

**BYLAWS
of
WILLIE FLIGHT 82
ORDER OF DAEDALIANS**

ARTICLE I. FOUNDING

1.01 This organization was founded 14 April 1982 as reflected in its original constitution by charter of the National Organization of the Order of Daedalians. These bylaws accompany the Articles of Incorporation originally signed 4 February 1997. The incorporation regularizes the business of the 82nd Flight inasmuch as it no longer receives USAF sanctions and support following the closing of Williams Air Force Base and further provides for not-for-profit tax status to support fund raising for educational veterans benefit purposes.

ARTICLE II. TENETS AND OBJECTIVES

2.01 The tenets and objectives of Willie flight are the same as the national organization with special emphasis on support and encouragement of young people through educational efforts.

ARTICLE III. AUTHORITY AND OFFICES

3.01 Willie Flight 82 is chartered by the Order of Daedalians, Incorporated, a Texas organization, and is itself incorporated in the State of Arizona, Maricopa County for its chartered purposes.

3.02 The registered office of Willie Flight 82, Order of Daedalians, Incorporated, shall be located in the State of Arizona at a place designated by the Board of Directors. The Statutory Agent shall be designated by the Board of Directors from time to time which shall notify the Arizona Corporation Commission, the National Order of Daedalians and the membership of any changes.

ARTICLE IV. MEMBERSHIP

4.01 Membership in Willie Flight 82 is restricted to members of the National Order of Daedalians, Incorporated and observes the classes and categories of membership designated by the National organization. Membership in Willie Flight 82 shall normally include those residents in the Willie Flight geographical area as agreed to by the National Order and other Daedalian flights in the area.

4.02 To be in good standing, the member must be in good standing with the National Order and be current in local flight dues. All members in good standing have the right to vote and to hold office in the Flight.

4.03 Designation and application of prospective members shall be in accordance with current National Bylaws. Flight 82 policy requires prospective members to attend two Flight meetings before the membership application is accepted locally. Exceptions may be granted by the Board of Directors. Upon receiving membership acceptance notification from the National Order, the Flight Captain will install the new member at the next convenient Flight meeting, including minimally (but not limited to) the recitation of the "Oath of a Daedalian."

ARTICLE V. FINANCE

5.01 Flight dues shall generate funds for general operating expenses for the flight. Additionally, donations for scholarship funds and other worthwhile purposes may be solicited or assessed on a regular basis in furtherance of the Flight objectives and goals. Flight dues are payable on the first day of January each year.

5.02 Annual flight dues will be determined each year by the Board of Directors after reviewing the next year's budget and determining each member's share in recommended costs. The Board of Directors will then present the recommendation to the general membership for approval at the Annual Business meeting. A majority of members present shall be sufficient to approve the dues and assessment amounts for the following year. The fiscal year shall be the calendar year.

5.03 Reminder notices will be sent to members delinquent with dues; members with unpaid dues by 31 March will be dropped from Flight membership on 31 March. A former member may be reinstated with payment of all dues missed and a \$5.00 penalty.

5.04 If this organization is dissolved or terminated, its assets will be given to the Daedalian Foundation or any other suitable charitable organization.

5.05 The financial records of this organization will be reviewed at least once each fiscal year by a qualified individual. Such review will be documented by a treasurer's report to be included in the minutes of the annual business meeting. An additional review may be requested by the incoming treasurer.

ARTICLE VI. ORGANIZATION

6.01 Elected officers are the Flight Captain, Vice-Flight Captain, Treasurer and Provost Marshal. The Flight Captain appoints the Adjutant who is also a voting officer.

6.02 The Board of Directors is composed of all current officers and the former Flight Captains of Willie Flight 82.

6.03 All business by the Board of Directors is governed by the latest edition of *Robert's Rules of Order* unless otherwise specified in these bylaws, corporate charter or applicable public laws. A simple majority of all those present is sufficient to carry the motion or question. A quorum is any five members.

6.04 Duties of the Officers and Committees are as prescribed in the National Order of Daedalians by-laws and such other duties as requested by the Flight Captain.

6.05 The Flight Captain will appoint members to standing committees for finance and nominations. The Finance Committee is chaired by the Treasurer and the Nominating Committee is chaired by a past Flight Captain appointed by the Flight Captain. These Committees report to the Board of Directors with observations and recommendations no later than the Board of Director's October meeting. A committee quorum is three members.

6.06 Specific duties and procedures of the officers and committee chairs will be maintained in writing by the committee chairmen and officers and reviewed and approved at least once each year by the Board of Directors.

ARTICLE VII. MEETINGS

7.01. The Board of Directors will meet at the call of the Flight Captain and annually each October to review the affairs of the Flight and to make a report to the membership at the November general membership meeting.

7.02 The November membership meeting will be the annual Business meeting for the Flight. Election of officers for the next calendar year and other business as may be necessary, such as, approval of Flight dues and assessments for the next calendar year, are conducted at this meeting.

7.03 Installation of officers will take place no later than the December membership meeting. The terms of office for the officers are 1 January to 31 December each calendar year or until their successors have been elected. No Flight Captain may serve more than two consecutive terms.

7.04 All Board of Director meetings are open to the general membership for comment, but not for voting.

7.05 Monthly general membership meetings may be suspended during the summer months; spouses shall be permitted to attend flight meetings when approved by the Board of Directors for a specific event.

ARTICLE VIII. INDEMNIFICATION OF OFFICERS, EMPLOYEES AND AGENTS

8.01 Willie Flight 82 Order of Daedalians 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 Flight or serves or served any other enterprise at the request of the said Flight.

8.02 Willie Flight 82, Order of Daedalians, Inc. shall have the power to purchase and maintain insurance on behalf of any person who is or was an officer, director, employee or agent of the said Flight, or is or was an officer, director, employee or agent of the said flight, or is or was serving at the request of the said Flight 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 Flight would have the power to indemnify the said person against such liability under the provisions of law.

ARTICLE IX. AMENDMENTS

9.01 These bylaws may be amended at any membership meeting by a two-thirds (2/3) vote of the Members present, provided the proposed amendment has been introduced at a previously scheduled Flight meeting and published in at least one flight newsletter before being placed before the membership for a vote.