BYLAWS

OF

THE DAEDALIAN FOUNDATION

Preamble: History of Bylaws and Amendments

The Daedalian Foundation was chartered in the State of Texas on 24 April 1959. Its Bylaws were approved by the Foundation Board of Trustees on 30 July 1959, then amended by the Board on 21 January 1960; 10 February 1977; 24 May 1980; 14 May 1982; 1 September 1983; 29 July 1987; 9 February 1989; 31 October 1991; and 14 May 1992. The Bylaws were again amended by joint action of the Boards of the Order of Daedalians, Inc., and the Foundation on 14 January 1993; 26 January 1995; 12 October 2000; 18 July 2013; and 14 February 2022.

ARTICLE I: Foundation Name and Authority

The name of the Foundation shall be the Daedalian Foundation ("The Foundation"). The Foundation is organized under the laws of the State of Texas.

ARTICLE II: Mission

Inspire and empower America's youth to become military aviators.

ARTICLE III: General Organizational Structure and Board of Trustees

Section 1. The Foundation, founded by the Order of Daedalians, Inc. ("the Order"), shall be operated not for profit. No part of the capital or earnings of the Foundation shall inure to the benefit of any member of the Order or any other individual, except as may be necessary for carrying out the objectives and purposes of the Foundation. None of the Foundation's activities shall be employed to influence legislation or intervene in any political campaign.

Section 2. The Foundation shall have no members.

Section 3. The Foundation shall be governed by a Board of Trustees ("the Board"). Except as expressly provided elsewhere in these Bylaws:

3.1. The Board may conduct regular business only when a quorum of Trustees is present at a properly called meeting of the Board.

3.2. A quorum shall exist when a majority of all Trustees duly confirmed by the Board and sworn are present at the meeting.

3.3. A Trustee shall be considered present at the meeting if attending in person or participating through real-time video or telephonic communication that enables all meeting participants to hear one another.

3.4. Unless a Trustee recuses themself or is otherwise deemed ineligible to vote on a particular motion or matter, each Trustee present at a properly called meeting of the Board shall be entitled to cast one vote on any motion or matter before the Board. Except that the Chairman shall vote only to break a tie, create a tie or when such a vote is necessary to reach a voting threshold specified in these Bylaws (*e.g.,* presuming a quorum, two-thirds of the Trustees present and eligible to vote). Proxy voting or voting by written ballot shall not be allowed. However, reasonable accommodation shall be made for voting through real-time video or telephonic communication that enables all meeting participants to hear one another.

3.5. Presuming a quorum, a motion or matter properly before the Board—including the confirmation of Trustees, Officers, or the Executive Director—shall pass by the affirmative vote of a majority of Trustees present and eligible to vote, unless a different threshold is established by these Bylaws.

3.6. On motion of the Chairman and with the affirmative vote of a majority Trustees present and eligible to vote, the Board may enter into Executive Session. During Executive Session, only Trustees duly confirmed by the Board and sworn may be present, unless the Board expressly invites additional persons to attend for a stated purpose. Any individual so invited shall be excused at the conclusion of such purpose.

ARTICLE IV: Chairman

Section 1. The Foundation shall be overseen by a Chairman, selected from members of the Order and appointed by the Order's Board of Directors. The Chairman shall have no term limit and shall serve exclusively at the pleasure of the Order's Board of Directors.

Section 2. The Chairman is a Trustee and voting member of the Foundation's Board of Trustees and a Director and voting member of the Order's Board of Directors. The Chairman shall be vested with the same rights and privileges as all other Trustees and Directors. The Chairman shall preside over meetings of the Foundation's Board of Trustees.

ARTICLE V: Executive Director

Section 1. An Executive Director of the Foundation shall be nominated by the Chairman and, presuming a quorum, confirmed by the affirmative vote of a majority of Trustees present and eligible to vote. The Executive Director need not be a member of the Order.

Section 2. The Executive Director shall have no term limit, holding their position until resignation, replacement, or removal. Presuming a quorum, the replacement or removal of the Executive Director requires the affirmative vote of a majority of Trustees present and eligible to vote.

Section 3. The Executive Director shall serve as the Foundation's Chief Executive Officer and state registered agent. The Executive Director shall implement the decisions and directives of the Board,

shall be responsible for the Foundation's daily operations, and shall perform such additional duties and responsibilities as may be assigned by the Chairman.

Section 4. The Executive Director shall have the duty, responsibility, and authority to lead and manage the paid staff of the Foundation in the conduct of their day-to-day duties. Subject to prior consultation with, and advance approval by the Chairman, the Executive Director shall have the authority to hire and fire the paid staff of the Foundation, and to determine appropriate compensation and benefits for each staff member, within the limits of the budget approved by the Board. The agreed terms of each staff member's compensation and benefits shall be included in the Foundation's budget.

Section 5. The Executive Director shall not be a Member of the Board of Trustees and shall have no vote on any matter before the Board. Notwithstanding the foregoing, and except as the Chairman may direct, the duties of the Executive Director include preparing and circulating notices, agendas, reports, and other materials necessary for meetings of the Board, in coordination with the Chairman. The Executive Director shall attend all meetings of the Board, except when the Board enters Executive Session, in which case the Executive Director shall be excused, unless otherwise invited by the Board to attend the Executive Session for a stated purpose. If so invited, the Executive Director shall be excused from the Executive Session at the conclusion of such purpose.

Section 6. Annually, the Executive Director shall ensure the conduct of a financial audit of the Foundation by an independent certified public accountant. The Executive Director shall distribute the complete "Independent Auditor's Report," including both the auditor's opinion and management reports, to the Trustees in sufficient time to permit their substantive review of these documents before the Foundation's End-of-Year Meeting.

Section 7. The Executive Director shall be responsible for ensuring the preparation of the Foundation's IRS Form 990, reviewing it for accuracy, and providing it (as it will be submitted to the IRS) to the Trustees. The Executive Director shall distribute the final IRS Form 990 and attachments to the Trustees in sufficient time to permit their substantive review of the documents before the Foundation's End-of-Year Meeting.

ARTICLE VI: Trustees

Section 1. Including the Chairman, the Board shall be composed of not less than three or more than seventeen Trustees. The Board shall govern and oversee the Foundation's affairs, financials, and administration in accordance with Federal law, Texas law, and these Bylaws.

Section 2. The term of each Trustee shall be three years. The Board should endeavor to stagger the appointment of Trustees so that approximately one-third of the total number of Trustee positions become vacant each year. Trustees are generally expected to serve no more than two consecutive terms. Notwithstanding the foregoing, on a case-by-case basis, and when in the interests of the Foundation, the Chairman may nominate, and the Board may confirm a Trustee to an additional term or terms.

Section 3. New Trustees shall be nominated by the Chairman from among members of the Order, and presuming a quorum, confirmed by the affirmative vote of a majority of Trustees present and eligible to vote.

Section 4. The Chairman shall swear in new Trustees confirmed by the Board at the Foundation's End-of-Year Meeting. A Trustee shall be vested with all rights and privileges of a Trustee immediately on being sworn. Any Trustee not sworn in at the End-of-Year Meeting shall be sworn in by the Chairman at the time of confirmation by the Board or at the next regular meeting of the Board following confirmation.

Section 5. All Trustees shall be vested with the same rights and privileges as provided in these Bylaws.

Section 6. Presuming a quorum, any Trustee, other than the Chairman, may be removed by the affirmative vote of two-thirds of the Trustees present and eligible to vote. Further, a Trustee may resign at any time by delivering written or electronic notice of resignation to the Chairman. In the event of the death, removal, or resignation of a Trustee, the Chairman may nominate from among members of the Order, and the Board may confirm an interim Trustee to fill the vacancy for the remainder of the original Trustee's term. Service as an interim Trustee for a partial term shorter than eighteen months shall not count towards the general term limit set forth in Section 2 of this Article.

Section 7. All Trustees are expected to make an annual charitable contribution to the Foundation.

ARTICLE VII: Vice Chairman and Deputy Chairmen

Section 1. The Chairman shall appoint, from among the Trustees duly confirmed by the Board and sworn, a Vice Chairman, who shall assist the Chairman in the performance of duties and act on the Chairman's behalf in the Chairman's absence. Provided the Vice Chairman remains a Trustee, the Vice Chairman shall have no term limit and shall serve at the pleasure of the Chairman.

Section 2. The Chairman shall nominate from among the Trustees an appropriate number of Deputy Chairmen to meet the needs of the Foundation. Deputy Chairman positions may include, but are not limited to:

- Deputy Chairman – Finance
- Deputy Chairman – Communications
- Deputy Chairman – Scholarships
- Deputy Chairman – Flying Training
- Deputy Chairman – New Initiatives
- Deputy Chairman – Development (Fundraising & Partnerships)
- Deputy Chairman – Legal. The Deputy Chairman – Legal need not be a Trustee.

Section 3. The Deputy Chairman – Legal excepted, provided a Deputy Chairman remains a Trustee, they shall have no term limit and their term as a Deputy Chairman shall expire not later than the End-of-Year Meeting of their last year of service as a Trustee. Not later than 30 days before each End-of-Year Meeting, the Chairman shall nominate to the Board one or more individuals to serve as Deputy Chairmen, as necessary to fill any Deputy Chairman positions anticipated to become vacant during the forthcoming year, as well as any additional Deputy Chairman positions the Chairman elects to create. Any nomination to fill a newly created Deputy Chairman position shall be accompanied by a statement of the title, duties, and responsibilities associated with such position.

Presuming a quorum at the End-of-Year meeting, the slate of new Deputy Chairmen shall be confirmed *en bloc* by the affirmative vote of a majority of Trustees present and eligible to vote. By request of any Trustee present at the End-of-Year Meeting, the Board shall consider and act on the nomination of any new Deputy Chairman on the slate on an individual basis.

Section 4. Presuming a quorum, Deputy Chairmen may be nominated and confirmed at any meeting of the Board, by the affirmative vote of a majority of Trustees present and eligible to vote. All Deputy Chairmen serve at the pleasure of the Chairman. The resignation, replacement, or removal of a Deputy Chairman shall not, by itself, affect that individual's status as a Trustee, as applicable.

Section 5. The positions of Vice Chairman and Deputy Chairmen afford the incumbents no special rights or privileges.

Section 6. Subject to coordination with, and prior approval by the Chairman, a Deputy Chairman may establish a Committee to assist in the execution of that Deputy Chairman's duties and responsibilities. The members of any such committee shall be drawn from the pool of other Trustees and/or members of the Foundation's staff.

ARTICLE VIII: Meetings

Section 1. The Board shall hold regular meetings. Board meetings may be scheduled in conjunction with Order meetings and events.

1.1. The Board's primary business meeting shall be the End-of-Year Meeting, held each Fall, at which the following matters shall be considered and voted on in accordance with these Bylaws:

- Board action on the nominations of new Trustees and Deputy Chairmen.
- Presentation by the Executive Director and Board action on the Foundation budget for the forthcoming fiscal year.
- Presentation by the Executive Director and Board action on the most recent complete "Independent Auditor's Report" and the Foundation's IRS Form 990 (as it will be submitted to the IRS).
- Presentation by the Executive Director of an annual report – compiled with the input of Trustees and Foundation staff – summarizing the Foundation's operations, programs, and accomplishments for the fiscal year most recently concluded.
- Presentation by the Executive Director of a roster of Foundation Trustees and staff for the forthcoming fiscal year.
- Other business properly before the Board.

1.2. The Board shall hold a business meeting each Spring and an Annual Meeting each summer.

1.3. Emergency Meetings of the Board may be called by the Chairman, or at the written or electronic request of at least three Trustees to the Chairman. Emergency Meetings shall be held not later than fifteen days after the Chairman's call or Trustees' request. The Chairman shall determine and communicate to all Trustees the time, place, and manner of any Emergency Meeting by written or electronic notice, at least three days in advance.

Section 2. Emergency Meetings excepted, each Board meeting shall be held at the time and place and in a manner determined by the Chairman and communicated by the Executive Director to all Trustees by written or electronic notice, at least thirty days in advance.

Section 3. Notwithstanding Section 1 of this Article, and presuming a quorum, the Board may address any motion or matter and any business before the Board at any properly called meeting.

ARTICLE IX: Budgets

Section 1. Annually, the Executive Director shall draft the Foundation's budget for the coming fiscal year, spanning January 1 through December 31. In drafting the budget, the Executive Director shall solicit appropriate input from and coordinate with Trustees, Deputy Chairmen, and Foundation staff. The Executive Director shall distribute a final draft budget to the Trustees in sufficient time to permit their substantive review of and comment on the draft before the Foundation's End-of-Year Meeting.

Section 2. Presuming a quorum, the final budget shall be approved by the affirmative vote of a majority of Trustees present and eligible to vote.

ARTICLE X: Financial Management

Section 1. The Foundation shall utilize a modified cash basis accounting system. All financial assets shall be managed within an unrestricted operating fund, which shall receive all income derived from investments, donations, bequests, sponsorships, payments for services rendered, advertising, and the Century Club Trust ("the Trust").

Section 2. Established by the Foundation, the Trust provides income to the Foundation's unrestricted operating fund. The Trust was funded through specifically designated contributions but is now closed to new donations and resides outside of the Foundation's assets. The Chairman, or his designee(s), shall review the Trust annually to determine if the performance of the Trust meets expectations. The Board shall have full authority to transfer the Trust into the Foundation's assets.

Section 3. All gifts, contributions, or bequests from persons, firms, or corporations to the Foundation shall be irrevocable as set forth in law or on receipt by the Foundation.

Section 4. The Deputy Chairman – Finance shall monitor the Foundation's assets and investments, ensuring diversification from risk and shall regularly communicate with the Foundation's financial advisors. The Deputy Chairman – Finance shall present a financial report to the Board at each properly called Board meeting and regularly provide Trustees with sufficient information and documentation to support informed financial decision-making. Such information and documentation include:

- Statement of Financial Position
- Statement of Activities
- Statement of Functional Expenses
- Statement of Cash Flows
- Any Notes to Financial Statements
- Any Additional Documents as Required

ARTICLE XI: Indemnification and Indemnity Insurance

Section 1. The Foundation shall indemnify and defend to the fullest extent permitted by law, any person, their heirs, agents or assigns, or the estate of such person, who is made, or is threatened to be made, a party to any claim, action, suit, or proceeding (civil, criminal, administrative, or investigative) because they are or were a Trustee; Deputy Chairman; staff, employee or agent of the Foundation; or serve or served in any other capacity at the Foundation's request.

Section 2. The Foundation may purchase and maintain insurance on behalf of any person who is or was a Trustee; Deputy Chairman; staff, employee, or agent of the Foundation; or who is or was serving in any other capacity at the Foundation's request, against any liability asserted against them or arising out of their status as such, whether or not the Foundation would have the power to indemnify and defend them against that liability under law.

Section 3. Annually, all Trustees; Deputy Chairmen; and Foundation staff shall review and certify in writing their receipt and understanding of, and promise to comply with, the Foundation's Conflict of Interest and Fiduciary Duty policies.

ARTICLE XII: Bylaws

Section 1. Except as set forth in Section 2 of this Article, presuming a quorum, these Bylaws may be altered, amended, or changed only by the affirmative vote of two-thirds of Trustees present and eligible to vote.

Section 2. The following articles and sections of these Bylaws may be altered, amended, or changed only by the unanimous vote of all Trustees:

- ARTICLE I
- ARTICLE III
- ARTICLE IV
- ARTILE VI, Section 1
- ARTICLE XII

Section 3. These Bylaws shall supersede all other Foundation policies, procedures, and agreements. Policies, procedures, and agreements prepared by Foundation Trustees, Deputy Chairmen, and staff, including those prepared in conjunction with the Order, shall conform to, and may not conflict with, these Bylaws. All Foundation policies, procedures, and agreements shall be provided to the Executive Director and entered as Letters of Record. The Executive Director shall provide a copy of any new Letter of Record to the Trustees within 30 days.

ARTICLE XIII: Dissolution and Disposition of Assets

Section 1. A merger of the Foundation, or the sale, lease, exchange, or other disposition of all or substantially all of the Foundation's property and assets, may be made only by the unanimous vote of all Trustees.

Section 2. In the case of a dissolution, the assets of the Foundation shall be equally divided among the United States service academies (United States Military Academy, United States Naval Academy, United States Air Force Academy, United States Coast Guard Academy, and United States Merchant Marine Academy) for the advancement of aviation programming.

As amended: February 11, 2026

CHAD T. MANSKE
Brigadier General, USAF (Ret)
Chairman, Board of Trustees