



**ARTICLES OF INCORPORATION & BYLAWS**  
**FOR**  
**Combat Veterans Motorcycle Association**  
**Blue Ridge Chapter 27-4**

**PREAMBLE**

The Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4 publishes and declares the following as the Articles of Incorporation and bylaws governing said chapter. WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS! WE HAVE VETERAN'S INSIGNIA!

**NAME AND EMBLEM**

**ARTICLE 1**

Section 1.1- Name

The name of this corporation is Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4 herein referred to as "CVMA 27-4".

Section 1.2 – Emblem and Logo

The emblem / logo used by the Combat Veterans Motorcycle Association is the sole property of the CVMA. The CVMA patch and logo cannot be reproduced without license from the National Board of Directors (NBOD). The emblem of the Combat Veterans Motorcycle Association is in the shape of a skull encompassed by the following colors. The incorporated colors are: Red, representing the blood that has been shed on the battlefield. The Military Gold, representing all branches of the military service of the United States. Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The Skull and ace of spade represents the death that war leaves in its wake.

Section 1.3 – Principal Office

The principal office of the Blue Ridge Chapter 27-4 of the Combat Veterans Motorcycle Association will be located at the following address:

5621 Palmer Green Circle Roanoke Virginia 24012

Section 1.4 - Change of Address

The designation of the county or state of CVMA 27-4 principal office may be changed by amendment of these bylaws. The chapter board of officers may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws.

(a) New Address: \_\_\_\_\_  
\_\_\_\_\_

(b) Dated: \_\_\_\_\_

Section 1.5 - Other Offices

CVMA 27-4 may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require and as the board of officers may from time to time designate.

**NON-PROFIT PURPOSES**

**ARTICLE 2**

Section 2.1 – Protocol

Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4 is formed to provide a fraternal association for qualified veterans of past or present members of the Armed Forces of the United States (AFUS), to include US Army, Navy, Air Force, Marine Corps, and Coast Guard for the betterment of communication and camaraderie between other motorcycle associations, veteran’s organizations, and or motorcycle groups.

Section 2.2- IRC Section 501 (c) (3) Purposes

The Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4 is organized exclusively for one or more of the purposes as specified in Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purposes for which this corporation is organized are: To raise awareness for the challenges faced by veterans and their families upon returning home from combat theaters, raise awareness for Post-Traumatic Stress Disorder (PTSD), Traumatic Brain Injuries (TBI) and other non-visible injuries and for the plight of POW’s and MIA’s. To raise and distribute charitable donations for qualified veteran organizations.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 of the Internal Revenue 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 exclusively for such purposes.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501 (h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

#### Section 2.3 - Promote

To promote interest in various forms of motorcycle activities associated with veterans and to create and maintain camaraderie among veterans from all branches of the AFUS.

#### Section 2.4 - Befitting

To conduct association functions and activities in a manner befitting all members of CVMA 27-4.

#### Section 2.5 – Awareness

To raise awareness for the challenges faced by veterans, and their families, upon returning home from combat theaters. To raise awareness of veteran Post-Traumatic Stress Disorder (PTSD), Traumatic Brain Injury (TBI), other visible and non-visible injuries and for the plight of POWs, MIAs.

#### Section 2.6 – Patriotic

To participate in activities of patriotic nature.

#### Section 2.7 - Support

To support veteran organizations.

#### Section 2.8 - Helping Veterans

Help veterans and their families in need throughout the State of Virginia in any way we are able.

### **MEMBERSHIP**

#### **ARTICLE 3**

##### Definitions:

The term "good standing" shall be defined as any person who has fulfilled the requirements for membership in the Combat Veterans Motorcycle Association, who is not currently under disciplinary review or probationary status for disciplinary reasons, who has paid the necessary dues and conformed to the requirements as set forth in these bylaws.

#### Section 3.1 – Full Members (FM)

1. Of good character.
2. Who is a Veteran of a Foreign War, "combat".
3. The ONLY Acceptable proof for membership to the Combat Veterans Motorcycle Association is a copy

of one's DD 214 or Official Military Personnel File or officer/enlisted record brief which must be surrendered to the NBOD for verification.

4. Must own and operate a Motorcycle of 500cc or above.
5. Should a Full Member resign they will be given a 5-day grace period to rescind their resignation with no repercussions. After the 5-day grace period a member will have to re-apply for membership as a new member and will require NBOD approval.
6. Active members in good standing with the CVMA who become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as members in good standing with the CVMA. Members must submit medical documentation and a minimum of one year as a member and/or NBOD approval is required.
7. Life members, if for health reasons can no longer ride can at their discretion, remain members in good standing with full voting privileges and can keep their patch.
8. Life membership requirements: 3 years active in the CVMA. Member must be in good standing for all three years and minimum participation of one sanctioned CVMA event per year is required. One of which must be a National meeting. Cost for life membership is \$200. If a life member quits for any reason or the member is removed from the CVMA rolls for any reason, no refunds will be made.
9. Member will be assigned to a chapter upon application approval. Member's initial assignment of chapter will be in the State of physical residence, and closest chapter. Once membership is approved, he or she can request in writing for a change of Chapter to the gaining and losing State Representative. Chapter affiliation to any Chapter of his or her choosing may be requested, to include 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 all rights as a Full Member in the State that they claim membership in.

### Section 3.2 – Auxiliary (AUX)

1. Must be of good character.
2. All Auxiliary members must be a spouse, widow or widower of a member who is in good standing with the CVMA. An Auxiliary widow or widower cannot sponsor an additional Auxiliary member.
3. Must support the efforts of ALL branches of the United States of America's Armed Forces and the Combat Veterans Motorcycle Association.
4. Will have no vote in CVMA business.
5. Cannot hold a position on the BOD.
6. Auxiliary Life Membership requires three years active in the CVMA. Auxiliary member must be in good standing for all three years and minimum participation of one sanctioned CVMA event per year is required, one of which must be a National Auxiliary meeting. The Full member sponsor must already be a Life Member (or concurrently seeking Life Member status). Cost for Auxiliary Life Membership is \$100.
7. If an Auxiliary Life Member quits or is removed for any reason, is no longer qualified as an Auxiliary member (e.g. divorce), or the sponsor member quits or is removed from the CVMA rolls for any reason, no refund will be made.

### Section 3.3 - Support members (SP)

1. Must be of good character.
2. Must own and operate a motorcycle of 500cc or greater.
3. Maximum number of support members will not exceed 10% of total CVMA full Combat

membership.

4. Support members must be a veteran of the United States Armed Forces.
5. Support members will read and abide by all CVMA by-laws applicable to them. Sections excluded:
  - i. Article 5: Elections
  - ii. Article 6: Duties of Officers.
6. Support members are required to submit their application with proof of military service through a full member of the CVMA who has held a membership for not less than one year. Support members are required to have either ridden a minimum of 3,000 miles with their sponsor, attended three CVMA events or be known by their sponsor for a minimum of 6 months. A full member submitting an application for a support member should verify they meet the above criteria. Only 1 support member can be vouched on per year by an individual CVMA member. Support members will be at a 1 to 10 ratio, 1 support member to 10 full members based on state.
7. Will have no vote in National CVMA business but may vote in Chapter CVMA business if it is addressed in the Chapter Bylaws.
8. Cannot hold a position on the BOD.
9. Support members in good standing can wear a small CVMA Support Patch on the front of their vest or jacket which will be supplied by their sponsor. Support members can also wear the 10-inch support back patch which will be supplied by their sponsor.
10. Support Life Membership requires three years active in the CVMA. Support member must be in good standing for all three years and minimum participation of one sanctioned event per year is required, one of which must be a National meeting. Cost of Support Life Membership is \$100. If a Support Life Member quits for any reason or is removed from the CVMA rolls for any reason, no refund will be made.
11. Support members in good standing with the CVMA who become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as members in good standing with the CVMA. Members must submit medical documentation and a minimum of one year as a member and/or NBOD approval is required.
12. Life members, if for health reasons can no longer ride can at their discretion, remain members in good standing and can keep their patch.

#### Section 3.4 - Right to Verify

By applying for membership with the CVMA, you are giving the CVMA and its national BOD the right to verify any membership application, DD 214, documentation, orders and records.

#### Section 3.5 - Attendance

Each member must attend a minimum of at least one (1) event hosted by the Combat Veterans Motorcycle Association per year. This requirement may be met by attending any one (1) of the following within the CVMA dues calendar year. Members not in compliance will have their status (via 201 file) annotated as "Not in Good Standing due to attendance".

- a) National, Regional or State sanctioned CVMA event.
- b) Any Chapter CVMA function, that includes the sponsoring CEB participation.

Any member that was deployed at any time during the year is exempt from meeting this requirement. Life Members and Medically Retired members are exempt from meeting this requirement. Chapter unassigned members are also required to attend but must ensure that the State Representative is aware and able to document attendance at the event. Chapter Officers are responsible for "looking after" their members and should make efforts to ensure all members are

aware of this requirement and assist their membership attendance of one of these events. This bylaw change will become effective starting July 1st, 2017 and be measured on the CVMA dues calendar year from July 1 through June 30th each year.

#### Section 3.6 - Conduct

All members **MUST** conduct themselves in a manner that is not an embarrassment to themselves, CVMA 27- 4, CVMA or the United States of America.

#### Section 3.7 - Possess

All Full members must possess a valid motorcycle driver's license endorsed by their state as well as proof of insurance for their motorcycle(s).

#### Section 3.8 - Misconduct

- (a). In the event of misconduct of a member, under the Bylaws of the CVMA 27-4 the chapter Board of Directors (BOD) possesses the right to suspend that member's chapter membership with guidance from the State Rep. Misconduct is defined as failure to abide by the Bylaws of the CVMA 27-4.
- (b). In the event of misconduct by any member, under the by-laws of the Combat Veterans Motorcycle Association, the NBOD possesses the right to revoke that member's CVMA membership. Misconduct is defined as failure to abide by the by-laws of the Combat Veterans Motorcycle Association.
- (c). Bringing dishonor upon the CVMA 27-4 in action, word(s), or deeds.
- (d). Always remember WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS! WE HAVE VETERAN'S INSIGNIA!

#### Section 3.9 - Rights of Members

Each full member in good standing shall be eligible to one vote. Each support member with at least one year of active participation and in good standing shall be eligible for one vote on solely CVMA 27-4 business. Each member must be present to cast the member's vote in association business/elections.

#### Section 3.10 - Resignation and Termination

Any member may resign by filing a written resignation with the Secretary/Adjutant. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. The resigning member is obligated to relinquish all CVMA items before the next chapter meeting. Any member who is terminated, or quits, without properly resigning forfeits all CVMA items. The CVMA 27-4 officers may sequester all CVMA items not returned.

#### Section 3.11 - Non-Voting Membership

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

#### Section 3.12 - Non-Voting Categories

- (a). For national CVMA business at large, the non-voting categories are defined as auxiliary, support, not in good standing.
- (b). Solely for CVMA 27-4 business, the non-voting categories are defined as auxiliary, not in good standing.

## **MEETINGS AND QUORUM**

### **ARTICLE 4**

#### Section 4.1 - Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the Commander or as determined by the officers.

#### Section 4.2 - Annual Meetings

An annual meeting of the members shall take place with the specific date, time and location of determined by the Commander. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine the direction of the chapter for the coming year. 27-4 Annual Meeting is held in the month of January.

#### Section 4.3 - Special Meetings

Special meetings and special BOD meetings may be called by the chapter Commander or two active members.

#### Section 4.4 - Notice of Meeting

- (a). Notice of each regular and annual meeting shall be given to each voting member, by electronic-mail (e-mail) (primary) or telephone call (secondary), not less than two weeks prior to the meeting.
- (b). Notice of special meeting shall be given to each voting member not less than one week prior to the meeting.

#### Section 4.5 – Quorum

The full members present at any properly announced meeting shall constitute a quorum.

#### Section 4.6 - Voting

All issues to be voted on shall be decided by a simple majority of those present and qualified at the meeting in which the vote takes place.

#### Section 4.7 – Conduct of Meetings

Roberts Rule of Order will be applied during meetings to affect parliamentary procedures, unless otherwise amended and provided for in the bylaws.

## **FEES AND DUES**

### **ARTICLE 5**

#### Section 5.1 – National Dues

- (a). Membership national association dues shall be at such rate, schedule or formula as may from time to time be prescribed by the national BOD and approved by the general membership.
- (b). Full members. \$20.00 annual dues to national CVMA organization will be assessed and a CVMA Full member ID will be issued.
- (c). Support members. \$10.00 annual dues to national CVMA organization will be assessed and a CVMA Support member ID will be issued.

- (d). Auxiliary members. \$10.00 annual dues to national CVMA organization will be assessed and a CVMA Auxiliary member ID will be issued.
- (e). In accordance with national Bylaws, Article 4, Section 5, all national dues continue to go straight to national.

#### Section 5.2 – Chapter Dues

- (a). Membership chapter dues shall be at such rate, schedule or formula as may from time to time be prescribed by the chapter BOD and approved by the general membership.
- (b). All chapter dues go straight to the chapter.

#### Section 5.3 - Dues Deadline

- (a). National Dues are due by June 30<sup>th</sup>, annually.
- (b). Chapter Dues, if any are due by Jan 31<sup>st</sup>, annually.

#### Section 5.4 – Patches and other items

- (a). All members purchasing patches of the CVMA will be done so at cost plus shipping and handling.
- (b). Nothing shall be worn above the CVMA 10” or 12” large patch on any chapter member’s garments, e.g. member’s vest, jacket, etc.
- (c). Anything worn below the CVMA 10” or 12” large patch on any chapter member’s garment, e.g. member’s vest, jacket, etc, that will not reflect negatively nor bring discredit to the CVMA or give the appearance or perception of a rocker patch as commonly associated with Motorcycle Clubs (MCs).
- (d). Other than official military unit patches, diamond shaped patches are prohibited. If unsure, member will clarify with Chapter BOD prior to attaching to CVMA garment.
- (e). “Get back” or riding whips are prohibited while riding displaying CVMA patch.

### **DIRECTORS**

#### **ARTICLE 6**

The chapter BOD, fill the chapters command positions and herein referred to as “Directors”, consists of the elected Officers, holding the positions of Commander, Executive Officer, Adjutant, Treasurer, SAA. The chapter BOD constitutes the Chapter Executive Board (CEB), responsible for the execution of the authorized policies, by majority votes, recommendations affecting the policies of CVMA 27-4 which have been previously approved. The chapter BOD is responsible for reporting Bylaws-Law infractions, as well as actions taken, to the Virginia State Representative and/or the Regional Representative and/or the National BOD for their review.

### **OFFICERS**

#### **ARTICLE 7**

##### Section 7.1 - Designation of Officers

- (a). The elected chapter officers of CVMA 27-4 also named Command positions (IAW CVMA Policy 3-1-12 rev A) shall be Commander, Executive Officer, Secretary/Adjutant, Treasurer, and Sergeant at Arms. The elected detachment officers of CVMA 27-4 shall be a Commander, Executive Officer, and Secretary/Adjutant.
- (b). Appointed Staff positions (IAW CVMA Policy 3-1-12 rev A), include Safety, Public Relations, Web Master, Quarter Master, Road Captain and Strategy and Planning. The elected officers of CVMA 27-4 may designate additional appointed positions with a simple majority rule.

##### Section 7.2 – Qualifications



The officers of CVMA 27-4 shall qualify the age or any other specific requirement that may be in force in the State of Virginia at any given point of time.

## **ELECTIONS**

### **ARTICLE 8**

#### Section 8.1 - Eligible

- (a). All full members shall be eligible to any elected office in CVMA 27-4.
- (b). All full, auxiliary and support members shall be eligible for any appointed office in CVMA 27-4.
- (c). All nominees for any 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.

#### Section 8.2 - Nominations

The elected Officers for CVMA 27-4 shall be nominated a minimum of 2 weeks prior to the designated annual election meeting.

#### Section 8.3 - Elected

Elected Chapter Officers shall be a Commander, Executive Officer, Secretary/Adjutant, Treasurer and Sergeant at Arms. Elected Detachment Officers shall be a Commander, Executive Officer and Secretary/Adjutant.

#### Section 8.4 - Offices

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

#### Section 8.5 - Good Standing

Elected and or appointed officers must remain active members in CVMA 27-4 and in good standing for the duration of the term while in office.

#### Section 8.6 - Term of Office

Officers will be elected annually at a meeting directed by the Chapter Commander. Elected Officers will serve a term of 24 months and consecutive terms are permitted. In order to maintain chapter continuity and so that the entire Chapter Board of Directors (BOD) does not turnover at the same time, the elections in even numbered calendar years will be for the Commander and Adjutant and elections in odd numbered calendar years will be for Executive Officer and Treasurer. The Sergeant-at-Arms and all Chapter Staff positions will be elected/appointed annually for a 12-month term. All appointed positions will be appointed by the Chapter BOD annually. Newly elected Officers will take office upon expiration of the prescribed tour of the incumbent. Consecutive terms are permitted.

#### Section 8.7 - Elections

Elections will be conducted at the designated annual CVMA 27-4 meeting. The Commander will vote only in the event of a tie. Members must be present to vote, there are no proxy votes. Chapters may allow deployed military members to vote for Chapter Officers via e-mail directly to the secretary.

## Section 8.8 - Resignation

Should an elected officer resign from office for any reason the Chapter Commander will appoint a replacement to serve until the next Special Election meeting.

## **DUTIES OF OFFICERS**

### **ARTICLE 9**

#### Section 9.1 – Commander

The Commander is the Chief Executive Officer of the chapter / detachment. All matters concerning relations between the chapter and any outside person or organization should be routed to the Chapter Commander for appropriate action. The Commander will preside over all meetings of the chapter / detachment; act as ex-officio member of all committees, issue the call for regular and special meetings, schedule regular elections, and ensure they are held in accordance with these Bylaws, and carry out the directives of the national BOD and CVMA 27-4 officers. The Executive Officer, Secretary-Adjutant, Treasurer, and Sergeant at Arms are accountable to the Commander.

#### Section 9.2 - Executive Officer

The Executive Officer shall coordinate all committees and supervise plans for all chapter / detachment events. The Executive Officer shall act as an intermediary between the Commander and the members. Additionally, the Executive Officer is second-in-command to the Commander, and shall assume all responsibilities and duties of the Commander in his or her absence. The Executive Officer will also assist in preparing and participate in chapter patching ceremonies. The Executive Officer shall also be the Deputy Treasurer in the Treasurers absence.

#### Section 9.3 – Secretary/Adjutant

The Secretary/Adjutant is responsible for making and keeping all CVMA 27-4 records, including: the membership list, the Bylaws, Rules of Order, Standing Rules, records of all committee appointments, all written reports, copies of all correspondence between CVMA 27-4 and any outside person or organization, and shall keep, and publish, correct minutes of the proceedings of the CVMA Officers and general membership meetings. The Adjutant prepares all required reports.

#### Section 9.4 - Treasurer

The Treasurer shall keep correct and complete books and records of account and will maintain all funds of CVMA 27-4. He or she may disburse funds to pay expenses as prescribed in the Bylaws. The Treasurer will collect chapter dues and other forms of income due to CVMA 27-4, maintain the accounting books, make payments from the chapter funds when so ordered by the Commander, sign all chapter checks and ensure those so required are countersigned by the Commander. Make regular reports of CVMA 27-4 financial status to the Officers, the general membership and the national and chapter as may be required by law for tax-exempt status.

#### Section 9.5 - Sergeant at Arms

The Sergeant at Arms is responsible for enforcing the Bylaws and Standing Rules of CVMA 27-4 and ensuring that orders of the Officers are carried out in an expeditious manner. He or she is responsible for policing and keeping order at all CVMA 27-4 events. The Sergeant at Arms is responsible for the safety and security of the chapter. The Sergeant at Arms will maintain order during meetings and check members ID cards before each meeting and perform other duties as may be prescribed by the Commander.

#### Section 9.6 - Road Captain

The Chapter Lead Road Captain is an appointed position by the Commander. A designated Road Captain is responsible for all CVMA 27-4 runs. He or she shall research, plan, and organize all runs. During actual time on the road or at intermediate stops during a run, he shall act as ranking officer, deferring only to the Commander or Executive Officer. The Commander, at his discretion, may appoint multiple Road Captains with specific geographic responsibilities. When chapter has one Sergeant at Arms and he is unable to perform duties for short absence then the Senior Road Captain will take his place for that period of absence. Chapter members can apply to become a Road Captain and be appointed by the Commander. They need to have planned, coordinated and conducted two successful chapter rides.

#### Section 9.7 – Strategy and Plans

The Strategy and Plans Officer is an appointed position by the Commander. The SP will be responsible for developing long range plans and objectives that support the overall intent and purpose of the CVMA 27-4 mission. He or she will identify and coordinate supporting requirements for future events and coordinate hand-off to the Public Relations as events become “next in line”. The SP reports directly to the Commander and elected Officers of CVMA 27-4.

#### Section 9.8 – Public Relations

The Public Relations Officer is an appointed position by the Commander. The PR will maintain a file and have it ready to present at each meeting and all association functions. He or she will oversee all the CVMA 27-4 publicity, in conjunction with and approved by the Commander. Duties will include: Historian, association file, pictures, newspaper articles, TV and radio announcements and the associations web site. The PRO will coordinate all external information through the CVMA 27-4 Officers prior to release. PR focus is to increase awareness of CVMA 27-4 purpose and events as well as garner support from the community. The PR reports directly to the Commander and elected Officers of CVMA 27-4.

#### Section 9.9 – Safety

The Safety Officer is an appointed position by the Commander. The Safety Officer will maintain most current information on motorcycle safety and laws. He or she will periodically monitor motorcycles and riders for any safety hazards. The Safety Officer will identify any safety concerns to the Commander. The Safety Officer will periodically schedule and run refresher training for all CVMA 27-4 members. The Safety Officer reports directly to the Commander.

#### Section 9.10 – Quartermaster

The Quartermaster is an appointed position by the Commander. He or she will be responsible of maintaining and selling all Chapter procured merchandise. He or she will issue individual receipts for any items sold. Reconciliation with the Chapter Treasurer will happen at the end of each scheduled meeting with receipts and funds being provided for the Treasurer. Duties also include informing the Commander when supplies drop below 25 percent, so items may be reordered and briefing at chapter meetings.

#### Section 9.11 – Web Master

The Webmaster is an appointed position by the Commander. The Webmaster must have computer experience and is responsible for maintaining all chapter web based communications to include: Chapter Webpage, Chapter Google group, Chapter Facebook and the Chapter’s Member’s Only Forum accounts. When needed, he or she will inform commander of members that are not following guidance on web resources for action. He or she shall assist Chapter members in all

matters concerning our web based communication and perform additional duties as assigned. When required will brief at chapter meetings.

#### Section 9.12 – Chaplain

The Chapter Chaplain is an appointed position by the Commander. The Chaplain is responsible for counseling and advising chapter members and their family members on religious or spiritual matters. They can lead in worship services such as prayer, conduct study groups and serve as grief counselors. Chaplains can be from any faith and be called on to counsel those from faiths other than their own. The Chaplain serves as adviser and counselor in dealing with the effects of injuries, illnesses or death.

#### Section 9.13 - Performance of Duties

Failure without just cause to perform duties of office may result in removal of officer.

### **DELEGATIONS**

#### **ARTICLE 10**

##### Section 10.1 - Appointed

Delegates will be appointed by the CVMA 27-4 Commander, subject to the approval of the State Representative, to represent CVMA 27-4 at any convention, meeting, rally, or other assembly that may be deemed necessary. All delegations are authorized to exercise only those powers specifically vested in them by the Chapter Officers.

### **DETACHMENTS**

#### **ARTICLE 11**

Detachments, if formed, are sponsored and accountable to CVMA 27-4 and must meet all requirements prescribed by the national CVMA Bylaws.

### **HOLD HARMLESS**

#### **ARTICLE 12**

(a). All Full Members, Support Members and Auxiliary Members, its successors and assigns, agree to save and hold harmless Chapter 27-4 of the Combat Veterans Motorcycle Association and any of its Directors and officers from all cost, injury and damage incurred by any chapter activities and from any other injury or damage to any person or property whatsoever, any of which is caused by an activity, condition or event arising out of the performance, preparation for performance or nonperformance of any provisions of this agreement by the Combat Veterans Motorcycle Association Chapter 27-4.

(b). Any cost, jury, damage or other injury or damage incurred by or to any of the above shall include, in the event of an action, court costs, expenses of litigation and reasonable attorney's fees. This save harmless clause is not intended to indemnify against any costs or damage, or portion thereof caused by the Combat Veterans Motorcycle Association Chapter 27-4.

### **EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

#### **ARTICLE 13**

##### Section 13.1 - Execution of Instruments, Deposits and Funds

The CVMA 27-4 Officers, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of CVMA 27-4 to enter into any contract or execute and deliver any instrument in the name of and on behalf of CVMA 27-4, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind CVMA 27-4 by any contract or engagement or

to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Officers, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness shall be signed by the Treasurer and countersigned by the Commander of CVMA 27-4.

Section 13.3 - Deposits

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 13.4 - Gifts

The CVMA 27-4 Officers may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Section 13.5 – Discretionary Funds

The Commander and Executive Officer have individual authority to obligate no more than \$200.00 for any reason. No more than \$200.00 can be exceeded until funds are posted, reconciled by Treasurer and approved by the members at the next posted meeting.

**IRC 501 (c) TAX EXEMPTION**

**ARTICLE 14**

Section 14.1 - Limitations on Activities

No substantial part of the activities of CVMA 27-4 shall be for propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and CVMA 27-4 shall not participate in or intervene in (including publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, CVMA 27-4 shall not carry on any activities not permitted to be carried on by a:

- (a). Corporation exempt from federal income tax under section 501[c] [3] of the Internal Revenue Code.
- (b). Corporation, contributions to which are deductible under section 170 [c] [2] of the Internal Revenue Code.

12.2- Prohibition against Private Inurement  
No part of the net earnings of CVMA 27-4 shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 14.2 - Distribution of Assets

Upon the dissolution of CVMA 27-4, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501[c] [3] of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local

government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

## **CONFLICT OF INTEREST POLICY**

### **ARTICLE 15**

#### Section 15.1 - Purpose

The purpose of the conflict of interest policy is to protect CVMA 27-4 tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

#### Section 15.2 - Definitions

1. Interested Person - Any Officer with a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (a). An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
  - (b). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - (c). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 14.3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### Section 15.3 - Procedures

##### 1. Duty to Disclose

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

##### 2. Determining Whether a Conflict of Interest Exists

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

##### 3. Procedures for Addressing the Conflict of Interest

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

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

#### Section 15.4 - Violations of the Conflicts of Interest Policy

- (a). If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- (b). If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### Section 15.5 - Records of Proceedings

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

- (a). The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- (b). The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Section 15.6 - Compensation

- (a). A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (b). A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- (c). No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

#### Section 15.7 - Annual Statements

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

- (a). Received a copy of the conflicts of interest policy,
- (b). Read and understands the policy,
- (c). Agreed to comply with the policy, and
- (d). Understood the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

#### Section 15.8 - Periodic Reviews

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

- (a). Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.
- (b). Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

#### Section 15.9 - Use of Outside Experts

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

### **AMENDMENTS**

#### **ARTICLE 16**

##### Section 16.1 - Altered

- (a). These Bylaws may be altered or repealed, and revisions to these Bylaws may be adopted semi-annually in February (after annual meeting elections of directors) and August (after the National meeting) monthly meeting or at a special 27-4 meeting by two thirds vote of the members present.
- (b). Directors can revise the bylaws for clarification of a section and/or conflicting article.

##### Section 16.2 – Amendments

Approved and accepted amendments take effect immediately following approval by the Chain of Command.

##### Section 16.3 - Changes

Any changes to any Article and/or Section of the CVMA 27-4 Bylaws will be discussed and voted on by a quorum.

##### Section 16.4 – Precedence

If any CVMA 27-4 Bylaws conflicts with the CVMA National Bylaws, the National Bylaws will take precedence over these Bylaws.

##### Section 16.5 - Conflicion

If any CVMA 27-4 Bylaws, conflicts with Federal and/or State of Virginia Domestic Nonprofit Veterans 501 (c) (19) provisions and/or statutes. The conflicting Article(s) and/or Section(s) shall be revised, by the Chapter Board of Directors and shall take effect immediately.

### **CONSTRUCTION AND TERMS**

#### **ARTICLE 17**

##### Section 17.1 - Conflict

If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of the Combat Veterans



Motorcycle Association Blue Ridge Chapter 27-4, the provisions of the Articles of Incorporation shall govern.

Section 17.2 - Unenforceable or Invalid

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

Section 17.3 - Articles of Incorporation

All references in these Bylaws to the Articles of Incorporation are amendments and revisions of founding document to now be version 1.3, filed with the State Corporation Commission (SCC) office of the state of Virginia and used to perpetuate the legal existence of the Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4.

Section 17.4 - References

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

(b). CVMA 27-4 is exempt from federal income tax under Internal Revenue Code 501(c) (19) as of 24 August 2016.

(c). CVMA 27-4 is a tax exempt, Limited Liability Company (LLC), nonstock / nonprofit Corporation. The date of incorporation is 18 November 2014; that the period of its duration is perpetual and that the corporation is in existence and in good standing in the Commonwealth of Virginia as of the date set forth below.

**CONSTRUCTION AND TERMS**

The undersigned certifies that they are the Commander and Treasurer of the Combat Veterans Motorcycle Association Virginia Chapter 27-4, a Virginia nonprofit / nonstock corporation, and that as such they are authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 17 articles and 18 pages, including this page constitute the Articles of Incorporation & Bylaws of the Corporation as of this date, duly adopted by the Directors of the Corporation and the chapter members on 9 August 2019 (updated address).

X. 

Dated: 8-9-19

Harrison "Lewcat" Haldren  
Chapter Commander  
Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4

X. 

Dated: 08-09-2019

Scott "MOOSE" Robertson  
Chapter Treasurer  
Combat Veterans Motorcycle Association Blue Ridge Chapter 27-4