resolved, that the Flights shall consist of the geographic boundaries of the states of the United States, as follows:

NORTHEAST FLIGHT: Maine, New Hampshire, Vermont, Massachusetts, Connecticut, Rhode Island, New York, Ohio, Pennsylvania, Delaware, New Jersey, West Virginia, Virginia (north of the York River), Maryland, and the District of Columbia.

SOUTHEAST FLIGHT: Virginia (south of the York River), North Carolina, South Carolina, Georgia, and that part of Florida east of Marianna, Florida.

CENTRAL FLIGHT: North Dakota, South Dakota, Minnesota, Wisconsin, Michigan, Nebraska, Iowa, Illinois, Indiana, Kansas, Missouri, Kentucky, Oklahoma, Arkansas, Tennessee, Texas, Louisiana, Mississippi, Alabama, and that part of Florida west of Marianna, Florida.

WEST FLIGHT: Alaska, Washington, Oregon, Idaho, Montana, Wyoming, California, Nevada, Utah, Colorado, Arizona, New Mexico, and Hawaii.

BoG Resolution 1-2008 (*Adopted May 26th 2008*) is hereby superseded and cancelled.

BoG Resolution 1-2018 (Adopted April 28, 2018)

Whereas, Article X, Sections 1 and 2 of the Golden Eagles Bylaws require the Board of Governors to prescribe the amounts of Regular Member annual dues and New Member initiation fee, therefore be it

Resolved, that the annual dues shall be one hundred U.S. dollars (\$100.00). Only one-half of the annual dues shall be charged to anyone becoming a member after the Annual Meeting and prior to November 1. Anyone becoming a member from November 1 through December 31 shall pay the full dues of \$100.00 which will cover the remaining portion of the year and the twelve months of the following year; and be it further

Resolved, that the New Member initiation fee shall be fifty U.S. dollars (\$50.00).
