

Bylaws

(as approved 1 January 2010)

ARTICLE I. ORIGINAL PREAMBLE

ORDER OF DAEDALIANS 1934

We, a representative group of American World War I Pilots, now commissioned officers in the Air Corps, United States Army, in full realization of the constant lessening of our numbers due to the continued hazards of our calling and the advance of years; and in order to perpetuate the spirit of patriotism, the love of country, the memories, sad and pleasant, of our service during that period, and the high ideals of self-sacrifice which placed service to the nation above personal safety or position; and to further cement the ties of comradeship which bound us together at that critical hour of our nation's need, do ordain and establish, while invoking the blessings of Almighty God, the Order of Daedalians.

ARTICLE II. TENETS AND OBJECTIVES

2.01 TENETS: The Order of Daedalians, originally conceived as a military-fraternal organization of World War I commissioned military pilots of heavier-than-air powered aircraft and now known as the National Fraternity of Military Pilots, has established the following tenets for its membership:

FIRST: To place nation above self (patriotism).

SECOND: To be worthy of the trust and confidence of a fellow Daedalian (Personal Integrity and Character).

2.02 OBJECTIVES: The above Tenets are the basis for the following Objectives of the Order:

- Promote Air and Space power in support of National Defense;
- Assist in educating Americans to the advantages of Air and Space Power;
- Promote the rewards of a career in military aviation to young Americans;
- Honor the legacy of our Founder Members and all who have flown in defense of our Nation;
- Encourage and recognize improvements in Flight Safety, Weapons Development, Combat Support and the overall effectiveness of Air and Space Power
- Actively recruit qualified new members to perpetuate the traditions and prestige of the Order and accomplish its stated Objectives;
- Recognize exceptional performance by military pilots.

ARTICLE III. AUTHORITY AND OFFICES

3.01 AUTHORITY: The Order of Daedalians, Incorporated, formerly the Order of Daedalians, is a nonprofit corporation organized under Article 1396-3.02 of the Texas Nonprofit Corporation Act. Certificate of Incorporation and Articles of Incorporation were approved by the Secretary of State, State of Texas, 30 January 1976.

3.02 REGISTERED OFFICE AND AGENT: The registered office of the Order of Daedalians, Incorporated, shall be located in the State of Texas as a place designated by the Board of Directors. The registered agent at such location is the National Adjutant. The Board of Directors may, from time to time, change the registered office and/or the registered agent all within the State of Texas, in which event the Board of Directors, acting through the National Commander, shall forthwith notify the membership and the Secretary of State of Texas of such change in accordance with the law.

3.03 OTHER OFFICES: The Order may also have offices as such other places within and without the State of Texas as the Board of Directors may from time to time determine.

ARTICLE IV. MEMBERSHIP

4.01 CATEGORIES: The membership shall consist of the following categories:

- Founder Members
- Named Members
- Hereditary Members
- Honorary Members

(a). Founder Member: A person who, prior to 12 November 1918 as a commissioned officer in any component of the United States Armed Forces, held a rating as a military pilot of heavier-than-air powered aircraft.

(b). Named Member: A military pilot, of heavier-than-air powered aircraft in any component of the United States Armed Forces, who is or has been a commissioned or warrant/flight officer or Women Airforce Service Pilot (WASP) and who is accepted as a member to perpetuate the membership of a Founder Member. Only two Named Members are authorized for any one Founder Membership.

(c). Hereditary Member: A descendant, real or adopted, of a Founder Member. There is no limit to Hereditary Members authorized for any one Founder Membership.

(d). Honorary Member: A distinguished person who is not otherwise eligible for membership in the Order. The National Board of Directors screens recommendations and selects the nominee to be submitted to the vote of the active membership. At least three quarters of the votes cast must be in favor of the nominee's designation as an Honorary Member. The number of Honorary Members shall not exceed fifteen at any one time.

(e). Active Members: Active Members shall consist of the following dues paying or Life Members, eighteen (18) year of age or over:

- Named Members
- Hereditary Members

4.02 DESIGNATION, APPLICATION AND INDUCTION OF ELIGIBLES:

(a). Designation:

(1). All persons, who received military commissions and were rated as military pilots of heavier-than-air aircraft in any component of the United States Armed Forces, before 12 November 1918, are designated as Founder Members in the Order of Daedalians, Incorporated.

(2). Any military pilot of heavier-than-air powered aircraft in any component of the United States Armed Forces, who is or has been a commissioned or warrant/flight officer or WASP may be considered for a Named Membership in the Order of Daedalians, Incorporated.

(3). All descendants, real or adopted, of Founder Members are eligible to apply for Hereditary Membership in the Order of Daedalians, Incorporated.

(b). Applications:

(1). Descendants of Founder members may apply for Hereditary Memberships on the form prescribed by the National Staff for this purpose.

(2). Eligibles may apply for Named Memberships when nominated by a Daedalian. and their applications, on the form prescribed by the National Staff for this purpose , are endorsed by three additional Daedalians.

(3). Applications of eligibles nominated by members of a Flight shall be processed and screened by the appropriate Flight and forwarded to National Headquarters only if approved by the Flight Captain.

(4). Applications of eligibles nominated by members at-large shall be forwarded directly to National Headquarters.

(c). Induction: Upon approval of the application for membership in the Order of Daedalians,

Incorporated, by the National Staff, the new member will be formally inducted, when possible, at a meeting assembled by National Headquarters or an appropriate Flight. A meeting of at least three active members in good standing is required to conduct and witness an induction.

4.03 TRANSFER OF MEMBERSHIP: Membership in a specific Flight is determined by the member's place of residence. A permanent change of residence from one locality to another shall automatically transfer the member's Flight membership accordingly unless the member expresses in writing to National Headquarters his desire to continue his membership in a Flight other than that nearest his place of residence.

4.04 TERMINATION OF MEMBERSHIP:

(a). Resignation:

(1). A member in any category may resign from the Order by a letter to such effect, or any other form of actual notice, to the National Headquarters. Such resignation shall be effective upon receipt, or upon any time specified, without any requirement for formal acceptance.

(2). A member who resigns shall not be entitled to a return of any initiation fees or dues or donations of any kind.

(3). Upon termination of membership by resignation the member's Flight, if any, shall be notified.

(b). Failure to Pay National Dues: Any member who fails to pay annual National dues when due and remains delinquent in the payment of such annual dues for one year shall have his National membership terminated. The member's Flight, if any shall be notified of the membership termination.

(c). Termination of Membership by Action of the Board of Directors:

(1). By the affirmative vote of three-fourths of the members of the Board of Directors, the membership of any category member may be terminated for any one of the following causes or reasons:

(a). The member has been convicted of a felony in either a Federal or State Court of the United States;

or

(b). The member has been convicted in either a Federal or State Court of the United States or the court of a Foreign Government, of an offense involving "moral turpitude" as that term is defined in the laws of the United States;

or

(c). In any case, with or without civil or criminal trial, where the Directors within their judgment and discretion determine that under all the circumstances such a termination of Membership is in the best interest of the Order of Daedalians.

(2). If reasonably practicable, prior to consideration and vote on the issue, the member will be given written notice of the matter and a period of not more than thirty days in which to present to the Board written materials in his behalf, if any. A personal appearance before the Board shall not be permitted.

(3). (a). A member who has had his membership terminated under articles (1) (a) or (1) (b) of this subsection shall not be entitled to a return of any registration fees or dues or donations of any kind.

(b). A member who has had his membership terminated under article (1) (c) of this subsection shall be entitled to return of his paid annual dues, without interest, for the year in which his membership is terminated; and in the instance of a life member, shall be entitled to a return of his life membership payment, without interest.

(4). Upon termination, the former member and the Flight to which he belonged, if any, shall be advised of the termination without analysis of the reasons for such termination other than that it was by action of the Board of Directors.

4.05 REINSTATEMENT OF MEMBERSHIP: Members of the Order who have resigned their membership or have dropped from the roll for failure to pay annual dues may be reinstated through procedures established by the National Board of Directors.

4.06 MEMBERSHIP SERIAL NUMBERS:

(a). Founder Members: Serial numbers, starting with number 1, shall be assigned to Founder Memberships in the consecutive order of the initial acceptance into the Order of a member to fill a Founder Membership.

(b). Other members: Named and Hereditary Members shall be assigned the serial numbers of the Founder Membership under which they hold their membership. (Historical Note: Numbering was not initiated until 1950. The then active Founder Members were assigned numbers in alphabetical order.)

4.07 ANNUAL MEMBER MEETINGS: An annual meeting of the members of the Order shall be held between 1 May and 30 September at a place and at a time on a day to be selected by the Board of Directors and announced by the National Commander. At the meeting, the results of the written balloting for the election of officers to positions on the National Staff and Board of Directors shall be announced, and the members of the Order shall transact such other business as may properly be brought before the meeting.

4.08 SPECIAL MEETINGS: Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by statute, the Articles of Incorporation, or these Bylaws, may be called by the National Commander, the Board of Directors or not less than one-tenth of the active members in good standing. Business transacted at a special meeting shall be confined to the purpose or purposes stated in the notice of the meeting.

4.09 PLACE OF MEETINGS: Meeting of members of the Order shall be held at the time and place within or without the State of Texas stated in the notice of the meeting or in a waiver of notice.

4.10 NOTICE OF MEETINGS: Written or printed notice, stating the place, day and hour of the meeting, and in case of a special meeting, the purpose, or purposes, for which the meeting is called, shall be delivered not less than ten nor more than ninety days before the date of the meeting, either personally or by mail by/or at the direction of the National Commander, the National Secretary, or the officer or person calling the meeting, to each active member entitled to vote at the meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the member as his address as it appears on the records of the Order, with postage thereon prepaid.

4.11 QUORUM: Twenty-five percent of the active membership, physically present or represented by proxy at a meeting, shall constitute a quorum for the transaction of business. If a quorum is present at a meeting, the affirmative vote of a majority of the members present or represented by proxy and entitled to vote on the subject matter shall be the act of the membership unless otherwise provided by law, the Articles of Incorporation or these Bylaws.

4.12 ACTION WITHOUT A MEETING OR MEETING AND VOTING BY MAIL: Any action required by statute to be taken at a meeting of the members or any action which may be taken at a meeting of the members including, among other matters not specifically enumerated herein, amendments to the Articles of Incorporation, amendments to these Bylaws, election of National Officers and National Directors, and election of Honorary

Members may be taken in one of the following manners:

(a). Action Without a Meeting: Action may be taken without a meeting if a consent in writing setting forth the action so taken shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such consent shall have the same force and effect as an unanimous vote of the active members.

(b). Meeting and Voting by Mail: Action may be taken by members through the use of signed, printed or written ballots which, together with a description of the issues involved, are mailed or otherwise furnished by the National Headquarters to each and all active members in good standing not less than ten and not more than ninety days prior to the counting of such ballots unless otherwise provided by law, the Articles of Incorporation or these Bylaws. If mailed, such ballot shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the Order, with postage thereon prepaid.

(1). Unless otherwise provided by law, the Articles of Incorporation or these Bylaws, voting participation by fifty-one of the total active membership shall constitute a quorum for the purposes of a "Meeting and Voting by Mail".

(2). If a quorum through voting participation is obtained in a "Meeting and Voting by Mail", the affirmative vote of a majority of the votes cast shall be the act of the membership unless otherwise provided by law, the Articles of Incorporation or these Bylaws.

(3). In the event a quorum of fifty-one percent has not been obtained through ballots returned to the National Headquarters on the date the votes are to be counted, a grace period of an additional thirty days (before the vote count) may be granted by the National Commander to facilitate obtaining a quorum and determination of the issue.

4.13 VOTING: Unless otherwise provided in these Bylaws, only active members in good standing may vote.

ARTICLE V. ORGANIZATION OF THE ORDER

5.01 CORPORATE OFFICES: The corporate offices of the Order shall be known as National Headquarters of the Order of Daedalians, Incorporated, and shall be responsible for the conduct of the business of the order as a whole. It shall consist of a National Staff and the National Board of Directors.

5.02 ADMINISTRATIVE UNITS: In accordance with these Bylaws, administrative units, to be known as Flights, may be authorized by the National Headquarters in localities where sufficient members are present to warrant the establishment of a Flight, and the members of that locality so request. Flights will be numbered serially in order of their organization and issuance of a charter by the National Headquarters.

5.03. USE OF MILITARY INSTALLATIONS: Any unit of the Order located on a military installation will comply with the pertinent military regulations governing the operation of fraternal organizations on that installation.

ARTICLE VI. NATIONAL HEADQUARTERS ORGANIZATION, OFFICERS, STAFF, AND BOARD OF DIRECTORS.

6.01 LOCATION: The location of the National Headquarters shall be at Randolph A.F.B., Texas.

6.02. NATIONAL STAFF:

(a). Composition: the National Staff shall consist of the National Officers of the Order as follows:

(1). The National Commander, National Vice Commander, National Secretary, National Treasurer, and National Provost Marshal elected by the active membership as hereinafter provided.

(2). The National Adjutant, Judge Advocate, Historian and other officers appointed by the National Commander.

(b). Functions: The National Staff shall manage the affairs, funds and property of the National Headquarters; conduct the annual meeting of the Order; issue charters to Flights authorized by the National Board of Directors and implement plans and policies of the National Board of Directors. Duties of the National Officers shall be determined by the Board of Directors.

6.03 NATIONAL BOARD OF DIRECTORS:

(a). Composition: The National Board of Directors, chaired by the National Commander, shall consist of the following:

(1). Members of the National Staff elected by the active membership as hereinafter provided and the National Adjutant.

(2). Eight National Directors elected by the active membership as hereinafter provided;

(3). The most recent past National Commander who still maintains active membership in the Order.

(b). Functions: the National Board of Directors shall plan and determine policy for the Order in accordance with the intent of the Articles of Incorporation and these Bylaws, recommend requirements for membership, authorize the organization of new Flights and perform such other functions as the membership may delegate to it.

(c). Quorum: Eight members of the Board of Directors shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors except as may be otherwise specifically provided by law, the Articles of Incorporation, or these Bylaws. If a quorum is not present at a meeting of the Board of Directors, the Directors present may adjourn the meeting from time to time, without notice other than the announcement at the meeting, until a quorum is present.

6.04 TERM OF OFFICE: Failure to maintain active membership in the Order shall be tantamount to a resignation of office.

(a). Elected Officers, as stipulated in paragraph 6.02(1): Unless terminated by death, resignation or removal, elected officers as stipulated above, shall serve for one year or until their respective successors are elected or appointed and qualified.

(b). The eight elected Directors: Unless terminated by death, resignation or removal, elected Directors shall serve three-year terms of office, with approximately one-third of the terms ending each year, or until their respective successors are elected or appointed and qualified. Any of the eight elected National Directors may serve for two successive three-year terms after which a break of a minimum of one year is required before being eligible for re-election. Names of Directors on each Ballot shall include the year in which that Director's term of office ends.

(c). Appointed Officers: the officers appointed to the National Staff shall serve at the pleasure of the National Commander.

6.05 ELECTION OF NATIONAL OFFICERS AND NATIONAL DIRECTORS:

(a). Holding Office: Only active members in good standing shall hold office in the Order of Daedalians, Incorporated.

(b). Nominating Committee: At an appropriate time prior to the annual meeting of the Order, the National Commander shall appoint a Nominating Committee to select candidates for each

elected position on the National Staff and the Board of Directors to be filled in the National Headquarters at the next annual meeting.

(c). Election The election of National Officers and National Directors shall be by individual written and signed ballots in the general meeting of a "Meeting and Voting by Mail" as provided in Article IV, Section 4.12b of these Bylaws except as such procedure is specifically changed in this section.

(d). Ballots: Ballot forms prepared by National Headquarters shall contain:

(1). In regular order, a list of the National Staff and Director positions subject to election by the active membership, the names of all nominees for each such position and appropriate blank spaces for additional names to be written in under the title of each such position by the voting member.

(2). Spaces for the signature and membership number of the member completing the ballot.

(e). Procedure: A ballot form shall be mailed or otherwise furnished by the National Headquarters to each active member in good standing not less than sixty days prior to the annual meeting of the Order. No quorum shall be required, and a majority of the total votes cast shall determine the election to each National Staff and Director position. The results of the balloting shall be announced at the annual meeting of the Order, and the new National Officers and National Directors shall be installed at that time.

6.06 APPOINTMENT TO FILL VACANCIES: In the event of the death, resignation or removal from office of a National Officer or National Director of the Order, the remaining members of the National Board of Directors, by majority vote, are empowered to appoint an active member in good standing to fill that office for the remainder of the un-expired term.

6.07 REMOVAL OF NATIONAL OFFICERS AND NATIONAL DIRECTORS: Any National Officer or National Director may be removed for, or without, cause only upon individual written and signed ballots processed in the general manner of a "Meeting and Voting by Mail" as provided in Article IV, Section 4.12b of these Bylaws except as such procedure may be specifically changed in this section.

(a). Recommendations: Only removals recommended by a majority vote of the National Board of Directors or submitted to the National Commander over the signature of at least ten percent of the active members in good standing shall be placed before the membership of the Order for a vote.

(b). Procedure: The ballot form, mailed or otherwise furnished by the National Headquarters to each active member in good standing, shall contain the name of the National Officer or Director recommended to be removed, the effective date of such removal and a brief statement of the proponents' reasons for the recommended removal.

(c). Removal: No quorum shall be required, and a majority of the total votes cast shall determine whether the National Officer or National Director is removed.

6.08 REGULAR MEETINGS OF THE NATIONAL BOARD OF DIRECTORS: The regular quarterly meeting of the National Board of Directors normally shall be held on the fourth Thursday of January, April, July and October at the time and place designated by the National Commander.

6.09 SPECIAL MEETINGS OF THE NATIONAL BOARD OF DIRECTORS: Special meetings may be called by the National Commander, the National Vice Commander acting as the National Commander, or at the request of three or more members of the National Board of Directors.

ARTICLE VII. FLIGHTS

7.01 ORGANIZATION, ISSUANCE OF CHARTER AND FLIGHT ELEMENTS:

- (a). Organization: Active members residing contiguously may petition the National Headquarters for authorization to form themselves into an administrative unit to be called a "Flight".
- (b). Issuance of Charter: Upon approval by the National Staff, a charter will be issued bearing a numerical designation and a name selected by the Flight. (Example: 1st Flight [Founders]). No Flight shall be named in honor of a living person.
- (c). Flight Elements: Elements of an established Flight may be formed in contiguous areas. Organization and functions of the these Elements will be prescribed by the Flight in consonance with the Articles of Incorporation and these Bylaws.

7.02 FLIGHT MEMBERSHIP: Unless otherwise provided by the National Board of Directors, only members in good standing in the Order of Daedalians, Incorporated, may become members of a Flight. For Flight rebate program purposes membership in a particular Flight is determined by a member's place of residence.

7.03 FLIGHT OFFICERS: The officers of each Flight shall be a Flight Captain, a Flight Treasurer, and a Flight Provost Marshal elected by the members of the Flight and a Flight Adjutant appointed by the Flight Captain. A Vice Flight Captain and assistants to the other Flight Officers may also be elected if desired and approved by the Flight members.

7.04 ELECTION OF FLIGHT OFFICERS: Election of Flight Officers shall be in a manner prescribed by each Flight. Further, in the event of death, resignation or removal from office of a Flight Officer, the vacant position may be filled in accordance with procedures established by the Flight.

7.05 DUTIES OF THE FLIGHT OFFICERS:

- (a). Flight Captain: The Flight Captain shall preside at Flight meetings; appoint the committees required by these Bylaws and by the vote of the Flight; in conjunction with the other officers of the Flight, schedule the times and places of the regular Flight meetings and call special meetings as necessary; have general supervision over all matters pertaining to the Flight; insure that harmony is preserved and the rules of the Order enforced; and perform such other duties as may be required by the rules of the Order and by the members of the Flight.
- (b). Flight Adjutant: The Flight Adjutant shall preside at meetings of the Flight in the absence of the Flight Captain and the Vice Flight Captain; keep minutes of all meetings of the Flight; conduct the correspondence of the Flight and maintain records thereof; have charge of the seal, books, papers and records of the Flight and be prepared to immediately deliver such to his successor in office; and perform such other duties as may be required by the members of the Flight.
- (c). Flight Treasurer: The Flight Treasurer shall receive all moneys; pay all bills against the Flight for expenditures authorized by Flight action, or by vouchers signed by the Flight Captain or Flight Adjutant; keep account of all receipts and expenditures in accordance with generally accepted bookkeeping practices; be prepared at each Flight meeting to give a summary report of the condition of Flight funds; at such times as the Flight may require or the Flight Captain direct, present all records and vouchers as may be necessary to permit a proper audit of his account; and perform such other duties as may be required by the members of the Flight.
- (d). Flight Provost Marshal: The Flight Provost Marshal shall be responsible for advising the Flight membership on matters of the protocol of Flight meetings and the induction of

members into the Order; be responsible that only members and their guests attend Flight meetings and perform such other duties as may be required by the members of the Flight.

7.06 STATUS OF FLIGHT OFFICERS: Unless specifically authorized in these Bylaws or by the National Board of Directors, Flight Officers are not agents for and have no authority, expressed or implied, to act for or bind the Order of Daedalians, Incorporated, in matters of contract, and unless specifically directed, shall not serve as employees or servants of the Order of Daedalians, Incorporated.

7.07 FLIGHT MEETINGS: Each Flight shall hold at least one business meeting each year. Flights should also hold social meetings as determined by the Flight members.

ARTICLE VIII. REGISTRATION FEES, DUES AND FUNDS

8.01 REGISTRATION FEES: The registration fee for new members in the Order shall be set annually by the Board of Directors in the month of July to be effective January 1st of the following year.

8.02 NATIONAL DUES: National dues, payable direct to National Headquarters, shall be due and payable on the first day of each January. Amount of such dues shall be determined in the month of July by the National Board of Directors to be effective January 1st of the following year.

8.03 FLIGHT DUES: Flight dues, payable direct to a Flight, shall be due and payable on a date established by the Flight. Amount of such dues shall be determined by the Flight. These dues shall be used for the social and other activities of the Flight.

8.04 FINANCE COMMITTEES:

(a). Appointment: Within one month after their installation, the National Commander (for the Order) and each Flight Captain (for the Flight) shall appoint a standing Finance Committee to serve for one year.

(b). Duties: Finance Committees shall examine into, report on, and act in such matters of finance as may be directed. Finance Committees in the Flights shall review the accounts of the Flight Treasurer and all other Flight Officers or committees required to keep accounts and report thereon annually.

8.05 AUDIT: The National Commander shall have the accounts of the National Treasurer audited annually by a competent disinterested agency, and a report thereof shall be made to the membership.

8.06 NATIONAL BUDGET: The National Adjutant shall prepare and present a budget for the following year's operation for review and approval by the National Board of Directors. The budget shall be presented at the quarterly Board of Directors meeting which immediately precedes the beginning of the fiscal year.

8.07 FLIGHT FINANCIAL STATEMENTS: Each Flight Treasurer shall present a statement of the Flight's financial status to the Flight membership annually and at the request of the Flight Captain.

ARTICLE IX. GENERAL PROVISIONS

9.01 COMMITTEES: When necessary to carry on the work of the Order or a Flight, committees may be appointed by the National Commander or Flight Captain, respectively. Such committees, unless otherwise provided in these Bylaws, shall serve in an advisory capacity.

9.02 CORPORATE SEAL: The Corporate Seal of the Order shall contain the name of the Order, i.e., Order of Daedalians, Incorporated, and the name of the State of the Incorporation,

i.e., Texas. The seal may be used by impressing it, reproducing a facsimile of it, or as otherwise approved by the Board of Directors. The Corporate Seal may be altered by the Board of Directors at any time.

9.03 CREST: The Crest of the Order shall be gold in color and elliptical in form with the upper half heavily feathered and the lower half thinly feathered. The heavily feathered part is indicative of the large number of pilots who flew in the United States Armed Forces during World War 1; the thinly feathered part emphasizes that the hazards of their calling and the attrition of the years have resulted in a lessening of their number. This Crest shall bear the motto of the Order: "VOLABAMUS, VOLAMUS" (We flew, We fly), the first word appearing in the upper half of the Crest and the second word in the lower half.

9.04 AMENDMENTS TO BYLAWS: Except as noted below, all Articles and Sections of these Bylaws may be amended by a two-thirds majority vote of the Board of Directors. The following Articles and/or Sections shall be amended only upon individual written and signed ballots processed in the general manner of a "Meeting and Voting by Mail", as provided in Article IV, Section 4.12 of these Bylaws except as such procedures may be specifically changed by this Section:

Article IV, Section 4.01, Section 4.02, Section 4.12, and Section 6.05.

(a). Proposals: Only amendments proposed by a majority Vote of the National Board of Directors or submitted to the National Commander over the signatures of at least ten percent of the active members in good standing shall be placed before the membership of the Order for the vote.

(b). Procedure: The ballot form, mailed or otherwise furnished by the National Headquarters to each active member in good standing, shall contain the proposed amendment, or amendments, together with a full explanation of the effects of such amendment, or amendments, and shall provide a space for the signature and membership number of the voting member.

(c). Quorum: Voting participation by fifty-one percent of the active membership shall constitute a quorum and if a quorum through voting participation is obtained, the affirmative vote of two-thirds of the votes cast shall be required for amendment of these Bylaws.

9.05 AMENDMENTS TO ARTICLES OF INCORPORATION: The Articles of Incorporation may be amended upon vote of the active membership from time to time in the same manner and using the same procedures as is provided for the amendment of these Bylaws in Section 9.04 of this Article.

9.06 DISSOLUTION AND DISPOSITION OF ASSETS: In the event of the dissolution of the Order of Daedalians, Incorporated, and/or its National Headquarters, all funds and properties in the possession or under the supervision thereof, shall be transferred to the Daedalian Foundation, a nonprofit Texas Corporation.

9.07 RELATIONSHIP WITH DAEDALIAN FOUNDATION:

(a). Sponsorship: The Order of Daedalians, Incorporated, at the annual meeting held at Kelly AFB, Texas, on 11 April 1959, authorized and sponsored the Daedalian Foundation. The Foundation is incorporated to encourage educational, scientific and military pursuits which advance the Objectives of the Order.

(b). Organization: The Daedalian Foundation was chartered in the State of Texas on 24 April 1959, and is governed by Bylaws dated 30 July 1959 as amended.

(c). Foundation Support: Gifts, donations and bequests from members, other individuals, firm, and corporations, support a Daedalian Scholarship Program and the publication of the official

journal of the Order, the Daedalus Flyer, and other materials as may be required to conduct the affairs of the Order and the Foundation.

(d). The Board of Directors formulates and approves broad policy guidance for the Foundation consistent with the charitable purposes of the Foundation.

(e). A Nominating Committee as provided in Article VI, Section 6.05b of these bylaws shall nominate a candidate to be Chairman of the Board of Trustees of the Daedalian Foundation. Elections shall be conducted at the quarterly meeting prior to the annual member meeting and shall be by affirmative vote of two-thirds of the voting members present. The Chairman's term of office shall be one year.

(f). The National Commander shall appoint a Nominating Committee consisting of members of the Board of Directors and Board of Trustees to select candidates to serve on the Foundation Board of Trustees. Election to be conducted at the quarterly meeting prior to the annual member meeting and will be by affirmative vote of two-thirds of the voting members present.

9.08 BOOKS AND RECORDS: The Order shall keep correct and complete books and records of account to include the minutes of its Member and Board of Directors meetings and, at its registered office or principal place of business, a record of its members, giving their names, addresses, category of membership and other information necessary to the operation of the Order.

9.09 FISCAL YEAR: The fiscal year of the National Headquarters shall be fixed by resolution of the National Board of Directors.

9.10 INDEMNIFICATION OF OFFICERS, DIRECTORS, EMPLOYEES AND AGENTS:

(a). The Order of Daedalians, Inc. shall indemnify to the full extent permitted by law any person who is made, or threatened to be made, a party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he, his testator, or intestate is or was an officer, director, employee or agent of the said Order or serves or served any other enterprise at the request of the said Order.

(b). The Order of Daedalians, Inc. shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the said Order, or is or was serving at the request of the said Order as an officer, director, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against the said person and incurred by the said person in any such capacity or arising out of the said person's status as such, whether or not the said Order would have the power to indemnify the said person against such liability under the provisions of law.

9.11 RESIGNATION: Any National Officer, National Director, committee member or agent may resign by giving written notice to the National Commander or National Vice Commander. The resignation shall take effect at the time specified therein or immediately if no time is specified. Unless otherwise specified therein. The acceptance of such resignation shall not be necessary to make it effective.