

# **COMBAT VETERANS MOTORCYCLE ASSOCIATION**

## **35-3**

### **CHAPTER BY-LAWS**

#### **NAME AND EMBLEM**

##### **ARTICLE 1**

###### **Section 1.1 - Name**

**The name of the association is Combat Veterans Motorcycle Association Chapter 35-3.**

###### **Section 1.2 - Emblem and Logo**

**The emblem and logo used by the Combat Veterans Motorcycle Association is the sole property of CVMA. The CVMA patch and logo cannot be reproduced without license from the BOD. The emblem of the Combat Veterans Motorcycle Association is in the shape of a skull encompassed by the following colors: red, representing the blood that has been shed on the battlefield; military gold, representing the military branches of the United States of America; black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The skull and ace of spade represents the death that war leaves in its wake.**

###### **Section 1.3 - Principal Office**

**The principal office of Combat Veterans Motorcycle Association 35-3 will be located at the following address:**

###### **Section 1.4 - Change of Address**

**The designation of the county or state of Combat Veterans Motorcycle Association 35-3 principal office may be changed by amendment of these bylaws. The board of officers may change the principal office from one location to another within the named county by noting the changed address and effective date below. Such changes shall not be deemed, nor require, an amendment of these By-Laws.**

###### **Section 1.5 - Other Offices**

**The corporation may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may, from time to time, designate.**

**NON PROFIT PURPOSES**

**ARTICLE 2**

**General: Combat Veterans Motorcycle Association, Chapter 35-3 Protocol.**

**The Combat Veterans Motorcycle Association, Chapter 35-3 is formed for the betterment of communication and camaraderie between other Veterans Organizations, and/or Motorcycle Groups.**

**Section 2.1 - IRC Section 501(c)(19) Purposes**

**Combat Veterans Motorcycle Association 35-3 is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501(c)(19) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(19) of the Internal Revenue Code.**

**Section 2.2 - Promote**

**Combat Veterans Motorcycle Association Chapter 35-3 is to promote interest in various forms of motorcycle activity associated with Veterans, to create, and maintain, camaraderie among Combat Veterans from all U.S. Branches of Military Service.**

**Section 2.3 - Support**

**Combat Veterans Motorcycle Association Chapter 35-3 is to support any Veteran Organizations.**

**Section 2.4 - Awareness**

**To raise awareness for the plight of POW's, MIA's, post traumatic stress disorder (PTSD), and other combat related issues of veterans returning from combat theaters, and their families.**

**Section 2.5 - Befitting**

**To conduct Association functions and activities in a manner befitting the members of the Combat Veterans Motorcycle Association Veterans, as well as, the associations Auxiliary.**

**Section 2.6 - Helping Veterans**

**Offer assistance to Homeless Veterans and Veterans found in the State of Michigan in anyway we are able.**

**MEMBERSHIP**

**ARTICLE 3**

**Section 3.1 – Full Membership**

- (1). A person of good character.**
- (2). A person who is a Veteran of a Foreign War, "Combat".**
- (3). The ONLY Acceptable proof for membership to the Combat Veterans Motorcycle Association (CVMA) is:
  - (a). A copy of one's DD 214, which must be surrendered to the CVMA Board of Directors for verification.****

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**(b). Active duty/reserve, show proof of your combat military service on official DOD stationary or forms. The following apply:**

**Documentation by name, Orders (no codes in English), Army ERB/ORB (2-1), Marine Corps/Navy page 4, Air Force award data record page, Coast Guard PDR award page, which must be surrendered to the BOD for verification.**

- (4). Must own and operate a Motorcycle of 500cc (30.5 in<sup>3</sup>) or above.**
- (5). Membership dues for a Full Member are \$20 to the National body and \$10 to Chapter 35-3. A Full Member (FM) ID card will be issued.**
- (6). Should a full member resign they will be given a 5 day grace period to rescind their resignation with no repercussions. After the 5 day grace period a member will have to re-apply for membership as a new member and will require BOD approval. The CVMA back patch must be surrendered upon membership termination except as determined by the BOD.**
- (7). Active members in good standing with the CVMA who after 5 years become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as life time members in good standing with the CVMA. They will not be required to pay the life member fee.**
- (8). Life membership requirements: 3 years active in the CVMA, member must be in good standing for all three consecutive years. Minimum participation of one sanctioned CVMA event per year is required, One of the 3 events MUST be a National Meeting. The cost for life membership is \$200. If a life member quits for any reason or the member is removed from the CVMA rolls for any reason, no refunds will be made and they must surrender patches.**

## Section 3.2 - Auxiliary Members

- (1). Must be of good character.**
- (2). Shall submit proof of eligibility.**
- (3). All Auxiliary members must be a spouse, widow or widower of a full member in good standing with the CVMA.**
- (4). Support the efforts of ALL branches of the United States of Americas Armed Forces and the Combat Veterans Motorcycle Association.**
- (5). Auxiliary members will read and abide by all Auxiliary Unit By-Laws applicable to them.**
- (6). The Auxiliary will be attached to the Chapter that they are sponsored from. They will be governed by Auxiliary Unit By-Laws, provided they do not conflict with National By-Laws and By-Laws of Chapter 35-3.**
- (7). Auxiliary members have no vote pertaining to CVMA business.**
- (8). Auxiliary members cannot hold an elected position on the CVMA Board of Directors.**
- (9). Auxiliary members may hold an appointed position on the CVMA Board of Directors with no vote pertaining to CVMA business.**
- (10). Membership dues for an Auxiliary Member are \$10 to the National body and \$10 to Chapter 35-3. An Auxiliary (AUX) Member ID Card will be issued.**
- (11). If the marriage with the Auxiliary member's sponsor end, or membership terminated, all patches must be surrendered to the State Rep or their representative. The only exception is if the sponsor has received "retired" status.**
- (12). Auxiliary Members in good standing can wear, a small 3.5" CVMA support patch on the front of their jacket or the 10" Auxiliary patch on the back of their jacket. Auxiliary patches will be supplied by their sponsor.**
- (13). If the Auxiliary Member's sponsor becomes a Life Member, the Auxiliary member is also awarded Life Membership at no cost.**

## Section 3.3 - Support members

- (1). Must be of good character.**

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- (2). Must either own or operate a Motorcycle of 500cc (30.5in<sup>3</sup>) or above.
- (3). Maximum number of Support Members will not exceed one-tenth of the total CVMA full membership in a single chapter.
- (4). Support members must be a veteran of United States Armed Force.
- (5). The ONLY Acceptable proof for a Support Member is:
  - (a). A copy of one's DD 214, which must be surrendered to the CVMA Board of Directors for verification.
  - (b). Active duty/reserve, show proof of your military service on official DOD stationary or forms. The following apply:

Documentation by name, Orders (no codes in English), Army ERB/ORB (2-1), Marine Corps/Navy page 4, Air Force award data record page, Coast Guard PDR award page, which must be surrendered to the CVMA Board of Directors for verification.
- (6). Support members will read and abide by all CVMA By-Laws applicable to them.
- (7). Support members are required to submit their application and proof of military service in a US Military Branch, through a Full Member of the CVMA. The Full Member must have been a member in good standing for a period no less than one year. Support Members are required to have either ridden a minimum of 3,000 miles with their sponsor, attended three CVMA events, or be known by their sponsor for a minimum of 6 months.
- (8). A full member submitting an application for a support member, must sponsor the Support Member and meet the above criteria.
- (9). Only 1 support member can be sponsored per year by an individual CVMA Full Member.
- (10). Support members have no vote in CVMA business.
- (11). Support members are ineligible to any elected CVMA officer position.
- (12). Support Members may hold an appointed position on the CVMA Board of Directors with no vote pertaining to CVMA business.
- (13). Membership dues for a Support Member are \$10 to the National body and \$10 to Chapter 35-3. A Support Member (SM) ID Card will be issued.
- (14). Support Members in good standing can wear, a small 3.5" CVMA support patch on the front of their jacket or the 10" support patch on the back of their jacket. Support patch will be supplied by their sponsor.
- (15). Should a Support Members membership terminate for any reason all patches must be surrendered to the State Rep or their representative.

#### Section 3.4 - Right to Verify

By applying for membership with the Combat Veterans Motorcycle Association, you are giving the Combat Veterans Motorcycle Association and its Board of Directors the right to verify any membership application, DD 214, documentation, orders and records.

#### Section 3.5 - Attend

Each member is should attend a minimum of at least one (1) sanctioned event hosted by the Combat Veterans Motorcycle Association per year. This can also be an event in any member's state if prior approval (sanctioning of event) is obtained from the governing body of the Combat Veterans Association. It is the member's responsibility to ensure proper documentation is provided to their State Rep to get credit for attendance of these events.

#### Section 3.6 - Conduct

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All members **MUST** conduct themselves in a manner that is not an embarrassment to themselves, the Combat Veterans Motorcycle Association, or the United States of America.

### Section 3.7 - Possess

All members (Full and Support) must obtain the necessary credentials to legally operate a motorcycle on Michigan's roads and highways. This includes, but is not limited to, a Class M driver's license from any state, at least minimum insurance coverage, registration, etc.

### Section 3.8 - Misconduct

In the event of misconduct of a member, under the by-laws of the Combat Veterans Motorcycle Association, the Board of Directors possesses the right to terminate that member's membership. Misconduct is defined as:

- (a). Failure to abide by the By-laws of the Combat Veterans Motorcycle Association and any organization that the Combat Veterans Motorcycle Association supports.
- (b). Bringing dishonor upon the Combat Veterans Association in action, word(s), or deeds. Always remember that **"WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS! WE HAVE VETERAN'S INSIGNIA!"**

### Section 3.9 - Rights of Members

Each full member in good standing shall be eligible to one vote. Full member must be present to cast the member's vote in association business/elections, unless otherwise authorized prior to the vote being announced.

### Section 3.10 - Resignation and Termination

Any member may resign by filing a written resignation with the Chapter Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

### Section 3.11 - Non-Voting Membership

The board shall have the authority to establish and define non-voting categories of membership. Non-voting categories of membership are not eligible to cast votes in any association activities, elections and proposed transaction or arrangement.

### Section 3.12 - Non-Voting Categories

The non-voting categories are defined as Auxiliary, Support, not in good standing, and ~~non-chapter~~ members of other chapters.

## MEETING OF MEMBERSHIP

### Article 4

#### Section 4.1 - Regular Meetings

**Regular meetings of the members shall be held quarterly as needed for the conduct of business activities.**

#### **Section 4.2 - Annual Meetings**

**An annual meeting of the members shall take place in July. The guidelines of Section 4.1 apply. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.**

#### **Section 4.3 - Special Meetings**

**Special meetings may be called by the chair, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting.**

#### **Section 4.4 - Notice of Meeting**

**Printed notice of each meeting shall be given to each voting member, by email, not less than two weeks prior to the meeting. For member convenience, meeting date and location shall also be posted on the Chapter forum in the Discussions section, available for any member to see.**

#### **Section 4.5 - Quorum**

**The members present at any properly announced meeting shall constitute a quorum, unless there is fewer than 10% of the membership, including Chapter BOD, present. If a quorum is not present then no business will be voted on, no motions will be entertained, no business decisions are to be made EXCEPT future meeting locations and adjournment. The minutes need only reflect the officers present, location, date, time, and that a quorum had not been constituted.**

#### **Section 4.6 - Voting**

**All issues to be voted on shall be decided by a simple majority of those present and/or voting by agreed upon absent ballot or video conference, unless other wise authorized by National By-laws or previously announced.**

#### **Section 4.7 – Minutes**

**Minutes are a detailed record of the happenings of a quorum. Minutes are required, by local and Federal law, to be posted for ALL members of Chapter 35-3 to view. This is in compliance with the penal Codes pertaining to “Not for Profit” Organizations.**

## **INITIATION FEES AND DUES**

### **Article 5**

#### **Section 5.1 - Dues**

## CVMA 35-3 BY-LAWS

Membership dues shall be at such rate, schedule or formula as may from time to time be prescribed by the governing body of the association and approved by the general membership. Changes to membership dues values and frequency MUST be approved by the National BOD.

### Section 5.2 – Dues Year

The Dues Year shall be defined as a period beginning July 1st and ending June 30th the following calendar year. New members, of any level, that join in the last six months of the Dues Year will be considered “Paid in Full” for the remainder and all of the next Dues Year.

Example: FM is accepted on February 12, 2008. FM’s membership is paid in full until June 30, 2009 (17 months).

### Section 5.3 - Patches

- (1). Each member of the CVMA is authorized 2 (two) back patches, regardless of size.
- (2). Each member of the CVMA must purchase his or her first large member patch from their State Rep, or State Rep-authorized Chapter Officer.
- (3). Each large member patch will be marked with CVMA membership number and date of issue by the State Rep, or State Rep-authorized Chapter Officer, before release to the member.
- (4). Each member may purchase the second large member patch from the National Store, or from the State Rep or State Rep-authorized Chapter Officer.
- (5). Each member will be authorized to purchase an additional large member patch upon the return of an old large member patch. The member must return the old patch to the State Rep or National BOD.
- (6). The patch used by the Combat Veterans Motorcycle Association is the sole property of CVMA. If a member resigns or dismissed, all patches will be turned in to the State Chapter BOD, as decided by the National BOD.

### Section 5.5 - Charter Members

Charter members of Chapter 35-3 will not be required to pay annual chapter dues and may wear the Charter patch designating that they are an original member, of the Combat Veterans Motorcycle Association Chapter 35-3.

### Section 5.6 - Chapter Dues

- (1). Chapter dues will be \$20.00 with a due date as described in Section 5.2. The following conditions are exempt:
  - (a). Member’s deployed to a qualifying combat zone as determined by the US Government. The Chapter will waive dues for deployed military members for the period of one (1) year. This period will cover the current Dues year (FY) only.
  - (b). Auxiliary dues are waived if their Sponsor meets provision 5.6(a).
  - (c). Conditions that the National BOD approved before these By-laws can be updated.
  - (d). The voting body of this Chapter approved waived dues.
  - (e). CVMA Members that are not required to pay annual National dues are exempt from annual Chapter dues (eg: Retired member status, Original 45, etc.).

### Section 5.7 - Delinquent Members

Members are considered delinquent if their dues are not current by 1 July each year. When the member becomes delinquent, the Chapter BOD will declare the member “not in good standing” and notify the National, through the chain of command, to

reflect in their membership record. In order to change the status back to “good standing”, the member must pay any unpaid dues to the Chapter Treasurer. National guidelines apply.

## **DIRECTORS**

### **Article 6**

#### **Section 6.1 - Number**

Combat Veterans Motorcycle Association Chapter 35-3 shall have a minimum of three, a maximum of 10 members and collectively they shall be known as the Board of Directors.

#### **Section 6.2 - Powers**

The Board of Directors (BOD) of Combat Veterans Motorcycle Association Chapter 35-3 shall conduct all the activities and affairs of this corporation and also exercise all corporate powers, subject to the provisions of the laws of the State of Michigan, the Articles of Incorporation, the By-laws of the National body, and these Bylaws.

#### **Section 6.3 - Compensation**

The BOD of Combat Veterans Motorcycle Association Chapter 35-3 shall serve without compensation except for a reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the BOD and/or membership.

#### **Section 6.4 - Waiver of Notice**

Whenever any notice of a meeting is required to be given to any Director of this corporation, a waiver of notice in writing signed by the director, whether before or after the time of the meeting shall be equivalent to the giving of such notice.

#### **Section 6.5 - Majority Action as Board Action**

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise. The Board of Directors is authorized to make day to day business decisions without a vote from the membership (eg: recognizing a donator with a certificate or plaque, choose meeting locations if the members are unable to decide, etc.) The Board of Directors is NOT authorized to make donations without a vote from the membership.

#### **Section 6.6 - Conduct of Meetings**

Meetings of the Board shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President (Commander) of the corporation, or in his or her absence, by the Vice President (Executive Officer) of the corporation, or, in the absence of each of these persons, by a Chairperson chosen by a majority of the director's present at the meeting. The secretary of Combat Veterans Motorcycle Association Chapter 35-3 shall act as the secretary of all meetings of the Chapter BOD, provided that, in his or her absence, the presiding officer shall appoint another person to act as the Secretary of the Meeting. Procedures for the conduct of meeting shall be amended or revised from time to time by a resolution of the Board of Directors.



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Section 6.7 - Vacancies

(1). Vacancies on the Board of Directors of Combat Veterans Motorcycle Association Chapter 35-3 shall exist;

- (a). On the death, resignation, or removal of any director,
- (b). If the number of authorized positions has increased.
- (c). If the Director is no longer qualified for membership

(2). Any director may immediately resign by giving written notice to the Chairperson of the Board, the President (Commander), the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation. No Director may resign if the corporation would then be left without a duly elected director or directors in charge of its affairs, except upon the notice of the Attorney General or other appropriate agency of this state. Directors may be removed from office, with or without cause, as permitted by and in accordance with the laws of this state.

Section 6.14 – Removal of Directors

The BOD has the authority to remove a Director by majority vote. This vote will be conducted after confronting the Director to be removed. If reasonable attempts have been made to meet with the Director to be removed, a reasonable amount of time has elapsed, the vote may occur without confrontation. Notification will be confidential unless the Director to be removed elects to make it public.

Section 6.15 - Non liability of Directors

The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 6.16 - Indemnification by Corporation of Directors and Officers

The directors and officers are indemnified to the fullest extent permissible under the laws of the state.

**OFFICERS**

Article 7

Section 7.1 - Designation of Officers

The elected officers of Combat Veterans Motorcycle Association Chapter 35-3 shall be a Chairperson of the Board (State Rep), President (Commander), Vice President (Executive Officer), Secretary, Treasurer, Sergeant-at-Arms, and Public Relations Officer. The Board of Directors shall decide from time to time, whether to have new officers with new designations. Appointed officers shall be Quartermaster, Senior Road Captain, Road Captain(s), and Chaplain. Appointed officers may participate in meetings of the BOD but carry no vote as an officer.

Section 7.2 - Qualifications

The officers of Combat Veterans Motorcycle Association Chapter 35-3 shall qualify the age or any other specific requirement that may be in force in the State of Michigan at any given point of time.

**ELECTIONS**

Article 8

Section 8.1 – Eligible

## CVMA 35-3 BY-LAWS

**Full Members shall be eligible for office in the State or Chapter provided they are an active member in good standing, having a minimum of 12 month's time with the CVMA Chapter 35-3. If there is not a qualifying nominee then any Full Member may be nominated regardless of time.**

### **Section 8.2 - Nominate**

**The elected officers for the State or Chapter Board of Directors shall be nominated and elected annually at the state schedule meeting.**

### **Section 8.3 - Elected**

**The National Board of Directors appoints State Representatives, and the President (Commander) would be selected by the members. The State Representative would be over the President (Commander); all officers below the State Representative would be elected by the membership.**

### **Section 8.4 - Offices**

**No member shall hold two elected offices at the same time but may hold one elected and one or more appointed offices. Officers, elected or appointed, may be eligible to hold office in a higher body and lower body and such offices may be held concurrently.**

### **Section 8.5 - Good Standing**

**Elected and or appointed officers and Board of Directors must remain active members in CVMA and in good standing for the duration of the term while in office. Officers shall attend every State meeting and event, but may be excused in the event of an emergency or if coordinated with the President (Commander) and/or the State Representative.**

### **Section 8.6 - Term of Office**

**Officers elected at the annual state meeting, will assume office within 30 days of the election and hold that office for 24 months or until their successors are duly qualified. Consecutive terms are permitted. There are no limits on how many terms an officer may serve.**

### **Section 8.7 - Elections**

**Nominations and elections must be made at the annual State meeting in October of every year. The President (Commander) will vote only in the event of a tie. The President (Commander), Secretary, and Public Relations Officer election will be held on odd numbered years (for instance, 2007). The Vice President (Executive Officer), Treasurer, and Sergeant-at-Arms Election will be held on even numbered years (for instance, 2008).**

### **Section 8.8 - Resignation**

**Should an elected officer resign from office for any reason the State Representative may appoint a replacement to serve until the next annual State meeting. The State Representative may defer this decision to the remaining Chapter BOD but maintain approval of the decision. There are three methods to accomplish filling a vacant position:**

- 1. State Rep appointment,**
- 2. Chapter BOD appointment, State Rep approval,**
- 3. Special election by the membership.**

**The BOD may defer to the membership on the decision of which method is to be used by having a motion on the floor.**

## DUTIES OF OFFICERS

### Article 9

#### Section 9.1 - Chapter Board of Directors

The Chapter Board of Directors consists of Officers holding the positions of President (Commander), Vice President (Executive Officer), Secretary, Treasurer, Sergeant-at-Arms and Public Relations Officer. The Chapter Board of Directors constitutes the Executive Board of the Chapter, responsible for the execution, through its officers of the authorized policies, by majority votes, fills vacancies in any office of the Chapter Board of Directors (see Section 8.8) and submits to the meetings and recommendations affecting the policies of the Chapter which have been previously approved. The Chapter Board of Directors is responsible for reporting By-Law infractions, as well as actions taken, to the National Board of Directors, through the chain of command, for their review.

#### Section 9.2 - President (Commander)

The President (Commander) is the Chief Executive Officer of the Chapter. All matters concerning relations between the association and any outside person or organization should be routed to the President (Commander) for appropriate action. The President (Commander) will preside over all meetings of the Chapter, act as the executive member of all committees, issue the call for regular and special Chapter Board of Directors meetings, schedule regular elections, and are sure they are held in accordance with this constitution, and carry out the directives of the Chapter Board of Directors. The Secretary and Treasurer ~~both positions~~ are accountable to the President (Commander) and assume all duties to office.

#### Section 9.3 - Vice President (Executive Officer)

The Vice President (Executive Officer) shall coordinate all committees, and supervise plans for all ~~State~~ Chapter events. The Vice President (Executive Officer) shall act as an intermediary between the President (Commander) and the Members. Additionally, the Vice President (Executive Officer) is second-in-command to the President (Commander), and shall assume all responsibilities and duties of the President (Commander) or Officer in their absence, and assume all duties to office.

#### Section 9.4 - Secretary

The Secretary is responsible for making and keeping all Chapter records, including, but not limited to: the membership list, the By-Laws, Rules of Order, Standing Rules, records of all committee appointments, all written reports, copies of all correspondence between the Chapter and any outside person or organization, Patch agreements and shall keep correct minutes of the proceedings of the ~~State~~ Chapter Board of Directors and general membership meetings. The Secretary under the direction of the President (Commander) prepares all reports and required of him, and assumes all duties to office.

#### Section 9.5 - Treasurer

The Treasurer shall maintain correct and complete books and records of account. Keep all funds of the Chapter accounted for. He may disburse funds to pay expenses, with a valid receipt, as prescribed in the By-Laws. The Treasurer will collect Chapter dues and other forms of income due to the Chapter, maintain the accounting books, make payments from the Chapters funds when so ordered by the Chapter, or National, Board of Directors, sign all Chapter checks and countersigned by the President (Commander) or other signature card holding Officer. Make regular reports of the Chapters financial status to the Chapter Board of Directors, the general membership and the National Board of Directors, and assume all duties to office.

#### Section 9.6 - Sergeant at Arms

The Sergeant at Arms is responsible for ensuring that the By-Laws and Standing Rules of the State or Chapter are not violated, and that orders of the Officers are carried out in an expeditious manner. He is responsible for policing and keeping

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order at all Chapter events. The Sergeant at Arms is responsible for the safety and security of the Chapter, will act as Senior Road Captain unless one is appointed. The Sergeant at Arms will maintain order during meetings and check members ID cards before each meeting, and assume all duties to office.

**Section 9.7 – Road Captain**

The Road Captain is an appointed position by the Sergeant at Arms. Road Captains are responsible for all Chapter rides. They shall research, plan, and organize all rides. During actual time on the road or at intermediate stops during a ride, the Road Captain that is responsible for the ride shall act as ranking officer, deferring only to the President (Commander), Vice President (Executive Officer), Sergeant at Arms, or Senior Road Captain in that order of precedence.

Senior Road Captain is responsible for training Road Captains, and shall select qualified and willing individuals to become Road Captains, and be well versed in the State Ride Standard Operating Procedures. While not leading a ride, Road Captains will report to the Senior Road Captain, who in turn reports to the President (Commander) and Vice President (Executive Officer). Road Captains may solicit help for specific event tasks from the general membership as the need arises.

**DELEGATIONS**

**Article 10**

**Section 10.1 - Appointed**

Delegations will be appointed by the President (Commander), but are subject to the approval of the State Representative, to represent the association at any convention, meeting, rally, or other assembly that may be deemed necessary, and all delegations are authorized to exercise only those powers specifically vested in them by the State Chapter Board of Directors. If at all possible, an elected officer will be appointed as a delegate, but it is not mandatory.

**EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS**

**Article 11**

**Section 11.1 - Execution of Instruments, Deposits and Funds**

The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

**Section 11.2 - Checks and Notes**

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness shall be signed by the Treasurer and countersigned by the President (Commander) of the corporation, or any other Signature Card holding Officer.

**Section 11.3 - Deposits**

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select, but in a timely manner. Monies will not be held on hand for more than 30 days.

#### Section 11.4 - Gifts

The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest or devise for the non-profit purposes of this corporation.

### IRC 501[c][19] TAX EXEMPTION PROVISIONS

#### Article 12

##### 12.1 - Limitations on Activities

No substantial part of the activities of Combat Veterans Motorcycle Association Chapter 35-3 shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a:

- (a). Corporation exempt from federal income tax under section 501[c][19] of the Internal Revenue Code.
- (b). Corporation, contributions to which are deductible under section 170[c][2] of the Internal Revenue Code.

##### 12.2- Prohibition against Private Inurement

No part of the net earnings of Combat Veterans Motorcycle Association Chapter 35-3 shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation. A valid receipt must be presented in order to receive compensation. The Chapter is not liable for, but may honor, compensation if not requested with 60 days of the receipt's issue date. This is to reduce unorganized record keeping for the Treasurer.

##### 12.3 - Distribution of Assets

Upon the dissolution of Combat Veterans Motorcycle Association, Chapter 35-3, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501[c] [19] of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

##### 12.4 - Private Foundation Requirements and Restrictions

In any taxable year in which Combat Veterans Motorcycle Association Chapter 35-3 becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the corporation:

- (a). Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code.
- (b). Shall not engage in any act of self-dealing as defined in Section 4941 (d) of the Internal Revenue Code.
- (c). Shall not retain any excess business holdings as defined in Section 4943 [c] of the Internal Revenue Code.
- (d). Shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code.
- (e). Shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code.

### CONFLICT OF INTEREST POLICY

Article 13

**Section 13.1 - Purpose**

The purpose of the Conflict of Interest Policy is to protect the Combat Veterans Motorcycle Association Chapter 35-3 interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

**Section 13.2 - Definitions**

(1). **Interested Person** - any director, principal officer, or member of a committee with governing board delegated powers with a direct or indirect financial interest, as defined below, is an interested person.

(2). **Financial Interest** - a person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a). An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- (b). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- (c). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

(3). **Compensation** includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 13.3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

**Section 13.3 - Procedures**

(1). **Duty to Disclose** -

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

(2). **Determining Whether a Conflict of Interest Exists** -

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

(3). **Procedures for Addressing the Conflict of Interest** -

- (a). An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b). The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- (c). After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

**(d). If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.**

**(4). Violations of the Conflicts of Interest Policy -**

**(a). If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.**

**(b). If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.**

**Section 13.4 - Records of Proceedings**

**The minutes of the governing board and all committees with board delegated powers shall contain:**

**(a). The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.**

**(b). The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.**

**13.5 – Compensation**

**(1). A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.**

**(2). A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.**

**(3). No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.**

**13.6 - Annual Statements**

**Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person has:**

**(a). Received a copy of the conflicts of interest policy,**

**(b). Read and understands the policy,**

**(c). Agreed to comply with the policy, and**

**(d). Understood the Organization is charitable and to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.**

### **13.7 - Periodic Reviews**

**To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:**

**(a). Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.**

**(b). Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.**

### **13.8 - Use of Outside Experts**

**When conducting the periodic reviews as provided for in Section 7, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.**

## **AMENDMENTS**

### **Article 14**

#### **Section 14.1 - Altered**

**These By-Laws may be altered, or repealed and new by-laws adopted only at the yearly State meeting by a two-thirds vote of the members present.**

#### **Section 14.2 - Amendments**

**Approved and accepted amendments take effect immediately.**

#### **Section 14.3 - Changes**

**Any changes to any Article and/or Section of the Combat Veterans Motorcycle Association Chapter 35-3 will be discussed and voted on by a quorum.**

#### **Section 14.4 - Precedence**

**If any Article and/or Section of these By-Laws conflicts with the CVMA National By-Laws, the National By-Laws will take precedence over the Chapter 35-3 By-Laws.**

#### **Section 14.5 - Conflicting**

**If any Combat Veterans Motorcycle Association By-Laws conflict with Federal and/or State of Michigan Domestic Nonprofit Veterans 501(c)(19) provisions and/or statutes, the conflicting Article(s) and/or Section(s) shall be revised, and shall take effect immediately.**



**CONSTRUCTION and TERMS**

**Article 15**

**Section 15.1 - Conflict**

**If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.**

**Section 15.2 - Unenforceable or Invalid**

**If any of the provisions or provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.**

**Section 15.3 - Articles of Incorporation**

**All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this Incorporation.**

**Section 15.4 - References**

**All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.**