



## BYLAWS of DAEDALIANS FLIGHT 21 INC

### TABLE OF CONTENTS

- Article I – NAME & PURPOSE
- Article II – TENETS & OBJECTIVES
- Article III – AUTHORITY & OFFICES
- Article IV – BOARD OF DIRECTORS
- Article V - MEMBERSHIP
- Article VI – FLIGHT OFFICERS
- Article VII – COMMITTEES
- Article VIII – SOLICIATION OF CONTRIBUTIONS
- Article IX - FINANCIAL
- Article X – DISSOLUTION
- Article XI - AMENDMENTS
- Article XII – CERTIFICATION

### PARENT ORGANIZATION

ORDER OF DAEDALIANS, a Texas Corporation  
DAEDALIAN FOUNDATION  
PO Box 249 JBSA-Randolph, TX 78148

REFERENCE: ORDER of DAEDALIANS FLIGHT MANUAL 2023

## BYLAWS

### ARTICLE I: NAME AND PURPOSE

- 1.1 Name. The name of this corporation shall be DAEDALIANS FLIGHT 21 INC, a Florida not-for-profit corporation. DBA “Order of Daedalians Shangri-La Flight 21”.
- 1.2 Purpose. The corporation is established to educate, inspire, and empower America’s youth to become military aviators.
- 1.3 Charitable. All activities are exclusively for charitable educational purposes.
- 1.4 Powers. The corporation shall have the power, directly or indirectly, alone or in cooperation with others, to do any lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is established.

### ARTICLE II: TENETS AND OBJECTIVES

The corporation is a chartered administrative unit, “FLIGHT21”, of the ORDER OF DAEDALIANS and DAEDALIAN FOUNDATION (both corporations of Texas). As such, Flight 21 supports the Tenets, Mission, and Objectives of the parent organizations.

Except as note herein, the bylaws of the ORDER OF DAEDALIANS shall govern the operation of this corporation, Flight 21. (Reference: Daedalians Flight Manual 2023).

## ARTICLE III: AUTHORITY AND OFFICES

3.1 DAEDALIANS FLIGHT 21 INC, aka SHANGRI-LA FLIGHT 21, is a not-for-profit corporation in the State of FLORIDA established on October 12, 2023, with the Secretary of State.

3.2 Registered Agent at time of filing is the Flight Treasurer. The board may change the registered agent by notifying the Secretary of State of such change in accordance with Florida law.

## ARTICLE IV: BOARD of DIRECTORS

4.1 Board of Directors (BoD) shall be the elected officers of Flight Captain, Flight Adjutant, Flight Treasurer, Flight Proost Marshall, and the Chairmen of Standing Committees.

4.2 Compensation. Directors shall receive no compensation for carrying out their duties as directors. Reimbursement for expenses incurred in conjunction with board functions may be authorized by the board.

4.3 Remuneration. Directors are not restricted from being remunerated for professional services provided. Such remuneration must be approved by the board and be in accordance with state law.

4.4 Regular Meetings. The board shall meet at least six (6) times annually at the discretion of the Flight Captain. All deliberations are open to the public and minutes are available upon request.

4.5 Quorum. A simple majority of the currently serving members of the board shall constitute a quorum. Votes on matters before the Board shall be decided by simple majority. Absentee voting shall not be permitted.

4.6 Special Meetings of the Board of Directors may be called by the Flight Captain.

## ARTICLE V: MEMBERSHIP

5.1 Membership Categories are as defined by the ORDER OF DAEDALIANS bylaws.

5.2 Application for membership shall be in accordance with the ORDER OF DAEDALIANS guidelines.

5.3 Nondiscrimination Policy. Flight 21 shall not discriminate on the basis of race, creed, gender, age, physical disability, political affiliation, or religion.

5.4 Honorary. The BoD may grant Honorary Membership to individuals in recognition of their service to the Nation, the military aviation community, or the Order of Daedalians.

5.5 Friend of Flight (FoF) membership may be granted by the BoD to persons that offer significant benefit to the Flight. FoF membership must be renewed annually and dues paid as a Flight Member. FoF members are not eligible for Flight Officer positions.

5.6 Membership Dues shall be determined by the BoD and paid annually by Flight Members to remain in "good standing." Failure to pay dues for more than 12 months will result in suspension of Membership and privileges.

## ARTICLE VI: FLIGHT OFFICERS

6.1 Qualification. Only Flight Members in "good standing" are eligible to hold office.

6.2 Election. The Nominating Committee Chairman will forward candidates for Flight Officer positions to the BoD by 1 November each year as required to fill expiring Flight Officer terms. The BoD will elect Officers in November for publication at December Flight Meeting.

6.3 Term of Office is 2 years. There is no maximum number of Terms that a Flight Officer may serve.

6.4 Due Diligence. All officers shall discharge their duties in good faith; with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and in a manner the officer believes is in the best interests of the Flight.

6.5 Duties As described in the reference DAEDALIANS FLIGHT MANUAL

6.6 Appointments. The board may appoint additional officers as it deems expedient for the conduct of Flight operations.

6.7 Vacancies. A vacancy in the office of the Flight Captain shall be filled automatically by the Flight Adjutant. Vacancies in other offices may be filled by appointment of the Flight Captain and approval of the board. The appointment shall be for the remainder of the Term of the outgoing Officer.

6.8 Removal and Resignation. Officers may be removed for lack of participation in more than three (3) board meetings per year or for inappropriate behavior as determined by the Flight Captain.

## ARTICLE VII: COMMITTEES

7.1 Standing Committees shall be Membership, Daedalian Flying Training (DFT), Scholarship, Finance, and Nominating.

7.2 Special Committees may be established at the order of the Flight Captain.

## ARTICLE VIII: SOLICITATION OF CONTRIBUTIONS

8.1 Educational Programs. Daedalian Flying Training and College Scholarships

8.2 Authorization. Approval to solicit contributions shall be obtained from the FL Dept of Agriculture and Consumer Services annually.

8.3 Donor Records shall be maintained for 5 years.

## ARTICLE IX: FINANCIAL

9.1 Fiscal Year is January 1st through December 31<sup>st</sup>.

9.2 Income Tax reporting shall be done annually in January to IRS with FORM 990.

9.3 Financial records shall be available for review at any time as ordered by the Flight Captain.

9.4 Loans. The Flight shall not make or receive loans.

9.5 Indemnification. The Flight shall indemnify an officer or former officer, who was wholly successful, on the merits or otherwise, in defense of any proceeding to which he/she was a party because he/she was an officer of the Flight against reasonable expenses incurred by him/her in connection with the proceedings.

9.6 Conflict of Interest.

a. Definition. A conflict of interest arises when any “responsible person” or any “party related to a responsible person” has an “interest adverse to the Flight.” A “responsible person” is any individual in a position to exercise substantial influence over the affairs of the Flight, and specifically includes, without limitation, officers of the Flight. A “party related to a responsible person” includes his or her extended family (including spouse, ancestors, descendants and siblings, and their respective spouses and descendants), an estate or trust in which the responsible person or any member of his or her extended family has a beneficial interest or a fiduciary responsibility, or an entity in which the responsible person or any member of his or her extended family is a director, trustee or officer or has a financial interest. “An interest adverse to the Flight” includes any interest in any contract, transaction or other financial relationship with the Flight, and any interest in an entity whose best interests may be impaired by the best interests of the Flight, including, without limitation, an entity providing any goods or services to or receiving any goods or services from the Flight, an entity in which the Flight has any business or financial interest, and an entity providing goods or services or performing activities similar to the goods or services or activities of the Flight.

b. Disclosure. If a responsible person is aware that the Flight is about to enter into any transaction or make any decision involving a conflict of interest (a “conflicting interest transaction”), such person shall (i) immediately inform those charged with approving the conflicting interest transaction on behalf of the Flight of the interest or position of such person or any party related to such person; (ii) aid the persons charged with making the decision by disclosing any material facts within the responsible person’s knowledge that bear on the advisability of the Flight entering into the conflicting interest transaction; and (iii) not be entitled to vote on the decision to enter into such transaction.

c. Approval of Conflicting Interest Transactions. The Flight may enter into a conflicting interest transaction, provided either: (i) The material facts regarding the responsible person's relationship or interest and regarding the conflicting interest transaction are disclosed or are known to the Board, and the Board authorizes, approves or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors on the Board, even though the disinterested directors are less than a quorum; or (ii) The material facts regarding the responsible person's relationship or interest and regarding the conflicting interest transaction are disclosed or are known to the members, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or (iii) The conflicting interest transaction is fair with respect to the Flight.

#### ARTICLE X: DISSOLUTION

Upon dissolution of Flight 21 all assets shall be assigned to the DAEDALIAN FOUNDATION.

#### ARTICLE XI AMENDMENTS

Amendments to these bylaws maybe made at any time by two thirds vote of the Board of Directors.

**ARTICLE XII: CERTIFICATION** These Bylaws were approved and adopted by the Board of Directors of DAEDALIANS FLIGHT 21 INC at a regularly scheduled meeting of the board in Pensacola, FL on December 6, 2023.

*VOLABAMUS VOLAMUS*

December 6, 2023

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CAPT J. MICHAEL DENKLER, USN (Ret)  
FLIGHT CAPTAIN