

CVMA 27-4 Bylaws



NORTHERN VIRGINIA CHAPTER (27-4) OF THE COMBAT VETERANS MOTORCYCLE ASSOCIATION BYLAWS

PREAMBLE

The Northern Virginia Chapter (27-4) of the Combat Veterans Motorcycle Association publishes and declares the following as the 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 association is Northern Virginia Chapter (27-4) of the Combat Veterans Motorcycle Association, 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 (BOD). 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 Northern Virginia Chapter (27-4) of the Combat Veterans Motorcycle Association will be located at the following address: CVMA 27-4, PO Box 724, Troutville, VA 24175

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.

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.

CVMA 27-4 Bylaws

NON PROFIT PURPOSES

ARTICLE 2

Section 2.1 – Protocol

CVMA 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.

Section 2.2- IRC Section 501 (c) (19) Purposes

CVMA 27-4 is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501 (c) (19) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (19) of the Internal Revenue Code.

Section 2.3 - Promote

To promote interest in various forms of motorcycle activity 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) and other visible and non-visible injuries.
To raise awareness 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 all veterans, and their families, in need throughout the State of Virginia in any way we are able.

MEMBERSHIP

ARTICLE 3

Section 3.1 – Full Members

- (a). Person of good character.
- (b). Who is a Veteran of a Department of Defense (DoD) designated combat theater.
- (c). The ONLY Acceptable proof for membership to the CVMA are:
 - a. A verified copy of DD-214, or corrected DD215 which must be surrendered to the CVMA national BOD for verification if not currently serving on active duty.
 - b. Active Duty or Reserve/National Guard currently on active duty, show proof of combat military service using the following, which must be surrendered to the national BOD for verification:
 1. Official DoD stationary, forms, or documentation by name,

CVMA 27-4 Bylaws

2. Army ERB/ORB (2-1),
 3. Marine Corps page 4,
 4. Navy page 3,
 5. Air Force award data record page,
 6. Coast Guard PDR award page;
- (d). Must be licensed, capable and current to operate a motorcycle of 30.50cu.in (500cc) or above. All CVMA 274 rides require a 500cc or above motorcycle in sound working order and in compliance with all Virginia state laws.
- (e). 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 national BOD approval.
- (f). Active members in good standing with the CVMA who after 1 year become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as member in good standing with the CVMA by requesting medical retirement through channels to the NBOD. A copy of a physician's statement verifying inability to safely operate a motorcycle is required to accompany request.
- (g). \$20.00 annual dues to national CVMA organization will be assessed and a CVMA Full member ID will be issued.
- (h). Life membership
- a. Life Membership Requirements
 - i. 3 years active and in good standing in the CVMA.
 - ii. Participation of at least one sanctioned CVMA event per year, one during the three year period MUST be a National Meeting.
 - b. Life Membership
 - i. National's cost for life membership is \$200.
 - ii. 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.
 - iii. If a Life Member can no longer ride due to health reasons, they can at their discretion, remain members in good standing with full privileges' and can keep their patch.

Section 3.2 - Support members

- (b). Must be of good character.
- (c). Must be licensed, capable and current to operate a motorcycle of 30.50cu.in (500cc) or above. All CVMA 274 rides require a 500cc or above motorcycle in sound working order and in compliance with all Virginia state laws.
- (d). Maximum number of support members will be managed by the Virginia State Representative and will not exceed 10% of total Virginia CVMA full members.
- (e). Support members must be a veteran of the AFUS.
- (f). Active Duty or Reserve/National Guard, currently on active duty, show proof of military service using the following, which must be surrendered to the national BOD for verification:
1. Official DoD stationary, forms, or documentation by name,
 2. Army ERB/ORB (2-1),
 3. Marine Corps page 4,
 4. Navy page 3,
 5. Air Force award data record page,
 6. Coast Guard PDR award page;
- (g). Support members will read and abide by all CVMA Bylaws applicable to them.
- (h). Support members have no vote in CVMA business at large. Support members will have a vote for those issues contained solely within CVMA 27-4.
- (i). Support members are ineligible to hold any elected officer positions within CVMA and only eligible to hold an appointed officer position within CVMA 27-4.
- (j). Support members are required to submit their application and proof of service in The AFUS, through a full member of CVMA 27-4, who has held a membership for not less than one year. Support members are required to be known by their sponsor for a minimum of 6 months and have ridden a minimum of 3,000 miles with their sponsor.

CVMA 27-4 Bylaws

- (k). A full member submitting an application for a support member must vouch for the new support member and meet the above criteria.
- (l). Only 1 support member can be vouched on per year by an individual CVMA 27-4 full member.
- (m). \$10.00 annual dues to national CVMA organization will be assessed and a CVMA Support ID will be issued.
- (n). Support members in good standing can wear the 10" supporter patch on the back of their jacket. Supporter patch will be presented by their sponsor.

Section 3.3 - Auxiliary Members

- (a). Must be of good character.
- (b). Shall submit proof of eligibility.
- (c). All Auxiliary members must be a spouse, widow or widower of a full member in good standing with the CVMA.
- (d). Support the efforts of all branches of the AFUS and CVMA 27-4.
- (e). Auxiliary members will read and abide by all Auxiliary Unit Bylaws applicable to them.
- (f). The Auxiliary will be attached to CVMA 27-4. They will be governed by Auxiliary Unit Bylaws, provided they do not conflict with National Bylaws and Bylaws of this chapter.
- (g). Auxiliary members have no vote in CVMA business.
- (h). Auxiliary members cannot hold any officer or director position on the CVMA.
- (i). \$10.00 annual national dues will be assessed by the national Auxiliary Unit and an Auxiliary ID will be issued.

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 should attend a minimum of at least one (1) event hosted by the CVMA. This can also be an event in any member's state if prior approval is obtained from the governing body of the CVMA.

Section 3.6 - Conduct

All members MUST conduct themselves in a manner that is not an embarrassment to themselves, CVMA 27- 2, 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 Commander possesses will coordinate with the State Rep to remove that member from the chapter. Misconduct is defined as failure to abide by the Bylaws of the CVMA 27-4 and any organization that the CVMA 27-4 supports.
- (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 and any organization that the Combat Veterans Motorcycle Association supports.
- (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

CVMA 27-4 Bylaws

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 State Rep. 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, and non-chapter member.
- (b). Solely for CVMA 27-4 business, the non-voting categories are defined as auxiliary, not in good standing, and non-chapter member.

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.

Section 4.3 - Special Meetings

Special meetings may be called by the chapter Commander, or a simple majority of the chapter officers. A petition signed by five percent of voting members may also call a special meeting.

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

CVMA 27-4 Bylaws

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

INITIATION 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). Chapter policy is not to collect dues provided sufficient funds exist to maintain chapter operations. In the event dues are needed to continue operations, dues will not exceed \$10.00 annually. All dues go straight to the chapter. All chapter dues go straight to the chapter.

Section 5.3 - Dues Deadline

- (a). National Dues are due by June 30th, annually.
- (b). Chapter Dues, if any are due by Jan 31st, 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). Any patches that would represent CVMA as a motorcycle club are prohibited. Any questionable patches should be brought to the Chapter BOD for approval prior to wearing. (e). “Get back” or riding whips are prohibited while riding displaying CVMA patch.

DIRECTORS

ARTICLE 6

The chapter BOD, herein referred to as “Directors”, consists of the elected Officers, holding the positions of Commander, Executive Officer, Secretary, Treasurer, and SAA. The chapter BOD constitutes the Executive Board of the chapter, 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.

CVMA 27-4 Bylaws

OFFICERS

ARTICLE 7

Section 7.1 - Designation of Officers

- (a). The elected chapter officers of CVMA 27-4 shall be a Commander, Executive Officer, Secretary, Treasurer, and Sergeant at Arms. The elected detachment officers of CVMA 27-4 shall be a Commander, Executive Officer, and Secretary.
- (b). Appointed officers include Safety Officer, Public Relations Officer, and Strategy and Plans Officer. The elected officers of CVMA 27-4 may designate additional appointed positions with a simple majority rule.

Section 7.2 – Area Representatives

- (a). Each designated area with 27-4 will have an Area Representative (AR) to facilitate administrative requirements.
- (b). Area Representatives will be elected annually at a meeting designated by the Chapter Commander and approved by the State Rep.

Section 7.3 - 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, in good standing for a minimum of one (1) year with the CVMA. shall be eligible to any elected office in CVMA 27-4.
- (b). All full and support members shall be eligible for any appointed office in CVMA 27-4.
- (c). The nominees for any office must be active and a paid member in good standing, having a minimum of 6 months (12 months for support members) time with the CVMA 27-4.

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, Treasurer and Sergeant at Arms. Elected Detachment Officers shall be a Commander, Executive Officer and Secretary. The Virginia State Representative serves for three years and is also elected at the designated annual Virginia CVMA meeting.

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

CVMA 27-4 Bylaws

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 Secretary and elections in odd numbered calendar years will be for Executive Officer and Treasurer. The Sergeant-at-Arms, all Detachment Officers and Area Representatives will be elected annually for a 12 month term. All appointed positions (PR Officer, Safety Officer, Strategy and Plans Officer and Road Captain) 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.

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, Treasurer, and Sergeant at Arms are accountable to the Commander and allow the Commander to fill these positions at his discretion.

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.

Section 9.3 – Secretary

The Secretary 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 Secretary prepares all required reports.

CVMA 27-4 Bylaws

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 CVMA, 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 others duties as may be prescribed by the Commander.

Section 9.6 - Road Captain

The Road Captain is an appointed position by the Directors. 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.

Section 9.7 – Strategy and Plans

The Strategy and Plans Officer (SPO) is an appointed position by the Directors. The SPO 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 Officer as events become “next in line”. The SPO reports directly to the Commander and elected Officers of CVMA 27-4.

Section 9.8 – Public Relations

The Public Relations Officer (PRO) is an appointed position by the Directors. The PRO will maintain a file and have it ready to present at each meeting and all association functions. He or she will be in charge of 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. PRO focus is to increase awareness of CVMA 27-4 purpose and events as well as garner support from the community. The PRO 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 Directors. 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 – Area Representative (AR)

The Area Representatives are elected positions within each designated area. Only those members within a given area are eligible to vote for the associated Area Rep. The Area Representatives will facilitate interaction between the chapter leadership and each member. The Area Reps will maintain close liaison with each member in his/her area to

CVMA 27-4 Bylaws

ensure on-going or emerging needs are met. Additionally, the Area Reps will facilitate activities within their respective areas. These include, but are not limited to:

- Bike Nights
- Pick-up Rides
- Rides to/from chapter events
- Ensure all members in area are aware of current chapter efforts
- Ensure chapter leadership is aware of any issues within their area

Section 9.11 - State Representative

The Virginia State Representative is a National affiliated officer and maintains oversight of all Virginia CVMA chapters. The State Representative represents the National CVMA in the State. Among the duties of a State Representative, he/she shall:

- (a). Ensure all National CVMA information effecting CVMA 27-4 is provided as expeditiously as possible.
- (b). Preside over the Virginia State meeting (convention) and, if required, perform installation of chapter and detachment officers.
- (c). Enforce observance of all the laws and usages of this association including national Bylaws, chapter Bylaws and all orders from proper authorities.
- (d). Decide all questions of the law and the usage in Virginia, subject to an appeal pursuant of these Bylaws.
- (e). Insist that chapters business and actives are conducted in such a manner that they do not violate any applicable governmental law, ordinances or regulations nor bring or tend to bring opprobrium or embarrassment on the chapters, its members or the association.
- (f). Ensure that all reports are correctly prepared and promptly forward and that all the business of the State is handled with dispatch.
- (g). Review applications for membership, to assure that eligibility has been properly determined.
- (h). Can dismiss or discipline disorderly members with NBOD approval.
- (i). Retain the authority to remove officers for conduct not in accordance with these or national Bylaws with NBOD approval.

Section 9.12 - State Quartermaster

The State Quartermaster is a State position, appointed by the State Representative, who:

- (a). Acquires CVMA merchandise from the National Quartermaster for CVMA 27-4 members.
- (b). Shall keep correct and complete books and records of account.
- (c). Shall give financial status to the State Representative, chapter officers and the general memberships.
- (d). The State Quartermaster position is accountable to the State Representative and allows the State Representative to fill this position at his discretion.

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.

CVMA 27-4 Bylaws

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 I agree with Breeze's comment about Henry fixing this section for us. There is actual " Hold Harmless Language" in the Virginia Code, I believe Henry can write this section to clarify the Indemnitor and the Indemnitees as it applies to Virginia Law.

(a). All Full Members, Support Members and Axillary Members, its successors and assigns, agree to save and hold harmless the Northern Virginia 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 Virginia 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 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

CVMA 27-4 Bylaws

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] [3] TAX EXEMPTION PROVISIONS

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) [19] of the Internal Revenue Code.
- (b). Corporation, contributions to which are deductible under section 170 [c] [2] of the Internal Revenue Code.

Section 14.2- 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) [19] of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

Section 14.3 - Private Foundation Requirements and Restrictions

In any taxable year in which CVMA 27-4 becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, CVMA 27-4:

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

CONFLICT OF INTEREST POLICY

ARTICLE 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

CVMA 27-4 Bylaws

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 13.4 - Records of Proceedings

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

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

CVMA 27-4 Bylaws

(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 15.5 - 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 15.6 - Annual Statements

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

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

(b). Read and understands the policy,

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

(d). Understood the Organization is charitable and 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 15.7 - Periodic Reviews

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

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

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

Section 15.8 - Use of Outside Experts

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

AMENDMENTS

ARTICLE 16

Section 16.1 - Altered

(a). These Bylaws maybe altered or repealed and new Bylaws adopted at the yearly CVMA 27-4 meeting by a two thirds vote of the members present.

(b). Directors can revise the bylaws for the purpose of clarification of a section and/or conflicting article."

Section 16.2 - Amendments

CVMA 27-4 Bylaws

Approved and accepted amendments take effect immediately following approval by the State Rep, Regional Rep and the NBOD.

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 - Confliction

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 CVMA 27-4, the provisions of the Articles of Incorporation shall govern.

Section 17.2 - Unenforceable or Invalid (I think this one should fall into Henry's bucket to fix the wording, a bit confusing)

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

Section 17.3 - Articles of Incorporation

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of CVMA 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 intends to apply for individual exemption as a 501(c)(19)tax exempt incorporation. Charitable contributions are deductible.

(c). All contents of these pages are protected. Use other than by CVMA 27-4, is not permitted. © 2011. All Rights Reserved.

(d). Combat Veterans Motorcycle Association logo and name are trade mark TM 2001 by Combat Veterans Motorcycle Association.

CVMA 27-4 Bylaws

CONSTRUCTION AND TERMS

The undersigned certifies that he is the Commander of Combat Veterans Motorcycle Association Virginia Chapter 27-4, a Virginia nonprofit / nonstock corporation, and that as such he is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 17 articles and 15 pages, including this page constitute the Bylaws of the Corporation as of this date, duly adopted by the Directors of the Corporation and the chapter members at their regular meeting on 12 May 2012, as amended from time to time prior to the date hereof.

X  _____
Mike Bane

Chapter Commander

Blue Ridge Virginia Chapter (27-4) of the Combat Veterans Motorcycle Association