September 2019

BYLAWS
OF
PILOT INTERNATIONAL

Pilot International, Inc., is a volunteer, charitable and educational service organization, whose purpose is to promote programs and activities that influence positive change in communities throughout the world. Pilot International focuses on brain-related disorders, brain health and safety, and other charitable causes accomplished through education, volunteerism, financial support, and research.

Clubs chartered by and functioning under the supervision of Pilot International will be nonprofit, nonpartisan, nonsectarian and nondiscriminatory.

ARTICLE I
Name

This organization, incorporated as PILOT INTERNATIONAL, INC. may use the name "Pilot International".

ARTICLE II
Emblem, Motto, Colors

SECTION 1. The emblem of Pilot International will be the Pilot wheel.

SECTION 2. The motto will be "True Course Ever."

SECTION 3. The colors will be green and gold.

SECTION 4. The emblems of Pilot International and its youth organization are registered trademarks. Any unauthorized use of these emblems is a violation of trademark law.

ARTICLE III
Club Year

The Club year will be July 1 through June 30, or as dictated by government regulations in countries outside the United States.

ARTICLE IV
Charter of Pilot Clubs

SECTION 1. **Chartered Clubs.** The Executive Committee of Pilot International will oversee the organization of new Clubs and grant charters. A minimum of 5 members will be required for a new Club.

SECTION 2. **Charter**. The Pilot International President and Secretary will sign charters. The effective date of the Club will be the date on the charter. The Pilot International President or representative will present the charter.

SECTION 3. **Revocation of Charter.** The Executive Committee, with concurrence of the District Administrative Council, may revoke the charter of any Club that disbands, fails to meet regularly or fails to function. The Club will surrender the charter, pay indebtedness, return any properties of Pilot International and file forms for dissolving the corporation.

ARTICLE V
Incorporation of Districts and Clubs

Districts and Clubs will be legally incorporated within one year where required. The appropriate officer(s) will file report(s) and pay fee(s) as required.

ARTICLE VI
Membership

SECTION 1: **International.** An individual who supports the objectives of Pilot International is eligible to become a member upon payment of Pilot International Dues.

SECTION 2: **District.** A Pilot International Member may also be a member of a District upon payment of District Dues.

SECTION 3: **Club.** A Pilot International and District Member may also be a member of a Club upon payment of Club Dues.

ARTICLE VII
Honorary Titles

SECTION 1: **Emeritus.** Emeritus status may be conferred upon a charter member of a club or a member who has been a Pilot for at least fifteen (15) consecutive years and made significant contributions to a club through participation in club activities and projects, but who can no longer fulfill the responsibilities of an active club member. Emeritus status may be granted by majority vote of the club.

SECTION 2: **Honorary Pilot**. The title of Honorary Pilot may be conferred upon a non-Pilot in recognition of meritorious achievement at the Club level by a majority vote of the executive board of that Club; at the District level by a majority vote of the DAC/DEC; at the International level by a majority vote of the Executive Committee.

ARTICLE VIII
Dues and Fees

SECTION 1. <u>International.</u>

a. Dues. Pilot International dues will be established by the voting body of the international convention. Dues will be paid annually to Headquarters by July 1. For new members, dues will be assessed based on the month a member enters the Club through the remainder of the current Club year. **[Effective July 1, 2014]**

Pilot International Dues will be waived for (a) Fifty Year Members, (b) current students, including former Anchors, who are seeking higher education degrees and not paying club dues, (c) Scholarship recipients, at all levels of Pilot, who are not paying Club dues, (d) Emeritus Members, and (e) military personnel who are deployed from their home station.

Pilot International dues structure will be based on the Country Classifications as indicated in the World Bank's four economic income groupings. Dues will be paid to Pilot International in the currency of the country where the member resides.

The dues structure will be as follows:

1. High Income Economies: Full dues;
2. Upper Middle Income Economies: One-half dues;
3. Lower Middle Economies: One-third dues;
4. Low Income Economies: One-third dues.

b. Fees.

1. **Insurance.** All members residing in the United States shall pay an annual insurance fee.

2. **Initiation.** An Initiation Fee will be paid by each new member. Initiation Fees will be waived for former Anchor and Compass Club members.

3. **Reinstatement.** Reinstated members shall pay a reinstatement fee.

SECTION 2. <u>District</u>. Each member will pay District dues as required by the District standing rules.

SECTION 3. <u>Club.</u> Each member will pay Club dues as required by the Club standing rules.

PILOT CLUB:

ARTICLE IX
Pilot Club Leadership

Pilot Club officers will be President, President Elect, Secretary, and Treasurer. Additional officers may be elected and, at the option of the Club, the positions of Secretary and Treasurer may be combined.

SECTION 1. President. The President will:

a. preside at Club and Executive Board meetings;
b. serve without vote as an ex-officio member of the Divisions and Standing Committees;
c. appoint and serve without vote as an ex-officio member of all Special Committees authorized by the Executive Board;
d. serve as a member of the Budget Committee;
e. countersign vouchers and Club checks;
f. appoint a Club parliamentarian who retains full privileges of membership;
g. authorize expenditures of unbudgeted amounts within the limits established in the Club Standing Rules;
h. appoint an Audit Committee and ensure that the books are audited by August 31; and
i. perform other duties as required.

SECTION 2. President Elect. The President Elect will:

a. preside in the absence of the President;
b. coordinate Club programs;
c. serve without vote as an ex-officio member of the Divisions;
d. serve as a member of the Budget Committee;
e. countersign vouchers, and countersign checks in the absence of the President;
f. appoint division coordinators for the next year;
g. appoint the Pilot International Representative for the next year;
h. assign each member to a division for the next year; and
i. perform other duties as required.

SECTION 3. Secretary. The Secretary will:

a. record and transcribe minutes of all Club and Board meetings;
b. present a summary of Executive Board action to the Club;
c. report changes in Members' contact information within thirty (30) days to Pilot International Headquarters and the District Secretary; and
d. perform other duties as required.

SECTION 4. Treasurer. The Treasurer will:

a. receive and deposit all Club funds;
b. serve as a member of the Budget Committee;

c. pay all authorized bills;
d. sign all checks issued;
e. ensure that unbudgeted expenditures are approved by the Club members;
f. give a financial report to the Executive Board and to the Club as required;
g. file state/province/prefecture reports, and pay all fees;
h. deliver books to the audit committee by July 31; and
i. perform other duties as required.

SECTION 5. Terms. Terms of office will begin July 1.

SECTION 6. Qualifications. A nominee for the office of President Elect will have served at least one year on the Executive Board or have had prior Board experience in another Pilot Club.

SECTION 7. Nominations. At least three (3) but no more than five (5) Nominating Committee members and two (2) alternates will be elected by ballot no later than two months prior to District Convention. The Nominating Committee will elect a chairman. Any Club member may recommend nominees. The Nominating Committee will select one or more nominees for each office.

SECTION 8. Election. Officers will be elected no later than one month prior to district convention. Nominations may be made from the floor with prior consent of the nominee. The nominating committee will verify their qualifications. If there is more than one nominee for any office, the election will be by ballot. A majority vote of votes cast will elect.

SECTION 9. Vacancy in Office. If an incoming officer resigns between the report of the Nominating Committee and June 30, the Executive Board shall recommend a person for the office and the Club shall vote on this recommendation.

Vacancies occurring after July 1 shall be filled within thirty (30) days of the vacancy. The following will apply:

a**. President.** A vacancy in the office of President will be filled by the President Elect.
b. **President Elect.** The Executive Board shall recommend a person for the office of President Elect, and the Club shall vote on this recommendation.
c. **Other Offices.** The President shall appoint, with the approval of the Executive Board, a person for vacancies in other offices.

ARTICLE X
Pilot Club: Executive Board

The Executive Board, consisting of the Club officers, will meet as needed. A majority of the members will constitute a quorum. A summary of the Board actions will be reported to the Club.
Special meetings of the Board may be called by the President or two (2) members. Each member will be notified of the time, place and purpose of the meeting.

The Board will:
a. conduct all routine business of the Club; and

b. approve division plans and the Club budget.

ARTICLE XI
Official Records

SECTION 1: Club Minutes. Club Minutes should be retained permanently.

SECTION 2: Financial Records. Financial records should be retained for seven (7) years.

SECTION 3. Transfer of Records. Unless otherwise specified, officers will deliver their records and materials relating to their duties to their successors immediately following the close of their term of office.

ARTICLE XII
Club Financial Obligations

SECTION 1: District Conventions. Each Club will pay the registration fee for their Club delegates to attend District conventions and may pay other expenses per the Club's Standing Rules.

SECTION 2: International Convention. Each Club will pay the registration fee and transportation costs for at least one delegate to each international convention and may pay lodging expenses and per diem. In the event a delegate can not attend a convention, the Club will pay one registration fee to Pilot International.

ARTICLE XIII
Pilot Club: Meetings - Regular, Special and Quorums

SECTION 1. Regular. The Club will hold at least six (6) meetings per year. The place, date and time will be determined by the members.

SECTION 2. Special. Special meetings may be called by the President, by the Executive Board or by five members, provided all members are notified of the time, place, and the purpose(s) for the meeting at least one week in advance.

SECTION 3. Quorums. Quorums will be set by the Club.

ARTICLE XIV
Pilot Club Divisions

The endeavors of the Club may be divided into the Divisions of Pilot International as noted in Article XXX. Within the Divisions, Committees may be formed to carry out specific projects or responsibilities. The Executive Board and the Club Membership must approve all Plans of Work.

ARTICLE XV
Committees: Standing and Special

SECTION 1. Budget Committee. The Budget Committee will consist of the incoming Treasurer (Chair) and Fundraising Coordinator along with the current President, President Elect and Treasurer. The committee will prepare the budget to be approved by the Executive Board and Club Membership.

SECTION 2. Audit Committee. The Audit Committee shall review the financial records of the prior year by August 31 and provide a written report of the findings to the President and Immediate Past President. The Audit Committee will consist of two members appointed by the out-going President and will be made up of members who were not authorized to sign checks or disperse funds.

SECTION 3. Special Committees. Special Committees may be appointed by the President with approval of the Executive Board.

ARTICLE XVI
Pilot Club: Standing Rules

SECTION 1. Pilot International Bylaws. Standing rules will not conflict with the Pilot International Bylaws.

SECTION 2. Amendments. Standing rules may be amended at any regular meeting by majority vote of eligible voters. The amendment shall be mailed, either by electronic or postal mail, to each eligible Pilot at least thirty (30) days prior to the vote, and presented at a Club business meeting for discussion and voting.

DISTRICT:

ARTICLE XVII
District Leadership

The District Administrative Council of a non-regional District will be: Governor, Governor Elect, one or more Lt. Governors (optional), Secretary and Treasurer.

The District Administrative Council of a regional District will be: Governor, Governor Elect, Secretary and Treasurer. The Regional Lt. Governors and the District Administrative Council will make up the District Executive Council.

The work of the District officers will be under the general supervision of the Pilot International Executive Committee. Officers will attend meetings of the District Administrative Council and/or District Executive Council, the District convention and other District meetings. All officers serve under the supervision of the Governor.

SECTION 1. Structure. Districts may elect to operate with or without regions. Districts will be classified as small or large district depending on total membership of the district as follows:
a. Small District: Districts with a total membership of 250 Pilots or less.
b. Large District: Districts with a total membership of more than 250 Pilots.

SECTION 2. Governor. The Governor will oversee the work of the District and will:

a. serve as a member of the International Administrative Council;
b. represent Pilot International in the District;
c. attend the Council of Leaders, meetings of the International Administrative Council and the international convention;
d. ensure that Clubs receive the assistance they need through visits and other means;
e. sign contracts on the District's behalf;
f. preside at all District meetings;
g. counter sign all vouchers and checks issued against District funds;
h. appoint committees as required;
i. appoint an Audit Committee and insure the treasurer's records are audited by August 31;
j. send to Clubs/Delegates by electronic or postal mail all convention business material at least thirty (30) days prior to the first day of District Convention;
k. perform duties relating to the District convention as outlined in the "District Convention Manual";
l. deliver the files of the District to successor by August 15; and
m. perform other duties as required.

SECTION 3. Governor Elect: The Governor Elect will:

a. make appointments by December 1 for the following year including, but not limited to, Parliamentarian, Pilot International Representative, and Division Coordinators;
b. attend the Council of Leaders and international convention;
c. assist Clubs by visits and other means as assigned;

d. preside in the absence of the Governor;
e. countersign vouchers and countersign checks in the absence of the Governor; and
f. perform other duties as required.

SECTION 4. Lt. Governor: Lt. Governors will:

a. attend the Council of Leaders and international convention;
b. assist Clubs by visits and other means as assigned;
c. supervise the Clubs of the region and preside at regional meetings in regional Districts; and
d. perform other duties as required.

SECTION 5. Secretary: The Secretary will:

a. record, transcribe and distribute the minutes of the meetings of the District Administrative Council, District Executive Committee, and all District meetings as required;
b. distribute copies of District minutes to the District's Executive Committee Representative;
c. attend Council of Leaders and international convention; and
d. perform other duties as required.

SECTION 6. Treasurer. The Treasurer will:

a. receive and deposit all District funds within two weeks of receipt;
b. pay all authorized bills within two weeks of receipt of approved voucher;
c. sign all checks issued;
d. furnish required financial reports of District funds to all Clubs and to the District's Executive Committee Representative as required;
e. provide a copy of the District and Convention budgets to all attendees at District Convention;
f. file reports and keep incorporation of the District in effect;
g. deliver the District books to the Audit Committee by July 31;
h. attend Council of Leaders and international convention; and
i. perform other duties as required.

SECTION 7. Terms.
a. The Governor Elect, Lt. Governors, Secretary and Treasurer will be elected for one-year terms. The Lt. Governors, Secretary, and Treasurer may serve two (2) consecutive terms. Exceptions in the term of office for Lt. Governor, Secretary and/or Treasurer may be granted by the Executive Committee.
b. Terms of office will begin on July 1.
c. An officer who has served more than six (6) months in office will have served a full term. An officer who has served less than one (1) term will be eligible for re-election.

SECTION 8. Qualifications. All nominees will be dues paying members of the District in which they have been nominated and have the following qualifications:
a. A nominee for Governor, Governor Elect or Lt. Governor will have served as President of a Pilot Club. A nominee for Governor Elect of a regional District will have served as a Lt. Governor.

b. A nominee for Secretary or Treasurer of a Small District will have served on a Pilot Club Executive Board.
c. A nominee for Secretary or Treasurer of a Large District will have served as President of a Pilot Club.
d. A Pilot will not serve as a District officer, International officer and/or club President at the same time.

SECTION 9. Nominations. The District Administrative council will appoint, by November 1, a nominating committee of three (3) to five (5) members or one (1) member from each region in regional Districts. No two (2) will be members of the same Club. The chairman will be designated by the Governor. The committee will verify and present at least one (1) qualified nominee for each elected District office to the District Convention body.

A club may submit nominees from any District dues-paying Pilot in the District to the nominating committee. In regional Districts, nominations for Regional Lt. Governor will be made only by Clubs from that region. Postmark deadline for nominations is 60 days prior to the first day of District Convention.

The nominating committee will send to the Governor the names and qualifications of nominees for District office no less than forty-five (45) days prior to the first day of District Convention.

The Governor will send by electronic or postal mail to the Clubs, District Officers and Past Governors (if applicable) the names and qualifications of nominees for District office no less than thirty (30) days prior to the first day of District Convention.

SECTION 10. Solicitation of Votes. No candidate for an elective office may campaign or solicit votes. No candidate for an elective office may have someone else campaign or solicit votes for them. A candidate may be disqualified if campaigning or solicitation for votes occurs.

SECTION 11. Election. Election of officers will be held at the District convention.

Unopposed nominees will be declared elected by acclamation by the Governor. All opposed nominees' names will appear on the ballot.

Election will be by a majority of ballots cast. If a runoff is necessary, the names of the two (2) nominees receiving the highest number of votes for each office will be placed on the ballot.

The voting body will be the Club delegates and District officers and, if the District chooses, may also include the past governors from that District. In regional Districts, Lt. Governors will be elected by all delegates who are members of clubs within the region, including club delegates, members of DAC/DEC and past governors, if past governors are given the right to vote by the district.

When a convention cannot be held, election of District officers will be by a postal mail vote and the results announced to the Clubs.

SECTION 12. Vacancy In Office. If a District Administrative Council or District Executive

Council member becomes unable to perform their duties for three (3) consecutive months or is absent from any two (2) required meetings, except in an emergency, the office will be forfeited.

a. Governor. A vacancy in the office of Governor will be filled by the Governor Elect. If the Governor Elect chooses to not fill the vacancy, the vacancy will be filled by a postal mail vote of the Clubs from up to two (2) nominees submitted by the District Administrative Council. The nominee receiving the majority of the total number of votes cast will become Governor.

b. Governor Elect.

1. Non-Regional Districts. A vacancy in the office of Governor Elect will be filled by advance of the Lt. Governor, or appointment by the Governor with the approval of the District Administrative Council if there is no Lt. Governor or if there is more than one (1) Lt. Governor.

2. Regional Districts. A vacancy in the office of Governor Elect will be filled by appointment of a current or past Lt. Governor by the Governor with approval of the District Administrative Council.

c. **Other Offices.** Vacancies in other elected offices will be filled by appointment of the Governor with the approval of the District Administrative Council.

ARTICLE XVIII
District: District Administrative Council and District Executive Council

The District Administrative and District Executive Councils will:

a. evaluate all clubs in their District and prepare a plan to provide assistance to the Clubs;
b. propose amendments to the District standing rules;
c. make recommendations for consideration by the voting body at District convention, including
the District budget;
d. approve appointments made by the Governor;
e. plan and oversee all District meetings;
f. determine the dates and sites for District convention and other District meetings;
g. approve minutes of District meetings; and
h. perform other duties as required.

ARTICLE XIX
Official Records

SECTION 1: District Minutes. Minutes of all District meetings should be retained permanently.

SECTION 2: Financial Records. Financial records should be retained for seven (7) years.

SECTION 3. Transfer of Records. Unless otherwise specified, officers will deliver their records and materials relating to their duties to their successors immediately following the close of their term of office.

ARTICLE XX
District: Conventions and Other Meetings

SECTION 1. Conventions - Representation and Business.

a. District Convention. A convention will be held in each District annually, at least forty-five (45) days before the Pilot international convention with the exception of the COED District Convention which will be held no later than in conjunction with the PI Annual Convention and Leadership Conference. The call to a District meeting will be issued by the Governor to every Club in the District at least sixty (60) days prior to the meeting. Other meetings may be held as determined by vote of the District. Delegates will attend all business meetings and official functions and report to the Club.

b. Business. Clubs will submit any recommendations in writing for the convention business to the District Governor at least sixty (60) days prior to the District convention. In consultation with the District Parliamentarian, the DAC/DEC will determine if the proposals are legal and not in conflict with Pilot International Bylaws. The budget and recommendations for consideration at the convention will be sent by electronic or postal mail to each Club in the District, the District officers, and past Governors (if they are delegates) at least thirty (30) days prior to the first day of the convention.

c. Club Representation. Each Club should be represented and is entitled to three (3) delegates and two (2) alternates. The delegates will be the President, President Elect, and one delegate and two alternates elected by the Club.

A Pilot Club may be excused from representation at the District convention by the District Administrative Council.

d. Voting Body. The voting body will be the Club delegates and District officers and, if the District chooses, may also include the past governors from that District.

The voting body for a region will be the delegates from the Clubs in that region.

Only delegates may introduce motions or vote, but any Pilot may speak to a motion.

ARTICLE XXI
District Divisions

The endeavors of the District may be divided into the Divisions of Pilot International as noted in Article XXX. Within the Divisions, Committees may be formed to carry out specific projects or responsibilities.

ARTICLE XXII
Committees: Standing and Special

SECTION 1. Audit Committee. The Audit Committee shall review the financial records of the prior year by August 31 and provide a written report of the findings to the Governor and Immediate Past Governor. The committee shall be composed of Pilots with financial expertise.

SECTION 2. Special. Special Committees may be appointed by the Governor with approval of the DAC/DEC or established by the District's Standing Rules.

ARTICLE XXIII
District: Standing Rules

SECTION 1. Pilot International Bylaws. Standing rules will not conflict with the Pilot International Bylaws.

SECTION 2. Amendment. Standing rules may be amended at any meeting by majority vote of eligible voters.

PILOT INTERNATIONAL:

ARTICLE XXIV
PI: International Administrative Council

The International Administrative Council, consisting of the Executive Committee and the District Governors, will be installed at the international convention.

SECTION 1. Duties of the International Administrative Council. The Council will:

a. establish the boundaries of Districts. Changes may be made in the boundaries of established Districts with the approval of two-thirds (2/3) of the Clubs in the District(s);
b. approve the District organization;
c. direct the operations of the District and the Clubs of Pilot International;
d. approve convention sites recommended by the Executive Committee; and
e. consider and recommend action to the convention body concerning proposed amendments to the Pilot International Bylaws.

SECTION 2. Meetings of the International Administrative Council. The International Administrative Council will meet prior to the Pilot International Convention. Special meetings may be held at the call of the President or of the Executive Committee.

ARTICLE XXV
Pilot International Leadership

The officers of Pilot International will be: President, President Elect, Vice President, Secretary, Treasurer and four (4) Directors.

SECTION 1. President. The President is the chief executive officer, exercising general supervision of the organization and will:

a. preside at business sessions of the international convention, meetings of the International Administrative Council, and the Executive Committee;
b. report on the work and state of the organization at the international convention and during the year as needed;
c. be authorized to call special meetings of Pilot international, the International Administration Council and the Executive Committee;
d. appoint special committees authorized by the Executive Committee or the International Administrative Council, and make appointments to fill vacancies. Serve without vote as a member of all committees appointed;
e. fill vacancies of international coordinators;
f. appoint, with the approval of the Executive Committee, persons to fill vacancies on the Executive Committee, in accordance with the bylaws;
g. serve as Chair of the Board of Trustees and preside at all Foundation meetings; and
h. perform other duties as required.

SECTION 2: <u>President Elect.</u> The President Elect will:

a. preside in the absence of the President;
b. make appointments for the following year including, but not limited to, Parliamentarian, Division Coordinators, Convention Chair, and special committees, and serve without vote on these committees;
c. serve as Vice Chair of the Board of Trustees; and
d. perform other duties as required.

SECTION 3: <u>Vice President.</u> The Vice President will discharge the duties assigned and serve as Secretary/Treasurer of the Board of Trustees.

SECTION 4. <u>Secretary.</u> The Secretary will:

a. record minutes of the meetings of the Executive Committee, International Administrative Council and convention meetings; and
b. perform other duties as required.

SECTION 5. <u>Treasurer.</u> The Treasurer will:

a. assure expenditures are made in accordance with the approved budget or special authorization by the Executive Committee;
b. serve as Chair of the Budget Committee and furnish the International Administrative Council the proposed annual budget and the audit report; and
c. perform other duties as required.

SECTION 6. <u>Directors</u>. A Director will perform assigned duties.

SECTION 7. <u>Terms.</u>

a. The President Elect becomes President at the close of the term.
b. The Vice President, Secretary, Treasurer and Directors will be elected for a term of one year, or until their successors assume office.
c. The Secretary, Treasurer and the Directors may serve two (2) consecutive terms.
d. Terms of office begin at the close of international convention.
e. An officer elected or appointed to a one-year term who has served more than six (6) months will have served one (1) term. An officer who has served less than one (1) term may seek reelection.
f. If a member of the Executive Committee is unable to perform duties of the office for a period of three (3) successive months, or is absent from two (2) of the required meetings, except in an emergency, the member will forfeit the office.15

SECTION 8. Qualifications. A nominee will:

a. be a dues paying member of a Pilot Club;
b. have served as a District Governor;
c. have served at least two (2) years on the Executive Committee if a candidate for Vice President or President Elect.
d. have fulfilled the commitments and obligations of any office to which appointed or elected; and
e. not serve as an International officer, District officer and/or a Club President at the same time.

ARTICLE XXVI
PI: Nominations, Election, Vacancy in Office

SECTION 1. Nominations. The Executive Committee will appoint by November 1, a Nominating Committee of three (3) to five (5) members. No two (2) will be members of the same District. The chairman will be designated by the Executive Committee. The committee will verify and present at least one (1) qualified nominee for each elected international office.

A Club may submit nominees to the Nominating Committee. Nominations may be made beginning in January. Each nominee will submit a completed qualification form to Pilot International Headquarters with an electronic or postmark deadline of at least seventy (70) days prior to the first day of international convention. Pilot International will send, either by electronic or postal mail, a copy of the qualification forms to each Pilot Club, the International Administrative Council and Past International President at least thirty (30) days prior to the first day of convention.

SECTION 2. Solicitation of Votes. No candidate for an elective office may campaign or solicit votes. No candidate for an elective office may have someone else campaign or solicit votes for them. A candidate may be disqualified if campaigning or solicitation for votes occurs.

SECTION 3. Election. Election of officers will be held at the international convention.

a. Unopposed nominees will be declared elected by acclamation by the Chair. All opposed nominees' names will appear on the ballot.
b. Election will be by a majority of ballots cast. If a runoff is necessary, the names of the two (2) nominees receiving the highest number of votes for each office will be placed on the ballot.
c. The voting body will be the delegates from the Clubs, the International Administrative Council and Past Pilot International Presidents.
d. When a convention cannot be held, election will be by postal mail and the results announced to the Clubs.

SECTION 4. Vacancy in Office.

a. President. A vacancy in the office of President will be filled by the President Elect assuming the duties of President.
b. President Elect. If a vacancy occurs in the office of President Elect, the vacancy will be filled by a postal mail vote of the Clubs from up to two (2) nominees submitted by the

Executive Committee. The nominee receiving the majority of the total number of votes cast will become President Elect.

c. Other Offices. Vacancies in other offices will be filled for the unexpired term by appointment of the President with the approval of the Executive Committee.

ARTICLE XXVII
PI: Executive Committee

The Executive Committee will be the elected officers: President, President Elect, Vice President, Secretary, Treasurer, and four (4) Directors and is the governing body of Pilot International. In addition, the Executive Director serves without vote.

SECTION 1. Responsibilities. The Executive Committee will administer the affairs of Pilot International, including the business, property, funds and investments. The Executive Committee will not incur indebtedness in excess of the estimated income of Pilot International for the current fiscal year, exclusive of restricted funds.

SECTION 2: Duties.

a. attend meetings of the Executive Committee, International Administrative Council and International Convention.
b. conduct business by alternative voting methods;
c. meet prior to and following the International Administrative Council meeting at the international convention and at least one other time during the year. Special meetings may be called by the President or five (5) members of the Committee;
d. approve applications for the organization of new Clubs and direct extension work;
e. employ an Executive Director (chief operating officer) and define the duties and fix compensation for the position;
f. consider convention sites and make recommendations to the International Administrative Council, set dates, approve the plans, budget and minutes of the convention;
g. make Executive Committee visits as assigned; and
h. perform other duties of their offices.

ARTICLE XXVIII
PI: Finances

SECTION 1. Fiscal Year. The fiscal year of Pilot International will be from July 1 through June 30.

SECTION 2. Depositories. The Executive Committee will designate depositories for the investment of Pilot International funds.

SECTION 3. Accounting. A proposed line item budget recommended by the Executive Committee shall be mailed, either by electronic or postal mail, to the International Administrative Council, Pilot Clubs and Past International Presidents, at least thirty (30) days prior to the first day of the annual convention. A line item budget shall be adopted by the voting body at the annual convention. A financial statement and a copy of the adopted line item budget will be provided annually to the

International Administrative Council, Pilot Clubs and Past International Presidents within sixty (60) days of the close of convention.

SECTION 4. Disbursements. Checks will require two (2) signatures as authorized by the Executive Committee. The Executive Director will authorize disbursements in accordance with the approved budget or special authorization of the Executive Committee.

SECTION 5. Annual Audit. The financial records of Pilot International will be audited annually by a certified public accountant.

ARTICLE XXIX
PI: Conventions and Other Meetings

SECTION 1. International Conventions.

a. Convention Title: The annual convention held by the organization shall be called and/or referred to as the Pilot International Annual Convention and Leadership Conference.

b. Registration Fees. The annual convention will be open to any member upon payment of a registration fee. The convention committee with the approval of the Executive Committee will set the registration fees.

c. Club Representation. Each Club should be represented and is entitled to one delegate and one alternate. A Pilot Club may be excused from representation at the international convention by the District Administrative Council.

The Club President will be the delegate and the President Elect will be the alternate. If either the President or President Elect is unable to attend, the Club will elect a Club delegate from among the members of their Club. Delegates will attend all business meetings and official functions and report to the Club.

d. Voting Body. The voting body will be the delegates from the Clubs, the International Administrative Council and Past Pilot International Presidents. Only delegates may introduce motions or vote, but any Pilot may speak to a motion.

ARTICLE XXX
PI: Divisions of Activity and Special Committees

SECTION 1. Divisions of Activity. The program of Pilot International will be accomplished through the divisions of activity and the international division coordinators will serve as liaison to the District division coordinators. District division coordinators will serve as liaison to Club division coordinators.

a. Membership. Responsible for activities related to attracting and retaining members; new member orientation and mentoring; organizing new clubs; and any other activities related to membership.

b. Fundraising. Responsible for activities that generate funds to finance Club operations, projects, and youth activities. Profits from fundraisers for designated service projects must be spent for that purpose.
c. Projects. Responsible for Pilot International endorsed projects; activities related to community service and improvement; and any other projects. The Executive Committee must approve any national or international project sponsored by a Club or District.
d. Anchor. Responsible for all activities related to Anchor.
e. Compass. Responsible for all activities related to Compass.
f. Leadership Development. Responsible for activities related to training of members and leadership development.

ARTICLE XXXI
Special Committees

SECTION 1. Budget Committee. This committee will consist of Treasurer (Chair), President, President Elect, and Vice President. The Executive Director will serve without vote.

SECTION 2. Convention Committee. This committee will assist the President in planning the international convention and submit the plans for approval to the Executive Committee.

SECTION 3. Grants Committee. This committee will consist of the Chair and three members to be appointed by the President with approval by the Executive Committee. The Committee will review applications received and submit a recommendation to the Executive Committee on which Grants should be funded in a ranked order.

SECTION 4. Scholarship Committee. This committee will consist of the Chair and three members to be appointed by the President with approval by the Executive Committee. The Committee will review applications received and submit a recommendation to the Executive Committee on which Scholarships should be funded in a ranked order.

SECTION 5. International Committee. This committee will advise the President and the Executive Committee regarding issues and concerns unique to Districts and clubs located outside the United States. The committee will consist of the Chair, a member from the COED District, a member from each District located outside the United States, and such other members as the President shall appoint. The members of this committee shall be appointed by the President with approval by the Executive Committee.

OTHER:

ARTICLE XXXII
Anchor Organization

Anchor Clubs may be sponsored or co-sponsored by a District, Pilot Club(s) or a Pilot member in accordance with the policies established by the Executive Committee of Pilot International and the bylaws governing these organizations.

Anchor Club is a service organization for students. Membership criteria will be established by the sponsoring Pilot Club, in accordance with applicable law.

Annual Pilot International dues for Anchor clubs will be established by the voting body at the international convention.

ARTICLE XXXIII
Compass Organization

A Compass Club is a community-based organization for young adults, ages 18-26 (ages 18-28 for Japanese young adults)**,** which will provide opportunities to participate in community service projects, develop leadership skills, and advance personal and professional goals. Compass Clubs will be governed by the bylaws of Pilot International.

Compass Clubs may be established by Pilot International in accordance with policies established by the Executive Committee of Pilot International and the bylaws governing these organizations.

ARTICLE XXXIV
Administrative Operations

SECTION 1. The Executive Director of Pilot International shall be employed by and report to the Executive Committee.

SECTION 2. The Executive Director shall be responsible for the day to day management of Pilot International Headquarters.

SECTION 3. The Headquarters of Pilot International will be located in Macon, Georgia.

ARTICLE XXXV
Official Records

SECTION 1. The membership rosters will be maintained by Pilot International Headquarters and will not be used for commercial or political purposes.

SECTION 2. Pilot International minutes are permanent records and will be retained permanently. Financial records will be retained for seven (7) years. Other records should be retained for at least five (5) years. All records will be retained at Pilot International Headquarters.

ARTICLE XXXVI
Alternative Voting

A vote by postal mail may be authorized by the Executive Committee who will prescribe the appropriate procedure. The following matters may be included: (1) election of officers; (2) amendments to bylaws; and (3) matters of policy or principle, or such other questions as may be authorized. The vote required for adoption is the same as prescribed in these bylaws.

ARTICLE XXXVII
Electronic Meetings

The Executive Committee, International Administrative Council and all Pilot International committees and subcommittees shall be authorized to meet by telephone conference or through other electronic communications media so long as all the members can simultaneously hear each other and participate during the meeting.

ARTICLE XXXVIII
Parliamentary Authority

The current edition of ROBERTS RULES OF ORDER, NEWLY REVISED will govern Pilot where they apply and are not inconsistent with these bylaws and any special rules of order which Pilot International may adopt.

ARTICLE XXXIX
Amendments

SECTION 1. These bylaws may be amended by a two-thirds (2/3) vote at any international convention with the following requirements. The proposed amendment will have been:

a. presented by a Club, a District, a District Administrative/Executive Council, the Executive Committee, or the International Administrative Council;

b. mailed, either by electronic or postal mail, to the Secretary of Pilot International and to the Executive Director of Pilot International postmarked no later than sixty (60) days prior to the first day of the Convention; and

c. mailed, either by electronic or postal mail, to each Pilot Club, the International Administrative Council, and Past International Presidents at least thirty (30) days prior to the first day of the Convention.

SECTION 2. Amendments to the bylaws will be effective at the close of the international convention unless a later date is stipulated by the voting body.