

1 JULY 2022  
REVISION S



COMBAT VETERANS MOTORCYCLE  
ASSOCIATION<sup>®</sup>, INC.

NATIONAL BYLAWS

APPROVED BY THE MEMBERS ON 25 JUNE 2022

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11 EAST KANSAS  
LIBERTY, MO 64068

BY-LAWS OF COMBAT VETERANS MOTORCYCLE ASSOCIATION<sup>®</sup>, INC.  
A Missouri Not for Profit Association

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## **Article I. Name, Purpose**

### **Section 1.01 Name**

The name of the organization shall be Combat Veterans Motorcycle Association<sup>®</sup>, Inc., and may include use of the acronym “CVMA<sup>®</sup>.”

Throughout these bylaws, reference to “CVMA” shall mean Combat Veterans Motorcycle Association, Inc.

### **Section 1.02 Purpose**

Combat Veterans Motorcycle Association, Inc. is organized exclusively for charitable and other purposes as allowed by 501(c)(19) of the Internal Revenue Code, including, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) of the Internal Revenue Code.

CVMA is a non-partisan organization. CVMA does not and shall not endorse political candidates, nor make campaign contributions of any kind to any political party or political candidate.

### **Section 1.03 Objectives**

- 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 service and its allies.
- To support veteran organizations.
- To raise awareness for the plight of POWs, MIAs and their families, post-traumatic stress disorder (PTSD), traumatic brain injury (TBI), and other combat related medical conditions.
- To conduct organization functions and activities in a manner befitting the members of Combat Veterans Motorcycle Association.
- To better communication and camaraderie between other motorcycle associations, veteran’s organizations, and motorcycle groups.
- To encourage a better understanding of motorcycle riding as a constructive activity among members of the public, press, and law enforcement agencies.

### **Section 1.04 Special Terms, Acronyms, Definitions**

(a) Terms and Meaning:

- (i) NBOD refers to the National Board of Directors, comprised of the President, Vice President, Treasurer, Secretary, Sergeant at Arms and Public Relations Officer

- (ii) NPRES refers to the National President
- (iii) NVP refers to the National Vice President
- (iv) NTRES refers to the National Treasurer
- (v) NSEC refers to the National Secretary
- (vi) NSAA refers to the National Sergeant at Arms
- (vii) NPRO refers to the National Public Relations Officer
- (viii) NCHAP refers to the National Chaplain
- (ix) RR refers to a Region Representative for a respective region
- (x) SR refers to the State Representative for a respective state
- (xi) SSAA refers to the State Sergeant at Arms for a respective state
- (xii) SSEC refers to the State Secretary for a respective state
- (xiii) SEB refers to a State Executive Board as authorized by these bylaws
- (xiv) CEB refers to a Chapter Executive Board, meaning the Officers and/or Directors of a Chapter of CVMA

## **Article II. Offices, Records, Emblem, Seal**

### **Section 2.01 Offices**

The principal and registered office of Combat Veterans Motorcycle Association, Inc. will be located at the following address: Combat Veterans Motorcycle Association, 11 East Kansas Street, Liberty, MO, 64068.

**Change of Address.** A change of the county or state of the principal office may be made by amendment of these bylaws. The NBOD may change the principal office from one location to another within Clay County, Missouri.

Combat Veterans Motorcycle Association 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 NBOD may from time to time designate.

### **Section 2.02 Records**

The official corporate records including resolutions, bylaws, minutes, and Articles of Incorporation shall be maintained at the principal office and may be stored in electronic form. The organization shall keep as permanent records: (a) minutes of all meetings of its members and NBOD, (b) a record of all actions taken by the members or directors without a meeting, (c) a record of all actions taken by committees authorized

in the bylaws or by the NBOD, and (d) such other records as required by law. Unless otherwise required by law or these bylaws, official corporate records shall not be destroyed. Any other records may be disposed of in accordance with the then-current records retention policy, but not less than six (6) years from the date the record is created.

Records or portions thereof may be designated as confidential or privileged at the discretion of the NBOD, and records so designated shall not be disclosed to any person who is not a Director, unless the disclosure is specifically authorized by the NBOD or court-ordered by a Court of competent jurisdiction. In replying or responding to a court order, the NBOD shall take reasonable steps to prevent disclosure of any information or record that is not reasonably required to be disclosed by the applicable order, including petitioning a court of competent jurisdiction for protective orders or such other relief as the NBOD deems necessary and appropriate for the administration of the organization's affairs.

Electronic records shall be the property of the organization, including websites or other content published by the organization in a digital forum, but the mere fact that the organization maintains or publishes an electronic record shall not obligate the organization to continue to publish or maintain such record, unless otherwise required by law.

To the maximum extent allowed by law, records containing confidential or personal information regarding a specific member shall be held in confidence and shall not be disseminated nor shared with any person other than an Officer or Director or such other agent of the organization who has been granted authority to have access to such information or whose duties reasonably require access to such information. Any accidental or intentional disclosure of such personal information shall not create a private right nor a cause of action for any member. The confidentiality provision is exclusively for the benefit of the orderly administration of the organization's affairs and to protect against disclosure to non-members or third parties. No Officer or Director shall share any organization record containing confidential or personal information regarding any member to any non-member unless compelled to do so by a valid court order, such as a subpoena, and shall take reasonable steps to redact all information not specifically required by the subpoena or court order.

### Section 2.03 Emblem and Logo

The name, emblems, and logos used by CVMA are the sole property of CVMA, including without limitation those attached as Appendix A, and any other marks as may be registered with the US Patent and Trademark Office.

The emblem of CVMA 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 all branches of the military service of the United States; and, 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 spades represent the death that war leaves in its wake.

### Section 2.04 Licensed Use

#### (a) License Granted for Website Usage

Subject to the limitations and restrictions in these bylaws, and subject to revocation by the NBOD at any time for any reason, Chapters, State Representatives, State Executive Boards, and Region Representatives are granted a perpetual, world-wide license to display the organization's name and intellectual property

including unmodified logos and emblems on their websites. The license granted herein is contingent upon each Chapter and State Executive Board remaining in good standing with their state of formation, with all registration and reporting requirements for exempt charitable organizations, and in compliance with the terms and provisions of these bylaws and any applicable policy of the NBOD.

(b) Other Use – Modifications

Any other use of the emblem or modified versions of it requires written approval from the NBOD prior to being used in any manner in accordance with the then current License Use Application Process (LUAP) as may be adopted by the NBOD. Items approved by the NBOD that display the Full, Support, or Auxiliary emblem(s) may only be sold to their respective membership of the organization. Modifications to the logo must be submitted for review in accordance with the then current LUAP.

Other uses of the intellectual property by members or any other party shall be governed by the applicable policies for use as may be adopted from time to time by the NBOD.

Section 2.05 Seal

The corporate seal shall have inscribed thereon the name of the organization and the words “Corporate Seal – Missouri.” Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or in any manner reproduced. To the maximum extent allowed by law, use of the seal is ceremonial and shall not be required for any official act to be validated nor record to be authenticated.

## **Article III. Membership**

Section 3.01 General Conditions and Qualifications to Apply and to Remain a Member

(a) General Requirements

To be approved for membership of any class, or to remain a member, a person must:

- (i) Submit a completed application form together with all supporting records and information as may be requested during the application process and pay any application fees as may be required. The NBOD shall make the application form available upon request, and the form may be revised from time to time and require information that the NBOD, in its sole discretion, deems necessary or appropriate.
- (ii) Be of good character.
- (iii) Agree to be bound by and comply with these bylaws and the written policies of the organization.
- (iv) Be aware of and comply with all federal, state, and local laws and regulations relating to fundraising by a charitable organization.
- (v) Upon admittance to the organization, a member will receive a patch commensurate with their class of membership as set forth in these bylaws. Prior to receiving their patch, the member must complete and sign a patch agreement. The substance and terms of the patch agreement may be amended from time to time at the discretion of the NBOD but must require that the respective member/applicant expressly acknowledge that the patch is the physical property of CVMA and must be returned in good condition (less normal wear) to the organization upon leaving CVMA or membership termination. The NBOD

may issue policies from time to time directing the proper care and display of the patch, which shall be applicable to all members regardless of the specific language of their respective patch agreement.

- (vi) Conduct themselves in a manner that is not an embarrassment to themselves, the CVMA, or the United States of America.
- (vii) Must not represent to anyone that the CVMA or any of its Chapters is a motorcycle club, must not prospect nor represent that CVMA or any of its Chapters engages in prospecting; must not represent that CVMA “has colors” as that phrase is commonly understood within the motorcycle community.
- (viii) Not take any action to infringe upon the logo, seal, or emblem of CVMA, or otherwise use, display, or publish the logo, seal, or emblem or any intellectual property of CVMA without the express authorization of the NBOD.
- (ix) Must not bring dishonor upon CVMA in action, word(s), or deeds.
- (x) Must attend a minimum of at least one (1) event hosted by the CVMA within the CVMA fiscal year. This requirement may be met by attending any one (1) of the following: (a) National, Regional, or State sanctioned CVMA event; or (b) any Chapter CVMA function that includes the sponsoring CEB participation. Chapter Officers are obligated to notify each of their members of this requirement, and to take steps to help each of their members meet this requirement.

Any member that was deployed at any time during the reporting year is exempt from meeting this requirement. Medically retired members are exempt from this requirement.

Members not in compliance will have their status annotated as “Not in Good Standing.”

- (xi) Timely pay all applicable dues or fees.

(b) Good Standing

A member who has not complied with the provisions of subsection (a), shall be deemed to be not in “good standing” with CVMA, and shall be subject to discipline as provided in these bylaws or in the applicable disciplinary policy as adopted by the NBOD. A member who violates any other provision of these bylaws, the patch agreement, the membership application agreement, or written policy shall be deemed to be not in “good standing” with CVMA and shall be subject to discipline as provided in these bylaws.

(c) Medical Retirement

Active members of any class in good standing with the CVMA who become infirmed, disabled, or otherwise unable to ride their motorcycles will be able to retain possession of their patch and be retired as members in good standing with the CVMA. Members seeking to retire under this provision must submit medical documentation on official medical provider stationery with signature and have been a member in good standing for a minimum of one continuous year OR must receive approval from the NBOD. Non-life members who retire under this provision shall pay no future national dues, will have no vote in CVMA business items, and cannot hold a CVMA elected or appointed officer position. Life Member Medical Retirement is covered under subsection (d). Full or Support Members who medically retire are no longer required to ‘own and operate’ a motorcycle 500cc or larger.

Medically retired members wishing to return to active status must submit a request through the Chain of Command to the NBOD. The request for Medical Retirement Reversal will include the following: (a) A memorandum explaining the request for reversal; (b) Medical documentation signed by a licensed medical professional on official stationery that states the member is medically fit to ride a motorcycle. A member's medical reversal will not be activated until their then-current year's dues are paid. Full Members and Support Members seeking reversal must also comply with the requirement to own and operate a motorcycle of 500cc or larger.

(d) Life Members Medical Retirement

Life Members of any class who can no longer ride due to health reasons can, at their discretion, remain members in good standing and may retain possession of their patch. Such member shall be required to get NBOD approval and may be required to submit appropriate documentation upon request. Life Members who medically retire are no longer required to 'own and operate' a motorcycle 500cc or larger. Life Full Members who medically retire retain all rights and privileges including voting rights.

(e) Annual Dues

The organization's fiscal year shall be from July 1<sup>st</sup> of each calendar year until June 30<sup>th</sup> of the following calendar year. Each member shall pay annual dues in accordance with their class of membership. All dues that come due under these bylaws shall be paid to, and be the property of, the national organization. Dues for all classes of CVMA members who are deployed in a war zone will be waived during their period of deployment in accordance with then applicable policies. Dues for all classes of members shall be paid on or before June 30<sup>th</sup> of each year.

(f) Application Fee to Include First Year's Dues

Annual dues of \$20 will be assessed for all Full Members (Combat Veterans). Dues for CVMA members deployed in a war zone will be waived. Dues for all members must be received by June 30<sup>th</sup> of each year. Dues for all new members joining between January 1<sup>st</sup> and June 30<sup>th</sup> will be considered as paid in full for the balance of the current dues year and the following dues year. Dues for new members joining between July 1<sup>st</sup> and December 31<sup>st</sup> will be for the current dues year only.

(g) Chapter Dues

Each authorized Chapter that is in substantial compliance with these bylaws and applicable law may impose and collect dues from their Chapter members, so long as the amount does not exceed \$20.00 per fiscal year.

(h) Annual Meetings of the Members

The NBOD shall order a National Meeting of the members to convene annually at such time and place as provided for in these bylaws.

(i) Special Meetings of the Members

The NBOD may call a special meeting of the members under emergency circumstances, provided that the members shall be notified by electronic communication including email as well as posting such information in a digital forum such as the organization's website. Such notice shall be delivered not less than thirty (30) and not more than sixty (60) days prior to the date of the meeting. The notice shall provide a description of the emergency requiring the special meeting and shall state specifically the issues to be voted on. The NBOD shall have plenary power in prescribing the rules to govern the meeting including procedures, method, and form of voting at special meetings. Any action taken at a special meeting shall

be subject to review and reconsideration at the next annual meeting following the special meeting.

(j) Charter Members

Charter Member is not a class of membership, but an honorary title. Members who are designated Charter Members are the Original 45 Founders of Combat Veterans Motorcycle Association. Charter Members will not be required to pay annual dues and may wear the “45 patch” distinguishing that they are a founder of the organization.

(k) New or Replacement Patches

New or current members requiring CVMA patches will obtain them through their Chapter/State Quartermaster or State Representative. The member shall pay the actual costs, including shipping, with no mark up. Members may only possess 2 patches at any given time.

(l) Chapter Assignments

Each new member will be assigned to a Chapter upon application approval. A member's initial assignment of Chapter will be in the state of their physical residence and closest Chapter. Once membership is approved and a Chapter is assigned, he or she may request in writing to the State Representative for the Chapter to which they were assigned for a change of Chapter, and if requesting to change to a Chapter in a different state, then the request shall also be sent to the State Representative for the other state. Chapter affiliation to any Chapter of his or her choosing may be requested, including to a Chapter in another state if that Chapter is closer than the existing Chapter and the losing and gaining states share a common border. If the distance is shorter, the request will be approved. The member will only have rights as other members of the same class in the state of their Chapter assignment.

Section 3.02 Classes of Members

(a) Full Member

A person may apply for and be granted membership as a Full Member only if that person meets all the qualification requirements of Section 3.01 AND was/is a member of the United States Armed Services, and only if that person is a Veteran of a Foreign War, “combat” as verified by that person’s DD214/215 with Honorable Discharge, Official Military Personnel File or officer/enlisted record, which must be provided to the NBOD for verification. At the NBOD’s sole discretion, applicants with other than specifically ‘Honorable’ discharges may apply with additional explanatory forms.

(i) Dues

Annual dues of \$20.00 shall be sent to the National Treasurer, and such payment is non-refundable.

(ii) Voting

Each Full Member in good standing is entitled to one vote on all matters coming before the national body of Full Members for a vote. Members may not vote by proxy, unless specifically authorized by these bylaws. Votes must be cast in person at the National Meeting or in the manner prescribed for voting in a special meeting. Failure to attend the National Meeting for any reason is an abandonment of the member’s voting rights on all matters that come up for a vote at that National Meeting.

(iii) Full Member- Life Membership

A Full Member may apply to be a Life Member, which shall be granted if the Life Member applicant

meets all of the following requirements: (a) be a Full Member in continuous good standing for the entire 36-month period prior to the date of application, and (b) participate in a minimum of one sanctioned event in each of the three (3) twelve (12) month periods prior to the date of application, one of which must be a National Meeting, as reflected in the member's official records.

Cost for life membership is ten (10) times the amount of the annual dues determined as of the date of the application of the life membership. 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.

(iv) Motorcycle Requirements

Full Members must own and operate a motorcycle of 500cc or above.

All Full Members must possess a valid operator's license with a motorcycle endorsement if applicable. All members must maintain valid registration and insurance sufficient to meet the minimum state requirements of their state of residence to operate a motorcycle.

(v) Resignation

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 must re-apply for membership as a new member and will require NBOD approval. A Life Member that resigns from the CVMA and applies to come back after the grace period will start over as a new member. Membership records from their prior activities will be made a part of the new member record.

(b) Support Members

A person may apply for and be granted membership as a Support Member only if that person meets all of the qualification requirements of Section 3.01(a) AND is or was a member of the United States Armed Services who successfully completed both basic military training and advanced initial (technical) military training and received an Honorable discharge verified by that person's DD214/215 with Honorable Discharge, Official Military Personnel File or officer/enlisted record, which must be provided to the NBOD for verification. Applicants with other than specifically 'Honorable' discharges may apply with additional explanatory forms. Support Members are required to submit their application with proof of military service as outlined in Section 3.01(a)(i).

(i) Sponsor Required for Support Members

In addition to the military service requirements, the Support Member must also obtain sponsorship from a Full Member who has held a membership in good standing for more than one full 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, and may not be admitted to a state with more than 10% Support Members relative to the number of Full Members for that state. A Full Member who sponsors the application of a Support Member shall verify the applicant meets the above criteria.

The individual's support membership is tied to the membership status of their Full Member sponsor until the Support Member has attained Life Membership status (as indicated in the "Support Member-Life Membership" section below). If the sponsor is suspended, resigns, or is terminated, or if the Support Member loses the sponsorship for any other reason, or if the Support Member changes

their residence and gets reassigned to a Chapter in a different state, or if the Full Member sponsor gets reassigned to a Chapter in a different state, the Support Member must, within ninety (90) days, obtain the sponsorship of a different Full Member who is in good standing. The Support Member and new Full Member sponsor shall submit a written request for approval of the sponsorship to their local chain of command. Support Members that are unable to secure a new Full Member sponsor within ninety (90) days will be suspended from the CVMA in good standing. In such event, if the Support Member subsequently secures a sponsor, they may submit an application and be reinstated.

Notwithstanding the foregoing, Active-Duty Support Members whose residence changes as a result of military orders will be allowed nine (9) months to secure the sponsorship of a Full Member.

Should a Support Member move into a state where there are no available Support Member positions available, they will be suspended from the CVMA in good standing. Once a position becomes available and a sponsor is secured, the Support Member may submit an application and be reinstated.

A Full Member sponsor may remove their sponsorship of a Support Member at any time and shall notify their Chapter Commander, who shall then notify the State Representative.

(ii) Dues.

Annual Dues of \$10.00 shall be sent to the National Treasurer, and such payment shall be non-refundable.

(iii) Limitations.

The following limitations apply to Support Members:

- A. Maximum number of Support Members allowed within any state will not exceed 10% of total CVMA full memberships for that state.
- B. Support Members will have no vote in National, Regional, or state business, but may vote in Chapter CVMA business if it is allowed in the Chapter bylaws.
- C. Support Members in good standing may wear a small CVMA support patch on the front of their vest or jacket which will be supplied by their sponsor. Support Members may also wear the 10-inch support back patch which will be supplied by their sponsor.

(iv) Support Member - Life Membership

A Support Member may apply to be a Life Member, which shall be granted if the Life Member applicant meets all of the following requirements: (a) be a Support Member in continuous good standing for the entire 36-month period prior to the application, and (b) participate in a minimum of one sanctioned event in each of the three (3) twelve (12) month periods prior to the date of application, one of which must be a National Meeting, as reflected in the member's official records.

Cost for life membership is ten (10) times the amount of the annual dues determined as of the date of the application for the life membership. 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.

Once a Support Member has been approved for Life Membership status in the CVMA, they no longer require a Full Member sponsor. (Note: Support Member Life Members are still obligated to every other provision or condition, as defined for Support Members.

(v) Motorcycle Requirements

Support Members must own and operate a motorcycle of 500cc or above. All Support Members must possess a valid operator's license with a motorcycle endorsement if applicable. All members must maintain valid registration and insurance sufficient to meet the minimum state requirements of their state of residence to operate a motorcycle.

(vi) Resignation

Should a Support Member resign, they will be given a 5-day grace period to rescind their resignation with no repercussions. After the 5-day grace period, the member must re-apply for membership as a new member and will require NBOD approval. A Life Member who resigns from the CVMA and applies to come back after the grace period will start over as a new member. Membership records from their prior activities will be made a part of the new member record.

(c) Auxiliary Members

A person may apply for and be granted membership as an Auxiliary Member only if that person meets all the qualification requirements of Section 3.01, and is a spouse of a Full Member or Support Member. Auxiliary Members are required to submit their application with proof of marriage on a form acceptable to the NBOD. The auxiliary membership is tied to their spouse's membership. If the Full Member or Support Member resigns or is suspended or terminated, the auxiliary membership will also be resigned, suspended, or terminated. If the marriage is dissolved by a judgment of a court of competent jurisdiction, the auxiliary membership shall be terminated. If the Auxiliary Member's spouse dies, the Auxiliary Member shall retain their membership status, provided all other membership criteria are satisfied.

(i) Limitations.

The following limitations apply to Auxiliary Members:

- A. Will have no vote in CVMA business.
- B. Auxiliary Members in good standing may wear a small CVMA auxiliary patch on the front of their vest or jacket, which will be supplied by their sponsor. Auxiliary Members may also wear the 10-inch auxiliary back patch which will be supplied by their sponsor.
- C. Auxiliary Members shall be a member of the Auxiliary Unit and may vote in Auxiliary Unit business or as otherwise allowed by these bylaws or the Auxiliary Unit's bylaws.

(ii) Auxiliary Unit

Auxiliary Members shall be a part of and make up the Auxiliary Unit. The Auxiliary Unit and shall have such authority, rights, and obligations as more fully set out in Article VI.

(iii) Auxiliary Member – Life Membership

An Auxiliary Member may apply to be a Life Member, which shall be granted if the Auxiliary Member applicant meets all of the following requirements: (a) be married to or a widow of a

Full Life Member or a Support Life Member, (b) be an Auxiliary Member in continuous good standing for the entire 36 month period prior to their application, and (c) participate in a minimum of one sanctioned event in each of the three (3) twelve (12) month periods prior to the date of application, one of which must be a National Meeting, as reflected in the member's official records.

Cost for life membership is ten (10) times the amount of the annual dues determined as of the date of the application for the life membership. If an Auxiliary Life Member quits for any reason or the member is removed from the CVMA rolls for any reason, no refunds will be made.

### Section 3.03 Obligations of every Member

#### (a) General Obligations of Every Member

In addition to the requirements of Section 3.01:

- (i) Every member owes a duty of loyalty to the CVMA.
- (ii) Every member shall respect the rights and freedoms of their fellow members, regardless of what class of membership a person may hold, and they shall treat their fellow members with respect.
- (iii) Every member shall be aware of and abide by the protocol document as established and published from time to time.
- (iv) No member shall endorse a political candidate in the name of or on behalf of the CVMA or any Chapter thereof.
- (v) No member shall engage in campaign activities or political rallies of any kind while wearing the CVMA patch or displaying its logos, emblems, or other intellectual property.

### Section 3.04 Communications

#### (a) Chain of Command

Members shall follow the chain of command and all applicable policies for communicating the business and affairs of the organization.

#### (b) Reporting Conduct for Discipline

Members shall accurately report conduct that may require discipline and shall cooperate within disciplinary proceedings in accordance with the then current disciplinary policy as adopted by the NBOD.

## **Article IV. Directors**

### Section 4.01 Qualifications

Each Director shall be a Full Member of the organization. All nominees for a Director must be a Full Member, active, and in good standing for a minimum of two (2) consecutive full years of CVMA membership prior to election. All nominees for a Director must have held a Chapter, State, or Regional leadership position for a period of one (1) year prior to the date of their nomination.

All elected Directors must remain active and in good standing during their entire term.

#### Section 4.02 Number

The number of Directors that constitute the entire NBOD shall be exactly six (6) Directors. References to the “Board” or the “NBOD” refers to the National Board of Directors for Combat Veterans Motorcycle Association, Inc.

#### Section 4.03 Offices

The NBOD shall consist of the following offices, and each office shall be filled by a Director who was specifically elected to that office by a majority of the members present at the National Meeting:

##### (a) National President

The CVMA National President (NPRES) will: (a) preside over all meetings of the organization, (b) serve as Chairman of the National Board of Directors (NBOD), (c) act as Executive Officer Member of all committees, (d) issue the call for regular and special NBOD meetings, (e) schedule regular elections and be sure they are held in accordance with these bylaws and applicable laws, and (f) carry out the directives of the NBOD. In the absence of a specific limitation, the National President shall serve as the organization’s Chief Executive Officer with plenary authority to sign contracts on behalf of the organization, and to take all such action on behalf of the organization not specifically reserved to any other office or committee, subject to approval by the majority of the NBOD. The president shall be the presiding Officer over any committee, but shall have no voting authority within any committee unless it is necessary to break a tie or as otherwise provided by these bylaws.

##### (b) National Vice President

The National Vice-President (NVP) will perform all duties of the President in their absence and all other duties assigned by the NBOD.

##### (c) National Secretary

The National Secretary (NSEC) shall keep and maintain the corporate records, shall make minutes of the NBOD and general membership meetings, and shall keep accurate membership records and voting rolls. The NSEC shall provide copies of minutes to NBOD members and state representatives within sixty (60) days of the national meeting. The NSEC shall also receive and process all applications for CVMA membership, following rules set forth by the membership for applicant qualifications. The NSEC will assume all other duties assigned to office by the NBOD.

##### (d) National Treasurer

The National Treasurer (NTRES) will: (a) collect dues and other forms of income due to the organization, (b) maintain the accounting books, (c) make payments from the organization’s funds when so ordered by the NBOD, (d) sign all organization’s checks (along with another Officer’s signature), (e) make regular reports of the organization’s financial status to the NBOD and the general membership, and (f) assume all other duties assigned by the NBOD.

##### (e) National Public Relations Officer

The National Public Relations Officer (NPRO) will oversee all of CVMA’s publicity in conjunction with and approved by the organization's NBOD. Duties will include: (a) being the Historian, (b) pictures (c) news articles, TV and radio announcements, (d) the organization’s web site, and (e) all other duties

assigned by the NBOD.

(f) National Sergeant at Arms

The National Sergeant at Arms (NSAA) will: (a) maintain order during CVMA meetings, (b) may verify membership of individuals before each national meeting, (c) be the NBOD Point of Contact for all discipline issues, and (d) assume all other duties assigned by the NBOD.

Section 4.04 Limits

Each Director is to be nominated and elected at the CVMA National Meeting and will assume office within 60 days of the election and hold that office for 36 months from the date of election or until their successors are duly elected and assume office. Consecutive terms are permitted. The Directors' terms shall be staggered, so that only two offices are up for election each year, unless otherwise provided for in these bylaws.

No member may serve as a Director in the same office for more than two full terms or more than eight (8) cumulative years. No member may serve as a Director for more than ten (10) cumulative years regardless of which offices they held.

Elections for offices shall be staggered as follows:

2021 National Sergeant at Arms and National Public Relations Officer

2022 National President and National Secretary

2023 National Vice President and National Treasurer

After which, the pattern will repeat annually.

Section 4.05 Nominations and Elections

A candidate for a Director must be nominated at the National Meeting. A member seeking nomination and election must declare their intention to seek the office not less than ninety (90) days prior to the National Meeting by submitting their letter of intent to the NBOD to be posted to the CVMA Website Forum, which shall be posted after the NBOD verifies qualification.

At the meeting, after nominations are closed, the members shall cast their vote for the office that is then up for consideration. No Director shall be elected with less than a majority of the votes cast. If more than two candidates are up for the same office, and no candidate receives a majority, the candidates with the two highest tallies shall enter into a run-off and the candidate receiving the majority of the votes shall be elected to the office. In the event of a tie, the National President shall cast the deciding vote, unless the NPRES is one of the candidates, in which case the NVP shall cast the deciding vote.

Section 4.06 Voting by the Directors

For any matter where a vote is required, each Director shall be entitled to one vote. Any matter so voted upon shall pass upon a simple majority voting in favor of the matter. In the event of deadlock, the NPRES shall cast the deciding vote.

Section 4.07 Powers of the NBOD

The property and business of the organization shall be managed by the Directors, acting as a NBOD. The

NBOD shall have and is vested with all necessary power and authority, except as may be expressly limited by law or the Articles of Incorporation or these bylaws, to: (a) do or cause to be done any and all lawful things for and on behalf of the organization; (b) to exercise or cause to be exercised any or all of its powers, privileges and franchises, and (c) to seek the effectuation of its objects and purposes. Unless specifically prohibited, the NBOD may delegate some or all of its authority to a committee or Officer for such time and upon such terms as the NBOD deems necessary.

The NBOD shall have the power to adopt policies regarding the operation of the organization and the interpretation and administration of these bylaws and the affairs of the organization. The policies shall be submitted to the State and Regional Representatives for review and comment. The policies shall be limited in duration and scope. Policies may be renewed from time to time, but unless specifically renewed shall automatically expire within eighteen months of their effective date.

#### Section 4.08 Meeting of the NBOD, Notice

An annual meeting of the NBOD shall be called and held for the purposes of organization, election of Officers, and transaction of any other business. If such meeting is held promptly after and at the place specified for the annual meeting of members, no notice of the annual meeting of the NBOD need be given. Otherwise, such annual meeting shall be held at such time (not more than thirty days after the annual meeting of members) and place as may be specified in a notice of the meeting.

#### Section 4.09 Regular Meetings, Notice

Regular meetings of the NBOD may be held without notice at such times and places either within or without the State of Missouri as shall from time to time be fixed by resolution adopted by the full NBOD. Except as otherwise provided by law, any business may be transacted at any regular meeting.

#### Section 4.10 Special Meetings, Notice

Special meetings of the NBOD may be called at any time by the President or by two or more of the Directors. The place may be within or without the State of Missouri as designated in the notice.

Written or printed notice of each special meeting of the NBOD, stating the place, date, and hour of the meeting and the purpose or purposes thereof shall be given to each Director (i) if mailed, at least three (3) days before the date on which the meeting is to be held, (ii) if by email or other electronic means, at least two (2) days before the date on which the meeting is to be held, or (iii) if delivered personally or orally by telephone or otherwise, not later than one (1) day before the date on which such meeting is to be held. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid and addressed to the Director at their residence or usual place of business. The notice may be given by any Officer having authority to call the meeting or by any Director.

#### Section 4.11 Action in Lieu of Meetings

Unless otherwise restricted by the Articles of Incorporation or these bylaws or any law, any action required to be taken at a meeting of the NBOD, or any other action which may be taken at a meeting of the NBOD, may be taken if a consent in writing setting forth the action so taken shall be signed, severally or collectively, by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any document describing the action taken by the NBOD. The Secretary or NBOD designee shall file such consent with the minutes of the meetings

of the NBOD.

#### Section 4.12 Remote or Virtual Meetings

Unless otherwise restricted by the Articles of Incorporation or these bylaws or any law, members of the NBOD, or any committee designated by such NBOD, may participate in a regular or special meeting of such NBOD or committee by means of electronic conference, phone, or similar communications equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

#### Section 4.13 Meeting Protocols

The Directors shall observe agendas and keep regular minutes of their meetings. The records of the meetings shall be part of the organization's records and are subject to disclosure in accordance with Chapter 355 of the Revised Missouri Statutes. Directors shall conduct meetings outside the presence of any other person who is not a Director, except that the President or a majority of Directors may allow third parties to participate in the meeting upon such terms as the Directors shall deem appropriate.

For any matter involving the advice of counsel, advice of a tax or accounting professional, discipline of a member, confidential health or financial matters of a particular member, or removal of an Officer or Director, the NBOD shall move into Executive Session. Matters discussed in Executive Session shall be kept confidential, although actions taken as a result of the Executive Session shall be duly recorded in the minutes of the organization. The records and notes discussed or reviewed by the NBOD shall not be disclosed except upon unanimous consent of the NBOD or upon advice of legal counsel that the disclosure is required.

#### Section 4.14 Waiver of Notice

Whenever notice is required to be given to the Directors under the provisions of these bylaws or the Articles of Incorporation or any law, a waiver thereof in writing, signed by any of them, whether before or after the time stated therein, shall be deemed the equivalent to notice.

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose, and so states at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted at nor the purpose of any regular or special meeting of the NBOD or members of a committee of Directors need be specified in any written waiver of notice, unless so required by the Articles of Incorporation or these bylaws.

#### Section 4.15 Quorum

At all meetings of the NBOD, a majority of the full NBOD shall, unless a greater number as to any particular matter is required by the Articles of Incorporation or these bylaws, constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum, except as may be otherwise specifically provided by the Articles of Incorporation or these bylaws or any law, shall be the act of the NBOD.

Less than a quorum may adjourn a meeting successively until a quorum is present, and notice of adjournment and the new meeting date and time shall be required.

#### Section 4.16 Vacancies

If the office of any one or more Directors becomes vacant for any reason, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director, may fill the vacancy by appointing a qualified member, who shall serve until the earlier of: (a) the balance of the remaining term OR (b) until the next annual meeting at which time a special election shall be held and the membership shall vote on a replacement for the vacated office, and the duly elected Director shall serve the balance of the remaining term so that the staggered terms of office shall be preserved. The NBOD reserves the right to change deadlines or procedures for nominations and declaring intent to run in the event of a vacancy if the vacancy occurs less than 90 days prior to an annual meeting.

#### Section 4.17 Compensation of Directors and Committee Members

Directors and members of all committees shall not receive any stated salary or compensation for their services as such. Directors and Committee Members who are required to incur expenses for travel and lodging or certain expenses as may be approved by the NBOD to be reimbursed for those expenses after providing a written request to the NBOD in a form approved by the NTRES and shall only be reimbursed for such amounts actually spent and only upon unanimous approval of the remaining Directors who are not submitting such reimbursement requests. Such request and reimbursement or rejection thereof shall be entered into the minutes of the BOD meeting upon approval or rejection. Upon approval, the NTRES will issue reimbursement within ten (10) days.

#### Section 4.18 Staff Positions

The NBOD is authorized to appoint individual members to serve in Staff Positions that may be created from time to time by a majority of the NBOD to provide assistance in the administrative responsibilities of the NBOD. Unless otherwise provided in these bylaws, appointment shall be through a written resolution of the NBOD, which shall summarily state the responsibilities and the duration of the position not to exceed three years, and the name of the member so appointed. Staff Position appointees shall have no vote in NBOD actions. Individuals serving in a Staff Position do so at the discretion of the NBOD, which may be revoked for any reason at any time. Staff Positions shall have only such authority as may be delegated, and that is not otherwise expressly granted or reserved to Region Representatives or State Officers or Standing Committees.

##### (a) National Chaplain

There is hereby created the permanent Staff Position of the National Chaplain (NCHAP). The NCHAP will be appointed by and serve at the pleasure of the NBOD to provide spiritual guidance to the CVMA membership. NCHAP will perform the Invocation at the National Meeting, attend all board meetings when required by the NBOD, administer the Alpha Omega Chapter, and develop and administer the Regional Chaplaincy Program. No member may serve more than eight (8) years as the NCHAP, nor may the NCHAP hold any other Officer position while assigned, e.g., Region Representative, State Representative or any Chapter Officer position.

##### (i) Alpha Omega Chapter

The Alpha Omega Chapter is a ceremonial designation to honor members who have passed away. Administration of this Chapter includes preparing and delivering memorial gifts to the surviving family members of deceased members, which cost shall be paid by the organization.

#### Section 4.19 Removal of Directors

Any Director may be removed for cause by action of a majority of the entire NBOD if the Director to be removed shall, at the time of removal fail to meet any qualifications stated in the Articles of Incorporation or these bylaws for election as a Director or shall be in breach of any agreement between such Director and the organization relating to such Director's services as a Director or employee of the organization. Notice of the proposed removal shall be given to all Directors prior to action thereon.

### **Article V. Reserved**

#### Section 5.01 Reserved

[THIS SECTION IS RESERVED TO ALLOW FOR FUTURE AMENDMENTS WITHOUT HAVING TO RENUMBER]

### **Article VI. Auxiliary Unit**

#### Section 6.01 Authorization for an Auxiliary Unit

Consistent with its Articles of Incorporation, these bylaws, and applicable law, there shall be an Auxiliary Unit of the CVMA that shall consist of those individuals who meet the criteria of Auxiliary Members as defined above.

The Auxiliary Unit shall support the goals and mission of the national organization and its Chapter affiliates. The Auxiliary Unit is authorized to conduct separate activities and events not in conflict with the bylaws or articles of incorporation of the national organization.

#### Section 6.02 Organization and Command Structure

The Auxiliary Unit shall be organized in conformity with and shall have a similar command structure as the Full Members. The Auxiliary Unit officers, representatives, and committee members shall oversee the affairs of the Auxiliary Unit and its members, subject to oversight by the NBOD.

The Auxiliary Unit shall adopt bylaws substantially in conformity with, but in all respects subordinate to, these bylaws. The Auxiliary Unit's bylaws must be approved by the NBOD prior to enactment.

The Auxiliary Unit shall also elect a State Representative for each state, who shall have such responsibilities as set forth in the Auxiliary Unit's bylaws, provided that the office of the ASR shall be subordinate to the Full Member SR.

#### Section 6.03 Use of Intellectual Property

The Auxiliary Unit shall be granted a license to use such intellectual property of the organization as may be adopted from time to time by a policy of the NBOD.

#### Section 6.04 Separate Finances

The Auxiliary Unit shall maintain separate financial records and transactions from the national organization. The Auxiliary Unit shall independently and separately file all required reports or records

with the IRS or any other taxing authority as required by law. The Auxiliary Unit shall comply with all applicable reporting and tax laws and regulations.

#### Section 6.05 Auxiliary Chapters

Auxiliary Chapters shall be attached to Full Member Chapters, and do not necessarily require separate bylaws or governing documents. The relation of an Auxiliary Chapter to the Full Member Chapter shall mirror the relationship between the Auxiliary Unit and the national organization.

## **Article VII. Regional Officers, State Officers, NBOD Committees**

#### Section 7.01 General Provisions - Regional, and State Officers, and NBOD Committees

Any person serving as a Regional Officer, State Officer, or Committee derives their authority from the inherent powers vested in the NBOD that are granted and reserved to the respective positions subject to these bylaws.

No Regional or State Officer may serve concurrently as an Officer or Director of any Chapter.

All Officers and committee members must be in good standing during their entire term of office.

#### Section 7.02 Regional Officers

Each Region shall elect Regional Officers for every region as provided for in these bylaws.

##### (a) Regional Representative

Each Region shall elect a Regional Representative from the Full Members in that region. A member seeking election to a Regional Representative position must declare their intention to seek the office not less than ninety (90) days prior to the election date of the next Regional Representative's term. The Regional Representative must be a member of a Chapter within their Region. Nominees must be active and in good standing for a minimum of two (2) full consecutive years of CVMA membership prior to election. Member must have served a minimum of one (1) year as a Chapter Officer or State Representative.

The primary duties of the Regional Representative are to resolve disputes among Chapters or states within their region, to enforce CVMA bylaws and policies, and to oversee the office of the State Representatives within their region, including any State Executive Board. Regional Representatives shall also be responsible for state compliance within their region, specifically investigating and reporting to the NBOD on issues where a State Executive Board is not in compliance with these bylaws. The Regional Representative shall also be responsible for investigating allegations of misconduct against any State Officer within their Region and other duties as outlined within the disciplinary policies. Each Regional Representative shall be a member of the Bylaws Committee.

The office of the Region Representative shall not organize or sponsor fundraising activities, nor solicit, receive, distribute, or administer any charitable donations. The Region Representative is authorized to participate as a member in fundraising activities that are organized or sponsored by an authorized body.

The Regional Representative will serve for a term of three (3) years and shall be elected by their membership at a set time prior to the expiration of the previous Region Representative's term.

In case of a vacancy, the NBOD shall appoint an interim Regional Representative after receiving guidance from the State Representatives for that Region. The appointee must otherwise meet the qualifications for nomination and election as is required for Regional Representatives. The interim appointee shall serve the remainder of the term that was vacated, or until a meeting and a vote is held to elect a replacement Region Representative, who shall serve the balance of the vacated term.

No member may serve as Regional Representative more than two (2) full terms, or more than a total of eight (8) years.

(b) Regions

The members and Chapters are divided into regions as provided for in these bylaws. The Regions are as follows:

- (i.) Region 1. Alabama, Georgia, Mississippi, South Carolina, Florida
- (ii.) Region 2. Kentucky, Maryland, North Carolina, Tennessee, Virginia, West Virginia
- (iii.) Region 3. Connecticut, Delaware, Maine, Massachusetts, New Hampshire, New Jersey, New York, Pennsylvania, Rhode Island, Vermont.
- (iv.) Region 4. Illinois, Indiana, Michigan, Minnesota, Ohio, Wisconsin.
- (v.) Region 5. Arkansas, Louisiana, Oklahoma, Texas
- (vi.) Region 6. Iowa, Kansas, Missouri, Nebraska
- (vii.) Region 7. Montana, North Dakota, South Dakota, Wyoming
- (viii.) Region 8. Arizona, Colorado, New Mexico, Utah
- (ix.) Region 9. California, Hawaii, Nevada
- (x.) Region 10. Alaska, Idaho, Oregon, Washington
- (xi.) Region 11. Asia, Europe

Section 7.03 State Officers

Unless otherwise specified, all nominees for any State office must be active and in good standing in the association with a minimum of one (1) full year of CVMA membership.

Each state is authorized to elect the following Officers, who must be members within the state for which they are being elected:

(a) State Representative

- (i) There shall be a State Representative for every state. The State Representative shall have authority over any State Executive Board and each Chapter Commander.
- (ii) The State Representative will be responsible for: (a) overseeing the operations and management of each local Chapter, (b) overseeing and managing compliance with these bylaws and NBOD policies, (c) fundraising protocols, and (d) other requirements of members, Chapters, and State Executive Board.

- (iii) The State Rep, in conjunction with the SSAA if one has been elected for that state, shall investigate allegations of misconduct against any member or Chapter within their state.

Subject to the Article 12 of these bylaws, and the then current disciplinary policies of the NBOD, State Representatives may discipline members with NBOD approval. State Representatives may suspend members for up to six (6) months, with the majority approval of the member's local Chapter's elected Officers. While serving this suspension the member is prohibited from: a) attending CVMA functions/meetings; b) wearing his/her CVMA Back patch; c) voting at local or national CVMA elections; d) holding a CVMA Officer position. A suspended member will have fifteen (15) days to appeal his/her suspension. Such an appeal shall be in writing and directed to the appropriate Regional Representative via the State Representative.

- (iv) The State Representative will be responsible for mediating any disputes between Chapters, and for receiving, reviewing, and forwarding applications for new members to the NBOD.

- (v) Election and Term

The State Representative will serve for a term of three (3) years and shall be elected by the Full Members of their respective state.

- (vi) A candidate for a State Representative must be nominated. A member seeking election to a State Representative position must declare their intention to seek the office not less than ninety (90) days prior to the election date for the next State Representative's term. Nominees must be active and in good standing for a minimum of two (2) consecutive full years of CVMA membership prior to election. Nominees for the State Representative position must have prior service as a Chapter Officer in a command (CEB) position or above (SEB, SR, RR, NBOD).

- (vii) Vacancy.

In case of a vacancy, the Region Representative shall appoint an interim State Representative after receiving guidance from the Chapters for that state. The appointee must otherwise meet the qualifications for nomination and election as is required for State Representatives. The interim appointee shall serve the remainder of the term that was vacated, or until a meeting and a vote is held to elect a replacement State Representative, who shall serve the balance of the vacated term.

In the event a SR is unable to discharge their duties on a temporary basis due to a qualifying occurrence, the RR will appoint an interim SR to serve out the temporary vacancy. For purposes of this section only, the terms of the temporary vacancy and qualifying occurrence will be determined and implemented in accordance with the then-current policy regarding temporary vacancies as adopted by the NBOD.

- (viii) Funding and Operational Management.

In the absence of a duly formed SEB, the State Representative shall be responsible for proper accounting and management of funds necessary to carry out the responsibilities and duties of the office of State Rep. Unless separately incorporated as a State Executive Board, and duly recognized as a tax exempt, charitable organization, the office of the State Representative shall not organize or sponsor fundraising activities nor solicit, receive, distribute, or administer any

charitable donations. The State Representative is authorized to participate as a member in fundraising activities that are organized or sponsored by an authorized body.

Chapters or the SEB within a given state may agree to pay directly for or reimburse the State Representative for reasonable and necessary expenses for the administration of the office, such as postage or copies, excluding travel, meals, lodging, per diem, equipment, computers, phones or phone service. Said expenses shall be paid or reimbursed from Chapter or SEB general funds. The local Chapter to which the State Representative is assigned may manage the budget, funding, and payments on behalf of the State Rep. Any funds collected by a State Representative for the administration of that office is for the benefit of the members and Chapters of that state. The State Representative shall keep proper accounting records, which shall be made available for review upon demand by their respective Region Representative or the NBOD. The State Representative shall not commingle personal funds and funds to be used for the benefit of the office of State Representative. The Chapters or SEB and their respective State Representative shall adopt a written agreement from year to year that governs the amounts, limits, and procedures for reimbursing or paying for a State Representative for reasonable and necessary expenses.

Upon termination of the State Rep's term of office, any funds shall be promptly transferred to the control of the incoming State Representative in a manner directed by the incoming State Representative and approved by the Region Representative and shall be accompanied by a summary accounting statement and adequate records of prior transactions.

**(b) State Secretary**

Each state may elect a State Secretary ("SSEC"), who shall: (a) maintain SR minute records and keep minutes of all meetings called to order by the SR; (b) assist the SR with the duties as directed/requested by the SR; (c) Provide assistance and mentorship to Chapter Secretaries when requested; (d) provide a copy of the approved meeting minutes to the state's membership as directed by the SR; (e) assist the SR with review and processing of membership applications to the CVMA in accordance with the then current NBOD policy.

The SSEC shall be elected by the members of their respective state and shall serve a term of three (3) years.

In the event of vacancy, the SR may appoint a substitute SSEC to serve the balance of the term that was vacated, unless and until a special election is called wherein a substitute SSEC shall be elected, in which case the newly elected SSEC will serve the balance of the vacated term.

**(c) State Sergeant at Arms**

Each state may elect a State Sergeant at Arms ("SSAA"), who shall: (a) assist and report directly to the State Representative with duties as directed/requested by the State Representative, (b) investigate bylaw and policy violations or issues involving state members as directed by the State Representative per NBOD disciplinary policy, (c) maintain order during any multi-Chapter meeting called for by the State Representative, and (d) provide assistance and mentorship to Chapters' Sergeant at Arms when requested by the Chapter SAA and/or as directed by the State Representative or National Sergeant at Arms.

The SSAA shall be elected by the members of their respective state and shall serve a term of three (3) years.

In the event of vacancy, the SR may appoint a substitute SSAA to serve the balance of the term that was vacated, unless and until a special election is called wherein a substitute SSAA shall be elected, in which case the newly elected SSAA will serve the balance of the vacated term.

(d) State Executive Board

(i) Generally.

The Office of State Representative is authorized to separately incorporate as a State Executive Board (“SEB”). The SEB shall be subordinate to the national organization. Each SEB must be a registered tax exempt, charitable organization in good standing with its own unique tax ID number (FEIN). SEBs not in compliance with this provision shall have three months after receiving notice from the NBOD to file the appropriate application or renewal to become a tax exempt, charitable organization.

The SEB shall mirror the NBOD in its structure and administration, except the Chief Executive Officer must be the State Representative who must also serve as a Director. If the State has elected a State Sergeant at Arms and/or State Secretary, the State Sergeant at Arms and/or State Secretary must also be an Officer and Director of the State Executive Board.

(ii) Bylaws.

Each SEB shall submit its bylaws to the NBOD for approval, and they must contain the following:

- A. Specifically reference these bylaws, and acknowledge the superior authority of the NBOD and the national organization,
- B. Contain a conflict-of-interest statement consistent with the conflict-of-interest statement of these bylaws,
- C. Contain record keeping provisions for the creation and retention of required records, including books of account, minutes, and resolutions,
- D. Contain a provision that, upon dissolution, all assets shall be surrendered to the national organization, or if the national organization is not qualified to receive the assets, then to a qualifying charitable organization that supports veterans.

(iii) Fundraising Protocols.

SEBs must abide by their Articles of Incorporation and all applicable federal, state, and local law as it pertains to solicitation, receipt, disbursement, and administration of charitable donations. SEBs shall adopt reasonable protocols and take necessary steps to prevent fraud or the misappropriation of donated funds. Failure to follow any law or to implement and follow reasonable accounting procedures may result in revocation of the license to use CVMA Intellectual Property as set forth herein, or such other disciplinary or remedial action as the NBOD may require.

SEBs and each constituent Chapter and member jointly and severally shall hold harmless and indemnify the national organization against and from claims for the mismanagement or unauthorized receipt, use, or accounting of charitable donations, including the national organization's reasonable attorney's fees and associated costs in responding to or defending against claims arising from a SEB's fundraising activities.

(e) Other State Officers

Each State Representative may appoint or hold elections for other Officers deemed appropriate and necessary by the State Representative and delegate such authority as is necessary to conduct the business of the State Rep.

Section 7.04 Committees

The NBOD may appoint committees and delegate to each committee such degree of authority as the NBOD deems necessary and appropriate. In addition to any committees the NBOD may appoint, there shall be standing committees as required by these bylaws, whose authority shall be derived from the bylaws and not by delegation from the NBOD.

(a) General Conditions and Record Keeping

Each committee will appoint a secretary, who shall keep regular minutes of its proceedings and the same shall be recorded in the minutes of the organization.

(b) Standing Committees

(i) Bylaws Committee

There is hereby established a Bylaws Committee, which shall consist of the persons herein designated, and shall have such power and authority as follows:

- A. The Bylaws Committee consists of the Regional Representatives and at least five (5), but no more than six (6) additional Full Members recommended by the Region Representatives and appointed by the National President. The Full Members must be in good standing and will serve for a term of one year,
- B. Shall prepare and adopt specific procedures, timelines, and guidelines for the receipt of bylaw change proposals from members, including adoption of the form for the submission from members set forth in Appendix E,
- C. Receive, review, correct, clarify, and consolidate bylaw change proposals ("BLCP") submitted by members,
- D. Shall consult with the organization's legal counsel, as designated by the NBOD, to verify that proposed changes are compliant with applicable law, or would not otherwise cause a conflict within the bylaws, or result in a substantial change to the operation of the organization that is not intended by the proposal,
- E. Shall arrange proposals in order according to Article, Section, Subsection,

- F. Shall check proposals for conflicts with CVMA principles, language, grammar, alignment with proper bylaw article/section/subsection, and redundancy,
- G. When necessary, discuss with the proposal's Point-of-Contact ("POC") such areas needing clarity, intent, consolidation with other proposals, etc.,
- H. When more than 20 proposals qualify to form, reduce the number to the 20 most supported or useful proposals as determined by a majority of the Committee Members and, in the case of a tie, the National President shall have the deciding vote,
- I. Provide such comments as the Committee believes useful for the membership. Such comments shall be attached to the proposal as "Bylaws Committee Comments" and may be in support, recommending disapproval, or no comment and include a reason for the position taken,
- J. All proposals denied, postponed, consolidated or changed will require such decision to be communicated to the Point-of-Contact for the proposal,
- K. Revise or strike proposals in accordance with advice of counsel and submit the final proposals for inclusion in the agenda for the next National Meeting,
- L. The committee is authorized to include amendments or alternate language to be considered alongside of each proposal, provided the alternate language resolves grammatical errors or clarifies language, but does not affect the intention of the proposal,
- M. The committee at any time may recommend to the NBOD changes to existing bylaws that resolve or fix grammatical errors, redundancy, or clarify language to make the implementation of the bylaw more practical or efficient. These changes may be adopted by the NBOD during any regular meeting, provided that, the change is truly minimal and of a clerical nature,
- N. Compliance with applicable law. If at any time it appears that the bylaws are not in compliance with applicable federal or Missouri law, the committee shall notify the NBOD of the issue, who shall consult with legal counsel, and such change, if required, shall be adopted and incorporated into these bylaws by a vote of not less than four NBOD members during any regular meeting of the NBOD,
- O. The committee shall be responsible for adopting and implementing bylaw amendment procedures consistent with these bylaws.

(ii) Charitable Donations Committee

The Charitable Donations Committee shall consist of the State Representatives. Each year the committee shall appoint a chair and such other Officers as deemed necessary who shall serve in such capacity for a one-year term, or until their term as State Representative expires, whichever is less. Each year NTRES shall provide a statement of funds available for charitable donations for the upcoming year. The Committee shall cooperate with the NTRES to establish procedures for receiving recommendations of who to make donations to. Throughout the year following the National Meeting, the committee shall receive recommendations from its members and other members of the CVMA regarding organizations or persons to whom a donation would benefit.

The committee shall discuss and decide on which persons or organizations to make donations to; provided that the recipient of such donation may not be a political cause or campaign, nor any other recipient not eligible under applicable law. The committee shall present a formal report detailing its recommendations to the membership at the national meeting, who shall then vote to approve or disapprove the report. If the report is approved, and the requests are made in accordance with the applicable Standard Operating Procedures, the NTRES shall cause the donation to be disbursed to the persons or organizations as recommended by the Committee in a timely manner.

(c) Ad Hoc Committees

The NBOD may, by written resolution, authorize two or more persons to serve as a committee and to act on behalf of the organization for any purpose as the NBOD may proscribe, provided however, that the authority of such persons to act shall be limited in time, not to exceed one year, and shall be limited to the scope of the resolution.

## **Article VIII. National Meeting**

### Section 8.01 Meeting of Members

(a) Annual Meeting of Members

(i) Location Selection

- A. The awarding of National Meetings will be based on a rotating, regional assignment in accordance with Appendix B to these bylaws. Only Regions within the United States of America are included in this rotation.
- B. The Region must accept or decline their rotation no later than the end of the National Meeting that is four calendar years prior to their rotation year (i.e., the 2025 National Meeting must be accepted or declined by the Region at the 2021 National Meeting).
- C. After the Region accepts their rotation at the National Meeting, the Region Representative will send an e-mail to their State Representatives calling for location nominations. State Representatives will forward the e-mail to their Chapters' Officers, and carbon copy (CC) the Region Representative on the e-mail. Each Chapter Commander or Chapter Secretary will forward the e-mail to the entire Chapter membership, and CC the State Representative on the e-mail. Chapter members will be given no less than 90 days to submit their recommendations back up the Chain of Command (CoC) to the Region Representative.
- D. After the Region Representative has compiled the entire list of recommendations, he/she will send the total list back down the CoC, using the above method, calling for a vote. All members of the host region will be given a minimum of 90 days to vote on the location from those submitted. Votes will be tallied by the State Representatives and sent back to the Region Representative. Once finalized, the Region Representative will inform the NBOD of the results.

- E. Regions will disclose only the city and state of the National Meeting no less than two and three years in advance during the National Meeting (i.e., 2024 and 2025 will be announced at the 2022 National Meeting).
- F. The next year's National Meeting location and dates will be announced at the current year's National Meeting. The National Convention Committee will have a written contract with every reserved hotel that they will accept no reservation any earlier than two weeks following the end of the current year's National Meeting. The NPRO will send a CVMA wide e-mail to all members prior to the date reservations will be accepted.
- G. In the event a region chooses not to host, they will move to the end of the rotation and the next region in order will become eligible to host.
- H. After a region hosts a National Meeting, they will move to the bottom of the rotation list.

(ii) Timing

Unless extraordinary circumstances dictate otherwise, the annual meeting of the members and the NBOD shall be held in June of each year. The meeting shall never be held on Father's Day weekend.

(iii) Notice

Notice of meetings shall be given through electronic means and published on the organization's website. Any other notice allowed or required by law or these bylaws may be transmitted to the member's email address of record.

(iv) Standing Agenda, Procedures

The annual meeting shall consist of Officer reports, election of Officers, voting on bylaws, approval of charitable giving, committee reports, and any new business.

Robert's Rules of Order should be used during meetings to effect parliamentary procedures, unless otherwise amended and provided for in these bylaws. The President may appoint a member of the NBOD to serve additional duty as parliamentarian. Robert's Rules are not adopted nor incorporated into these bylaws. The President, or the presiding Officer, reserves the authority to end any debate on any topic or motion and to call for a vote on the motion.

(v) Adjournment

The meeting will not be adjourned until all business is conducted, unless extraordinary circumstances exist. In the event where a member, through a duly seconded motion, moves for an adjournment prior to the conclusion of all business on the agenda, the meeting will only be adjourned upon approval of 2/3 of those members present and voting. In such a situation, the NBOD retains all right and authority to take any action on any item of business not taken up by the members, including voting on Officer positions and amendments to the bylaws.

(vi) Quorum

Unless otherwise specified in these bylaws, for any matter upon which a vote is authorized for a member to vote on, there must be a minimum of 5% of Full Members present. The NBOD shall retain the authority to declare a quorum exists of less than 5%, if in the NBOD's sole discretion, the number of members

present and eligible to vote would serve the interests of the organization. Unless otherwise specified in these bylaws, any matter on which a member may cast a vote shall pass upon approval of a simple majority 50% + 1 vote of those present voting in the affirmative.

(vii) Voting

- A. Only those Full Members certified as active and in good standing by the National Secretary shall be eligible to vote.
- B. No member may vote by proxy.
- C. Each Full Member shall have one vote per office, per bylaw proposal, or per motion before the membership.

## **Article IX. Indemnification of Officers and Directors**

### Section 9.01 Indemnification

(a) General

In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in these bylaws, the organization shall secure an adequate policy of insurance that insures Officers and Directors against liability for damages arising from their actions or inactions in performing their duties as an Officer or Director of the organization. For purposes of this Article, the grant of insurance and right of indemnification shall only extend to Directors, Regional Representatives, and State Representatives.

(b) Indemnification in Actions by Third Parties

The organization shall indemnify each Director or qualifying Officer who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative or appellate, other than an action by or in the right of the organization, by reason of the fact that such person is or was an Officer or Director of the organization against all liabilities and expenses, including without limitation judgments, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the organization in accordance with this Article which approval shall not be unreasonably withheld), attorney's fees, ERISA excise taxes or penalties, fines and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding). The indemnification in this Article shall only apply if such person acted in good faith and in a manner not opposed to the best interests of the organization and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the organization and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(c) Indemnification in Derivative Actions

The organization shall indemnify each qualifying person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the organization to procure a judgment in its favor by reason of the fact that such person is or was a qualifying Officer or Director of the organization (provided that such settlement and all amounts paid in connection therewith are approved in advance by the organization in accordance with this Article, which approval shall not be unreasonably withheld) and all expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, including without limitation attorney's fees, investigation, defense, settlement or appeal of such action, suit or proceeding. The indemnification shall only apply if such person acted in good faith and in a manner not opposed to the best interests of the organization.

(d) Determination of Right to Indemnification

Prior to indemnifying a person pursuant to the provisions of subsections (a), (b) or (c) of this Article, unless ordered by a court and except as otherwise provided by subsection (d) of this Article, the organization shall determine that such person has met the specified standard of conduct entitling such person to indemnification as set forth under subsections (a), (b) or (c) of this Article IX. Any determination that a person shall or shall not be indemnified under the provisions of subsections (a), (b) or (c) of this Article IX shall be made (i) by the NBOD by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members and such determination shall be final and binding upon the organization.

(e) Advancement of Expenses

Expenses, including attorney's fees, actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by the organization in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to indemnification by the organization. Notwithstanding the foregoing, no advance shall be made by the organization if a determination is reasonably and promptly made by (i) the NBOD by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding for which the advancement is requested, or (ii) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members, that, based upon the facts known to the NBOD, counsel, or members at the time such determination is made, such person acted in bad faith and in a manner such person did not believe to be in or not opposed to the best interest of the organization and, with respect to any criminal proceeding, had reasonable cause to believe such person's conduct was unlawful. In no event shall any advance be made in instances in which the NBOD, counsel, or members reasonably determine that such person deliberately breached such person's duty to the organization or its members.

(f) Enforcement of Right to Indemnification and Advancement of Expenses

Notwithstanding any other provision of this Article IX, including without limitation subsections (b), (c) and (d) hereof, in the event a determination is made by the NBOD, members, or independent legal counsel that a person or persons are not entitled to be indemnified or to have expenses advanced hereunder, such person or persons shall have the right to maintain an action in any court of competent jurisdiction against

the organization to determine whether or not such person or persons have met the requisite standard of conduct and are entitled to such indemnification or advancement of expenses. If such court action is successful and such person or persons are determined to be entitled to such indemnification or advancement of expenses, such person or persons shall be reimbursed by the organization for all fees and expenses actually and reasonably incurred in connection with any such action, including without limitation attorney's fees, investigation, defense, settlement, or appeal of such action.

(g) Non-Exclusivity

The indemnification and advancement of expenses provided by this Article IX shall not be exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested Directors, policy of insurance, Articles of Incorporation, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall not limit in any way any right which the organization may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of expenses provided by or granted pursuant to this Article IX shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, administrators, and estate of such person.

Section 9.02 Severability

If any provision of this Article or the application of any such provision to any person or circumstance is held invalid, illegal, or unenforceable for any reason whatsoever, neither the remaining provisions of this Article nor the application of the provision held invalid, illegal or unenforceable to other persons or circumstances shall be affected thereby and, to the fullest extent possible, the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality, and enforceability.

## **Article X. Administration of Financing and Fundraising Protocols**

Section 10.01 Separate Books of Account

The Treasurer and the NBOD shall keep separate books of account for the organization, shall comply with all federal, state, and local reporting laws, and generally adopt bookkeeping practices in accordance with Generally Accepted Accounting Principles (GAAP). These records shall be separate from any Chapter, the Auxiliary Unit, and from any state or region office.

Not less than once per year, generally on or around the deadline to file a federal income tax return, the Treasurer shall submit the prior year's financial transactions to a certified public accountant for preparation of the organization's tax returns. In addition to preparing the returns, the accountant shall report any material discrepancies or deficiencies in the records. Not less than once every 5 years, the books of the organization shall be audited by a certified public accountant, who shall report their findings to the NBOD.

Section 10.02 Fundraising Protocols

The organization is authorized to engage in fundraising as allowed by law. The organization shall comply with all federal, state, and local laws applicable for fundraising by a charitable organization.

Chapters and SEBs must abide by their Articles of Incorporation and all applicable federal, state, and local laws as they pertain to solicitation, receipt, disbursement, and administration of charitable donations. Chapters shall adopt reasonable protocols and take necessary steps to prevent fraud or the misappropriation of donated funds. Failure to follow any law or to implement and follow reasonable accounting procedures may result in revocation of the license to use CVMA Intellectual Property as set forth herein or such other disciplinary or remedial action as the NBOD may require.

Chapters, SEBs, and each individual member jointly and severally shall hold harmless and indemnify the national organization against and from claims for the mismanagement or unauthorized receipt, use, or accounting of charitable donations, including the national organization's reasonable attorney's fees and associated costs in responding to or defending against claims arising from a Chapter's fundraising activities.

#### Section 10.03 Benevolent Fund

The NBOD shall set aside 20% of all annual dues collected as part of a "Benevolent Fund." The purpose of the Benevolent Fund is to provide funds to members or their families in need of assistance. The Benevolent Fund for CVMA will be administered by the NBOD. Qualifying recipients may be provided a payment of up to, but not exceeding, \$1,500.00 per recipient per year to be paid to the member coordinated by the member's local Chapter. The NBOD will establish an application process that shall be coordinated with the applying members' local Chapter through their chain of command. The applying Chapters must help raise money on their own *prior to* applying for additional funds from the NBOD. Money given out will not be required to be given back.

## **Article XI. Emergency Powers**

#### Section 11.01 Emergency Bylaws

In an emergency (such as an epidemic or a nuclear disaster), the NBOD (or, if a quorum cannot readily be convened, a majority of Directors present) may suspend any portion of the bylaws and adopt in lieu thereof emergency bylaws for the duration of the emergency, notwithstanding any contrary provision in the law. Such emergency bylaws are subject to repeal by a majority of the members present at the next Annual National Meeting following the enactment of the emergency bylaws. The emergency bylaws may only include provisions that are practical and necessary for the specific circumstances of the emergency, including:

- Allowing any Officer or Director to call NBOD or committee meetings,
- Reducing NBOD quorum requirements, even to a single Director present; and
- Deeming as Directors for NBOD quorum purposes any persons designated on a list approved by the NBOD before the emergency.

Emergency bylaws may not alter or change qualifications for membership.

#### Section 11.02 Lines of Succession

The NBOD, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Officers or agents of the organization shall for any reason be rendered incapable of discharging their duties.

### Section 11.03 Consistency with Bylaws

To the extent not inconsistent with any emergency bylaws, the bylaws shall remain in effect during any emergency, and, upon its termination, the emergency bylaws shall cease to be operative.

### Section 11.04 Limitation of Liability

No Officer, Director or employee acting in accordance with any emergency bylaws shall be liable except for willful misconduct.

### Section 11.05 Plenary Power

The Directors may adopt any and all such bylaws, policies, or other provisions affecting the governance of the organization as it deems necessary and appropriate, and which is consistent with Chapter 355 of the Revised Missouri Statutes.

### Section 11.06 Notice of NBOD Meetings

Unless otherwise provided in emergency bylaws, notice of any NBOD meeting during such emergency may be given only to Directors who can feasibly be reached and by such means as may be feasible at the time.

## **Article XII. Disciplinary Actions**

### Section 12.01 Procedures and Policies

The NBOD shall, from time to time, adopt and publish procedures to be followed in the investigation, notification, and implementation of disciplinary procedures. The then current discipline policy shall be attached and incorporated into these bylaws as Appendix C.

#### (a) Requirements for Disciplinary Procedures

Any Disciplinary Policy and procedure must comply with the following:

- (i) The Officer with the authority to implement a disciplinary action (e.g., expulsion, termination, or suspension) shall provide written notice to the affected member(s) not less than fifteen (15) days prior to the effective date of the disciplinary action; and,
- (ii) The affected member(s) must be given an opportunity to be heard, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place; or,
- (iii) The disciplinary procedure is fair and reasonable taking into consideration all the relevant facts and circumstances.
- (iv) Any written notice must be given by electronic mail to the member(s)' email address(es) of record or by first class or certified mail sent to the last address of the member shown on the organization's records.

## **Article XIII. Conflict of Interest Policy**

### Section 13.01 Conflict of Interest Policy

The CVMA, its members, Directors, and Officers, shall make every effort to protect the integrity and purpose of the organization. The CVMA will take every effort to refrain from entering transactions that would disqualify CVMA from qualifying as a tax-exempt organization. To that end, CVMA adopts and implements the conflict-of-interest policy as set forth in Appendix D, attached and incorporated to these by-laws as though fully set forth herein.

## **Article XIV. Chapters**

### Section 14.01 Chapters and State Executive Boards Authorized

The NBOD is authorized to give permission to 15 or more Full Members to form a local Chapter of CVMA. The application process shall be governed by the then current policy for approval of new Chapters.

The NBOD is authorized to approve one State Executive Board to each state in which there is more than one local Chapter in accordance with these bylaws.

### Section 14.02 Procedures and Qualifications for Local Chapters

#### (a) Formal Incorporation Required

Chapters must be formally established as a nonprofit organization within a town or metropolitan area in their home state and remain in good standing. The Chapter's name must include the words "Combat Veterans Motorcycle Association" in that order or "CVMA", and "Chapter" and their numeric Chapter designation as specified by the NBOD. The NBOD shall notify Chapters not in compliance with the naming requirements, who shall take the necessary steps to come into compliance within a reasonable time, and to notify the NBOD once completed. Failure to respond may result in further disciplinary action against the Chapter by the NBOD.

Example:

*Wrong: "Missouri Combat Veterans Motorcycle Association, Inc."*

*Acceptable: "Combat Veterans Motorcycle Association, Chapter 4-12"*

*"Combat Vets Association Chapter 4-12"*

*"CVMA Chapter 4-12"*

*"Combat Veterans Motorcycle Association, MO 4-12"*

#### (b) Chapter Designation

Chapters will be assigned a designation by the NBOD based upon a state and number format, and it is this format that must be part of the Chapter's formal name as registered with their home state. The format shall consist of a number representing the state (or geographic area outside the U.S.) of the local Chapter, followed by a dash, and then a second number representing the new Chapter, which number shall be in sequence to the most recently established Chapter in that state. *Example, Missouri is state number 4, the most recent Chapter established is 4-12, the next Chapter will be designated 4-13.*

(c) Chapter locations

Chapter locations shall be sufficiently geographically distanced to avoid competition among Chapters for both membership and fundraising activities. Generally, Chapters shall be designated to a town or metropolitan area which should be approximately 60 miles, about one hour's ride in normal traffic conditions, from its approximate geographic center to the approximate geographic center of the next town or metropolitan area in which there is an existing or proposed new Chapter. The NBOD, with the advice of the State Rep, may allow Chapters to exist in closer proximity as the circumstance may warrant. No existing Chapters will be moved as a result of this provision.

(d) Tax Exemption

Each Chapter must have their own Tax ID number (FEIN). Chapters are encouraged to register as tax exempt, charitable organizations. Chapters who do not elect to be tax exempt, or who are not in good standing as a tax-exempt organization, shall not solicit or receive charitable donations.

Section 14.03 Chapter Structure

(a) Chain of Command

Chapters must have a clearly established chain of command with separate Officers responsible for executive actions (Chapter Commander and Executive Officer), finance (Treasurer), and record keeping (Secretary); and may include discipline and safety (Sergeant at Arms) or such other officers (Public Relations) as the Chapter may authorize.

(b) Chapter Officer Elections

All nominees for Chapter office must be active and in good standing in the association with a minimum of one (1) full year of CVMA membership, or a minimum of six months of CVMA membership if a member of one year or more does not elect to run for office. Chapter officers in newly formed chapters are excluded from the one-year requirement.

(c) Chapter Bylaws

Chapters must adopt bylaws similar in form to the national bylaws, but which at a minimum must include:

- i) Clear provisions for the election of its Officers, a time and place for annual meetings, and notice to members; and
- ii) A subordination clause stating that its membership and all its bylaws shall be subordinate in all respects to the national organization; and
- iii) A clear statement and requirement that membership in the Chapter is wholly contingent upon the individual's membership in the national organization; and
- iv) Record keeping provisions for the creation and retention of required records, including books of account, minutes, and resolutions; and
- v) Provisions defining the voting rights of its members; and

- vi) A conflict-of-interest statement consistent with the conflict-of-interest statement adopted in these bylaws; and
- vii) A provision that addresses (allows or prohibits) whether a deployed Chapter member may vote on Chapter business via email or similar remote communication;
- viii) Contain a provision that upon dissolution, all assets shall be surrendered to the national organization, or if the national organization is not qualified to receive the assets, then to a qualifying charitable organization that supports veterans; and

(d) Bylaw Approval for New Chapters

New Chapters, i.e., those applying for the first time after these bylaws are enacted, must submit their proposed bylaws to the NBOD for approval.

(e) Dissolution or Revocation of a Chapter – Assets to Benefit the State

In the event a Chapter is dissolved on its own, or if it is revoked by the NBOD, then the assets of the that Chapter shall be transferred to the national organization for safe keeping and shall not be considered the general funds of the national organization. The assets must be used to benefit the remaining members and Chapters of the state where the dissolved Chapter was located. The State Representative for that state shall work with the remaining Chapters and members of the state to develop a plan for the redistribution of assets to benefit the members of that state. Upon approval by the State Representative and a majority of the members of that state, the State Representative shall provide written notice to the NBOD of how the assets are to be handled. The NBOD shall confirm that the plan as submitted does not violate any laws. If the plan does not violate any laws, the NBOD shall then promptly transfer the assets as directed by the plan. If the plan does appear to violate a law, the NBOD shall notify the State Representative and provide recommendations. The State Representative shall then work with the remaining Chapters and members to develop a plan that is compliant or provide satisfactory proof that the original plan does not violate any laws.

No direct distribution may be made to a member. If there are no members or Chapters remaining in the state after dissolution of the Chapter, then any assets shall be distributed by the Charitable Donations Committee in accordance with these bylaws and then current procedures and policies.

(f) Detachments

Chapters may allow for detachments of eight or more members. The detachment shall select a Detachment Commander who shall report directly to the Chapter Commander.

## **Article XV. Jurisdiction, Venue, and Choice of Law**

### **Section 15.01 Jurisdiction, Venue, and Choice of Law**

Any dispute arising out of membership, the official acts of the organization, or any provision of these bylaws shall be governed by Missouri Law. For any action brought by or against the organization for any reason, jurisdiction and venue shall be in the 7<sup>th</sup> Circuit of Missouri, Clay County, Missouri, and all matters shall be governed by Missouri law, including choice of law issues. Notwithstanding the foregoing, disputes only involving a Chapter may be brought by or against such Chapter in the Chapter’s state of domicile in accordance with that state’s rules for venue.

## **Article XVI. Dissolution**

### Section 16.01 Dissolution by Unanimous Consent

At any time, and for any reason, the Directors, the Regional Representatives, and the State Representatives may unanimously vote to dissolve the organization. Upon such vote, the President shall cause the organization to be dissolved consistent with the laws of dissolution for a nonprofit corporation, and in accordance with any applicable tax law or regulation.

### Section 16.02 Distribution of Assets Upon Dissolution

Upon the dissolution of the corporation, after paying or making provisions for the payment of all the legal liabilities of the corporation, assets shall be distributed to a qualifying charitable organization that supports veterans for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for charitable purposes.

## **Article XVII. Priority**

### Section 17.01 Priority

Notwithstanding any other term or of any policy, any standing rule, or any correspondence, and to the maximum extent allowed by law, these bylaws shall have priority and be controlling over: all prior bylaws, every previously enacted or any future enacted standing rule, policy, or protocol of the national organization, the prior, current, and future bylaws, policies, protocols, and standing rules of every State Executive Board, the Auxiliary Unit, and every Chapter and detachment. To the maximum extent allowed by law, these bylaws shall have priority over any applicable statute.

## **Article XVIII. Amendments to these Bylaws**

### Section 18.01 Generally

Amendments to these bylaws shall be administered by the Bylaws Committee, except that the NBOD reserves the right to amend any provision herein in order to ensure compliance with applicable law. The NBOD reserves the right to propose other amendments, subject to a 2/3 approval of the votes cast at the next annual meeting.

### Section 18.02 Member Amendments, Delegates, and Voting

Notwithstanding any other provision in these bylaws to the contrary, voting on Bylaw Amendments initiated by a member shall be voted on through delegate voting as assigned and conducted by Chapters and states. For purposes of bylaw amendments only, each SR shall serve as the delegate for the Full Members of their respective state and shall cast a vote on behalf of each Full Member who attended and voted at their respective chapter or state BLCP meeting. The SR or their designee must be present at the National Meeting to vote as the delegate for the Full Members of their state.

Unless otherwise allowed by these bylaws, amendments shall only be adopted if ratified by two thirds

(2/3) of the votes cast at the Annual Meeting in accordance with the then-current BLCP voting policy as established by the NBOD.

Amendments shall take effect upon publication but no later than September 1st following the National Meeting at which they are ratified unless a later date is specifically authorized by the Amendment.

Amendments approved by the members as provided herein shall be reconciled by the NSEC with advice of legal counsel, and the final form shall be published to the members as soon as practically possible, but no later than August 31 following the National Meeting at which they were ratified.

#### Section 18.03 Amendment Procedure

Proposed amendments from members will only be submitted for consideration by the members in accordance with procedures adopted and promulgated from time to time by the Bylaws Committee.