



Combat Veterans Motorcycle Association

Tennessee 18-10 Chapter Bylaws

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ORIGINAL

Effective date: (upon NBOD Approval)

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ARTICLE 1: NAME AND EMBLEM

Section 1 (a)

The name of the organization is:

The Combat Veterans Motorcycle Association (CVMA) - Chapter 18-10.

- a. Principle office of CVMA Chapter 18-10 will be located at the following:
10015 Old Highway 46, Bon Aqua, Tennessee 37025
- b. Change of Address. The designation of the county or city of CVMA Chapter 18-10 principal office may change by amendment of these bylaws. CVMA Chapter 18-10 Chapter Executive Board (CEB) Officers may change the principal office from one location to another within the named state by noting the changed address and effective date below, and such changes shall not be deemed minor, and require an amendment of these bylaws.
 1. New Address:
 2. Dated:

Section 1 (b)

IRC Section 501(c)(3) Purposes. CVMA 18-10 is organized exclusively for charitable, religious, educational and/or scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, includes, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code.

Section 2

The emblem used by the CVMA is Trade Marked and the sole property of the CVMA. The CVMA emblem cannot be reproduced without license from the National Board of Directors (NBOD). The emblem of the CVMA is in the shape of a Skull encompassed by the following colors: Red, representing the blood that has been shed on the battlefield; Military Gold, representing all branches of the military service of the United States; and Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered Missing in Action (MIA) or Prisoner of War (POW). The Skull and Ace of Spades represents the death that war leaves in its wake.

ARTICLE 2: OBJECTIVES

General: CVMA Protocol.

The CVMA is formed for the betterment of communication and camaraderie between other Motorcycle Associations, Veterans Organizations, and/or Motorcycle Groups.

Section 1

To promote interest in various forms of motorcycle activity associated with Veterans.

Section 2

To create and maintain camaraderie among Combat Veterans from all U.S. Branches of Service and its allies.

Section 3

To support Veteran Organizations.

Section 4

To raise awareness of the plight of POWs, MIAs, and their families, Post-Traumatic Stress Disorder (PTSD), Traumatic Brain Injury (TBI) and other combat related medical conditions.

Section 5

To conduct Association functions and activities in a manner befitting the members of the CVMA, as well as the association's Auxiliary Members.

Section 6

To encourage a better understanding of motorcycle riders as a constructive sport among members of the public, press, and law enforcement agencies.

ARTICLE 3: MEMBERSHIP

Section 1

Definition:

The term "Good Standing" shall be defined as any person who has fulfilled the requirements for membership in the CVMA, 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 2 (a)

Full Members. Any Person:

- a. Of good character.
- b. Who is a Veteran of a Foreign War, "Combat."
- c. The ONLY Acceptable proof for membership to the CVMA is a copy of one's DD 214 or ERB which must be surrendered to the CVMA National Board of Directors for verification.
- d. Resides in Tennessee.
- e. Annual national dues of \$20 will be assessed for all Full Members (Combat Veterans) and \$10 for Support Members (non-combat veterans). Dues for CVMA members deployed in a war zone will be waived. Dues for all members are payable by June 30th of each year. Dues for all new members joining between January 1st and June 30th will be considered as paid in full for the balance of the

current dues year and the following dues year. Dues for new members joining between July 1st and December 31st will be for the current dues year only.

- f. Must own and operate a Motorcycle of 500cc or above.
- g. 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.
- h. Active members in good standing with the CVMA who after 5 years become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as life time members in good standing with the CVMA.
- i. 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. 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.
- j. All Full Members on the Detachment 18-5-1 roster in good standing according to NBOD records on the date that Chapter status is applied for may wear a patch identifying them as a Chapter 18-10 original founding member.

Section 2 (b)

Auxiliary Members.

- a. Must be of good character.
- b. Reside in Tennessee.
- c. Must be a spouse, widow, or widower of a Member who is in good standing with the CVMA Chapter 18-10.
- d. Must support the efforts of ALL branches of the United States of Americas Armed Forces and the CVMA.
- e. Will have no vote in CVMA business.
- f. Cannot hold a CVMA Chapter 18-10 Office.
- g. \$10.00 annual dues will be assessed by the CVMA Auxiliary Unit.
- h. Auxiliary Members in good standing can wear the CVMA Auxiliary Patch, which will be supplied by their sponsor, on the back of their vest or jacket.
- i. CVMA Charter Members (also known as the "Original 45") who are Auxiliary Members of CVMA Chapter 18-10 may wear the "Original 45" patch designating that they are an Original Charter Member of the CVMA.

Section 2 (c)

Support Members.

- a. Must be of good character.
- b. Reside in Tennessee.
- c. Must own and operate a motorcycle of 500cc or greater.
- d. Maximum number of support members will not exceed 10% of total CVMA Chapter 18-10 Full Member membership.
- e. Support Members must be a veteran of the United States Armed Forces.
- f. Support Members will read and abide by all CVMA bylaws applicable to them.

- g. Support Members are required to submit their application with proof of military service through a Full Member of the CVMA Chapter 18-10 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 not exceed a 1 to 10 ratio, 1 Support Member to 10 Full Members based on state.
- h. Will have no vote in CVMA business.
- i. Cannot hold a CVMA Chapter 18-10 Office.
- j. \$10.00 annual dues will be assessed and a CVMA Support ID will be issued.
- k. 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" Support Back Patch which will be supplied by their sponsor.

Section 2 (d)

Patch-In & Patch Presentation

- a. All CVMA Full Member, Auxiliary Member, and Support Member Back Patches will be purchased through the Tennessee State Representative or State Quartermaster, with coordination through the Chapter 18-10 Treasurer.
- b. Full Members and Auxiliary or Support Member sponsors will purchase applicable patch prior to Patch-In ceremony.
- c. All Full Members, Auxiliary Members, and Support Members will read, initial, and sign the CVMA Patch Agreement (see Appendix A) prior to receiving their CVMA back patch.
- d. All new Full Members will be "Patched in" by the CVMA Chapter 18-10 Officers at a scheduled CVMA Chapter 18-10 meeting and IAW the CVMA Chapter 18-10 Patch-In ceremony as described in Appendix B. The CVMA TN State Representative may also participate in the Patch-In ceremony when in attendance.
- e. Auxiliary and Support Members will be presented with their respective patches at a scheduled CVMA Chapter 18-10 meeting by CVMA Chapter 18-10 Officers, CVMA TN State Representative, and/or their sponsor.

Section 3

By applying for membership with the CVMA, you are giving the CVMA and its National Board of Directors the right to verify any membership application and DD 214 records.

Section 4

Each CVMA Chapter 18-10 member is encouraged to attend a minimum of at least one (1) Chapter 18-10 event per year. This can be a Chapter 18-10 monthly meeting or another event Chapter 18-10 participates in.

Section 5

All CVMA Chapter 18-10 members MUST conduct themselves in a manner that is not an embarrassment to themselves, the CVMA, or the United States of America.

Section 6

All CVMA Chapter 18-10 Full Members and Support Members must possess a valid motorcycle driver's license endorsed by their state as well as proof of insurance for their motorcycle.

Section 7

Misconduct:

- a. In the event of misconduct by any CVMA Chapter 18-10 member, under the bylaws of the CVMA, the National Board of Directors (NBOD) possesses the right to revoke that member's membership. Misconduct is defined as failure to abide by the bylaws of the CVMA and any organization that the CVMA supports.
- b. Bringing dishonor upon the CVMA in actions, words, or deeds shall also be considered Misconduct. Always remember we are not, nor do we claim to be, a motorcycle club! We do not have colors! We do not prospect. We do have membership fees.

Section 8

Rights of Members:

Each CVMA Chapter 18-10 Full Member in good standing shall be eligible to one vote.

Section 9

Resignation and Termination:

Any member may resign by filing a written resignation with the CVMA Chapter 18-10 Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by the National Board of Directors (NBOD) following a majority vote for termination of the Chapter 18-10 membership and NBOD review.

Section 10

Non-Voting Membership:

The NBOD shall have the authority to establish and define non-voting categories of membership. Non-voting categories of membership are not eligible to cast vote in any association activities, elections and proposed transactions or arrangements.

Section 11

Non-Voting Categories:

The non-voting categories are defined as Auxiliary, Support, Not in Good Standing, and Non-Chapter Member.

ARTICLE 4 - MEMBERSHIP DUES

Section 1

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

Section 2

The governing body of the association shall determine deadlines for payment of renewal membership dues.

Section 3

Chapter 18-10 Dues:

Chapter 18-10 dues will be \$10.00, due in the month of June by the 30th with the following provisions:

- a. CVMA Chapter 18-10 dues cover the period 1 July through 30 June (twelve (12) months).
- b. Deployed members. CVMA Chapter 18-10 will waive Chapter dues for deployed military members within the following guidelines:
 1. A member must be deployed for a minimum of three months during the twelve-month period prior to 30 June.
- c. New Members. New members joining the CVMA Chapter 18-10 between 1 January and 30 June will only pay for the upcoming year.
- d. Delinquent Members. Members are considered delinquent if their dues are not current by 31 October (four months beyond due date) each year. When the member becomes delinquent the Chapter Executive Board (CEB) will declare the member "not in good standing" and notify the State Representative to reflect such in their membership record. Delinquent members may not vote on Chapter business.

Section 4

New members purchasing patches of the CVMA will be done so at cost plus shipping and handling.

ARTICLE 5: CHAPTER ELECTIONS AND APPOINTMENTS:

Section 1

Nominations, Elections, and Terms of Office

- a. CVMA Chapter 18-10 Officers will be elected by ballot at a scheduled CVMA Chapter 18-10 monthly meeting or the Tennessee annual state meeting as directed by the CVMA Tennessee State Representative.
- b. The date, time, and location of the CVMA Chapter 18-10 elections will be disseminated to all Chapter Full Members at least four (4) weeks prior to the scheduled election.
- c. Only Full Members in attendance at the scheduled election meeting will be allowed to cast a vote.
- d. Only one vote may be cast by Chapter Full Members.
- e. During elections for CVMA Chapter 18-10 offices, the CVMA Tennessee State Representative would vote to resolve a tie.
- f. For the founding of CVMA Chapter 18-10, all Full Members of CVMA Chapter 18-5, Detachment 18-5-1 who are in good standing are eligible to hold office regardless of the length of time they have been a CVMA Full Member.
- g. All nominees for subsequent CVMA Chapter 18-10 offices following the initial founding of CVMA Chapter 18-10 must be active and in good standing in the association with a minimum of 1 full year CVMA Full Member membership.
- h. All nominees for a CVMA Chapter 18-10 office will announce their intent to run for office via email resume sent to the Chapter Commander and State Rep at least two (2) weeks prior to the scheduled election date.
- i. All elected Officers will assume office within four (4) weeks of the election.
- j. All elected Officers will hold their office for 24 months or until their successors are dully qualified in Accordance with (IAW) NBOD bylaws.
- k. Subsequent to the Original Officers at Chapter start-up, all Officers will hold their office for twenty-four (24) months. The Officer elections shall be alternated from year to year as follows: Commander, Treasure, Sgt-at-Arms will be elected on "Even years", and the X.O, Secretary, and CPRO will be elected on "Odd years".
- l. IAW NBOD bylaws consecutive terms are permitted.

Section 2

Resignations

Should an elected officer resign from office for any reason the CEB will appoint a replacement to serve until the next scheduled CVMA Chapter 18-10 election. The State Rep shall be notified.

Section 3

Appointments

- a. Appointees must be active members (Full Member, Auxiliary Member, or Support Member) in good standing.
- b. Appointments will be made by majority vote.
- c. CVMA Chapter 18-10 Appointed positions are as follows:
 1. Ride Captain

2. Action Officer

- d. A Ride Captain will be appointed for each Chapter ride. The Ride Captain's appointment will dissolve at the conclusion of the ride for which the Ride Captain was appointed.
- e. An Action Officer will be appointed for each planned event the Chapter will participate in. The Action Officer's appointment will dissolve at the conclusion of the event for which the Action Officer was appointed.

Section 4

Offices

No member shall hold two elective offices at the same time but may hold one elective and one or more appointive offices.

Section 5

Non liability of Officers and Appointees

Neither CVMA Chapter 18-10 Officers nor Appointees shall be personally liable for the debts, liabilities or other obligations of the corporation.

Section 6

Indemnification by Corporation of Officers

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

ARTICLE 6: DUTIES OF OFFICERS AND APPOINTEES

Section 1

Chapter Officers

- a. Officers must remain active members in good standing during their term of office.
- b. CVMA Chapter 18-10 Offices are as follows:
 - 1. Chapter Commander. The Chapter Commander will preside over all meetings of the association; serve as Chairman of the Chapter Executive Board (CEB), act as executive officer member of all committees, issue the call for regular and special CEB meetings, schedule regular elections, and be sure they are held IAW the Chapter 18-10 bylaws, and carry out the directives of the National Board of Directors. Treasurer and Secretary positions are both accountable to the CEB and the CEB is allowed to temporarily fill these positions as required.
 - 2. Executive Officer (XO). The XO will perform all duties of the Chapter Commander in his or her absence and serve as a member of the CEB.
 - 3. Secretary. The Secretary shall keep minutes of the CEB and general membership meetings. The Secretary shall provide copies of minutes to the CEB, general membership, and TN State Representative within two weeks of a Chapter 18-10 meeting. The Secretary will also serve a member of the CEB.
 - 4. Treasurer. The Treasurer will collect dues and other forms of income due to Chapter 18-10, maintain the accounting books, make payments from the Chapter 18-10 funds when so ordered by the Chapter 18-10

Commander, sign all Chapter 18-10 checks (along with another officer's signature) and make regular reports of the Chapter 18-10 financial status to the CEB, TN State Representative and the general membership.

5. Public Relations (PR) Officer. The Public Relations Officer will maintain a file and have it ready to present at each meeting and all Chapter 18-10 functions. He or she will be in charge of all the Chapter 18-10 publicity, and serve as a member of the CEB. Duties will include: Chapter Historian (see Appendix D), club file, pictures, newspaper articles, TV and radio announcements, and the Chapter's website.
 - i. Given the technical nature of website design and maintenance, the PR Officer may out source this requirement to a competent party with the CEB's approval.
6. Sergeant at Arms (SAA). Sgt. of Arms has and will maintain order during Chapter 18-10 meetings. The SAA may check member ID cards before each meeting and ensure each attendee is in 'good standing'. The SAA will serve as a member of the CEB.

Section 2

Appointees

a. Ride Captain

The Ride Captain (RC) will:

1. Develop a ride plan for the activity or event. The ride plan will address the primary route information and will be briefed to the members/riders verbally prior to the start of the ride or, for more complex rides, by means of an information sheet that outlines the route to be taken. The information sheet may also include a strip map depicting the route. If written information is to be distributed, the RC is responsible for drafting this information, preparing copies, and distributing information sheets to members/riders prior to beginning the ride.
2. Brief the type of formation to be utilized during the ride (for example, column of two abreast, staggered or single file column offset) in accordance with local laws.
3. Plan and brief rest stops, refueling points, and rendezvous points (if linking up with others) along the route.
4. Identify alternate routes in the event that unforeseen circumstances prevent completion of the ride on the primary route.
5. Have emergency contact information for agencies within the area where the ride will be conducted (for example, phone numbers for the local hospital, police, etc.).

b. Action Officer

The Action Officer shall collect information and work activities on behalf of the Chapter. The Action Officer will serve as the Chapter's Point of Contact (POC) for all appointed activities and present information to the Chapter's general membership regarding the activity. The Action Officer will also coordinate the

Chapter's participation in activities (such as fundraisers) and work directly with activity organizers and other activity POCs.

ARTICLE 7: MEETINGS

Section 1

Regular Meetings

Regular meetings of the members will be held monthly at a time and place agreed to by the Chapter membership and designated by the Chapter 18-10 Commander.

Section 2

Annual Meetings

An annual meeting of the CVMA Chapter 18-10 members shall take place each year in the month of July. The specific date, time, and location will be designated by the Chapter 18-10 Commander. At the annual meetings the membership shall elect officers, receive reports of activities of the national association, and determine the direction of CVMA Chapter 18-10 for the coming year.

Section 3

Special Meetings

Special meetings may be called by the CVMA Chapter 18-10 Commander, or a simple majority of the Chapter Executive Board (CEB). A petition signed by twenty-five percent (25%) of full members of CVMA Chapter 18-10 may also call a special meeting.

Section 4

Notice of Meetings

Notice of meeting dates, times, and locations will be disseminated to all Chapter 18-10 members by electronic means, telephonically, postal mail, or face-to-face depending on communication devices accessible to the Chapter 18-10 member. Notice will be given at least two weeks prior to scheduled meeting.

Section 5

Quorum

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

Section 6

Voting

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.

Section 7

Agenda

During meetings CVMA Chapter 18-10 Order of Business will follow Parliamentary Procedures as defined in Appendix C.

ARTICLE 8: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1

Authorizations

The Chapter Executive Board (CEB), except as otherwise provided by these bylaws, may by resolution authorize any Officer or Agent of CVMA Chapter 18-10 to enter into any contract or execute and deliver any instrument in the name of and on behalf of Chapter 18-10, and such authority may be general or confined to specific instances. Unless authorized, no Officer or Agent shall have any power or authority to bind CVMA Chapter 18-10 by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2

Checks and Notes

Except as otherwise specifically determined by resolution of the CEB, 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 CVMA Chapter 18-10 Treasurer and countersigned by the CVMA Chapter 18-10 Commander.

Section 3

Deposits

All funds of CVMA Chapter 18-10 shall be deposited from time to time to the credit of the Chapter in such banks, Credit Unions, trust companies, or other depositories as the CEB may select.

Section 4

Gifts

The CEB may accept on behalf of CVMA Chapter 18-10 any contribution, gift, bequest, or device for the non-profit purposes of this Chapter.

ARTICLE 9: AMENDMENTS

Section 1

Alterations

These bylaws may be altered or repealed and new bylaws adopted at the annual CVMA Chapter 18-10 Meeting by a two-thirds vote of the members present or by the CEB, only to revise a conflicting Article and/or Section.

Section 2
Amendments

Approved or accepted amendments or revisions take effect once approved by the NBOD using the Chain of Command.

Section 3
Changes

Any changes to any Article and/or Section of the CVMA Chapter 18-10 bylaws will be discussed and voted on by a quorum.

Section 4
Precedence

If any CVMA Chapter 18-10 bylaws conflict with the CVMA National bylaws, the National bylaws will take precedence over the Chapter bylaws.

Section 5
Conflicts

If any CVMA Chapter 18-10 bylaws conflicts with Federal and/or State or Tennessee Domestic Non-profit Veterans 501(c) (3) provisions and/or statutes, the conflicting Article(s) and/or Sections(s) shall be revised by the CEB and shall take effect immediately.

ARTICLE 10: STATE DETACHMENTS

Section 1
Detachments

Detachments of CVMA Chapter 18-10 may be formed and will be sponsored by and accountable to CVMA Chapter 18-10, provided they receive CVMA TN State Representative approval and meet the following:

- a. Membership
Detachments of CVMA Chapter 18-10 require a minimum of eight (8) Full Members in good standing.
- b. Distance
Detachments of CVMA Chapter 18-10 must be at least one (1) hour riding distance away from the Principle office of CVMA Chapter 18-10 (Bon Aqua, TN) as defined in these bylaws.

Section 2
Chapter Status

Detachments of CVMA Chapter 18-10 may apply for Chapter status provided they meet Chapter guidelines. (See CVMA National bylaws).

Section 3

Naming Convention

Detachments of CVMA Chapter 18-10 shall be recognized in chronological order with the first Detachment being 18-10-A followed by 18-10-B and so on numerically.

Section 4

Chain-of-Command

The Detachment members would elect the Detachment Commander. The CVMA TN State Representative would be over the CVMA Chapter 18-10 Commander; CVMA Chapter 18-10 Commander would be over the Detachment Commander; Detachment Full Members would elect all Detachment Officers.

ARTICLE 11: LIMITATION ON ACTIVITIES

Section 1

No substantial part of the activities of CVMA Chapter 18-10 shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by:

- a. 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.

Section 2

Prohibition against Private Inurement

No part of the net earnings of CVMA Chapter 18-10 shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or 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 3

Distribution of Assets

Upon the dissolution of CVMA Chapter 18-10, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for more 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 distributions shall be made in accordance with all applicable provisions of the laws of this state.

Section 4

Private Foundation Requirements and Restrictions

In any taxable year in which CVMA Chapter 18-10 becomes a private foundation as described in Section 509(a) of the Internal Revenue Code the corporation:

- a. Shall distribute its income for said period as such time and manner as so 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.

ARTICLE 12: CONFLICT OF INTEREST POLICY

Section 1

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (CVMA Chapter 18-10) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Chapter, 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 2

Definitions

- a. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers with a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Chapter has a transaction or arrangement.
 2. A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement.
 3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement.
 4. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a

conflict of interest. Under Section 13.3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3

Procedures

- a. 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 CEB and members of committees with governing board delegated powers considering the proposed transaction or arrangement.
- b. 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 CEB or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining CEB or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest -
 1. An interested person may make a presentation at the CEB 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.
 2. The chairperson of the CEB or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the CEB or committee shall determine whether the Chapter 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.
 4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the CEB or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter'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 4

Violations of the Conflicts of Interest Policy

- a. If the Chapter Executive Board (CEB) 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 CEB 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 5

Records of Proceedings

The minutes of the CEB 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 CEB'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 6

Compensation

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

Section 7

Annual Statements

Each Chapter 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 Chapter 18-10 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 8

Periodic Reviews

To ensure the Chapter 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 Chapter'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 9

Use of Outside Experts

When conducting the periodic reviews, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the CEB of its responsibility for ensuring periodic reviews are conducted.

ARTICLE 13: CONSTRUCTION AND TERMS

Section 1

Conflict

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

Section 2

Unenforceable or Invalid

If any of the provisions or portions 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 3

Articles of Incorporation

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

Section 4

References

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

Appendix A, Combat Veterans Motorcycle Association (CVMA) Patch Agreement

Member Name: _____ Member Number: _____

Combat Veterans Motorcycle Association Patch Agreement



Patch Type: Full Aux Support

The CVMA back patch or veteran's insignia is a registered trademark of the Combat Veterans Motorcycle Association and can only be worn by members in good standing, and with the permission of the CVMA. If membership is terminated for any reason you must immediately turn the patch into an association officer or have written permission from the Combat Veterans Motorcycle Association to possess the patch.

Patches will be signed for, and initialing each line item will signify acknowledgment of the following items.

- _____ Initial patches will be ordered or issued by the State Rep, Chapter Commander or State Quartermaster **AFTER** new member signs acknowledgement and remits usage fee. The member may order a second patch through the CVMA store.
- _____ Member may not possess more than 2 patches at any time.
- _____ Patches are property of the CVMA and must be returned when requested by the National Board of Directors (NBOD) or its duly authorized agent.
- _____ Patches require an initial usage fee (Per Patch). Full Member Patches \$45.00, Support Member \$35.00, Auxiliary Member \$35.00. The CVMA is providing it for you to wear. It remains CVMA property at all times.
- _____ Fee is **ONLY** refundable within the first 6 months at the discretion of the NBOD with input from the members State Rep.
- _____ Refund shall be pro-rated. No refunds after 6 months.
- _____ Patches will be returned to the CVMA immediately upon termination of membership.
- _____ Members who "retire" after 5 years may retain their patch if they have notified their State Rep and/or the NBOD of their intentions. Retirement notification **MUST** be made prior to June 1.
- _____ Life Members who retire at any point after achieving Life Member status may retain their patch.

By signing below, I agree to the terms and conditions established for wear and possession of the Combat Veterans Motorcycle Association Full Member patch, Auxiliary patch, or Supporter patch. I further understand that failure to follow these conditions could result in legal action against me for the return of all CVMA property and payment of any and all legal fees for said legal action.

Member Name Member Number Signature Date

Witness Name CVMA Office Held Signature Date

Appendix B, Combat Veterans Motorcycle Association (CVMA) Chapter 18-10 Full Member Patch-In Ceremony

Chapter Commander:

Members of Chapter 18-10, today we welcome our newest Brother(s)/Sister(s) into our association and we recognize them by presenting our colors, the CVMA Emblem to each of them. Let us begin our Patch-in ceremony.

Public Relations Officer:

The CVMA was formed in 2001 by 45 motorcycle enthusiasts brought together by a common interest in veterans' issues and riding motorcycles.

This group, known as "The Original 45," established the vision and mission of the CVMA, which is "veterans helping veterans." This creed has become the very heart of the CVMA and is rooted in the belief that there is no higher calling than veterans helping veterans.

As you step forward today as patched Full Members of the CVMA you too now accept and profess this creed.

Sergeant at Arms:

Will our new Brother(s)/Sister(s) please step forward.

I have the honor of presenting the following candidate(s) for Full Membership in CVMA Chapter 18-10

(State name of candidate(s))

The CVMA is guided by the vision and mission of "Veterans helping Veterans." This simple statement is at the heart of the CVMA and represents our creed.

In order to become a member of CVMA a candidate must present to the National Board of Directors documented proof of their honorable service in an imminent danger or hostile fire zone as stipulated in the National By-laws.

Upon review of your documented experience, your desire to help your fellow Veteran, and in accordance with the National bylaws, we find you meet all requirements for membership.

Treasurer:

As a Full Member of the CVMA you are expected to continue the tradition of providing an outstanding Association for veterans who are motorcycle enthusiasts to experience and share a sense of Brotherhood.

To undertake unique community service programs and projects to further veterans' causes, and to be a positive force in the struggle for veterans' issues.

And to showcase the CVMA on the Nation's highways and byways by proudly wearing the CVMA Emblem.

The CVMA One-Piece Patch you are about to receive is awarded to you for a fee, but also earned by you by the time you spent in harm's way serving your nation.

Secretary:

It's customary that people with common bonds unite.

To display these bonds, characteristic symbols and colors are used as identification.

To outsiders the symbols and colors represent an association with particular goals and interests. However, to the members the symbols and colors have a more significant meaning.

The Emblem of the CVMA is in the form of a Skull and Ace of Spade representing the death that war leaves in its wake.

The colors of the CVMA Emblem are -

Red: representing blood that has been shed on the battlefield.

Military Gold: representing all the branches of service.

and Black: representing the heavy hearts possessed for those that gave their lives and for those wounded, missing in action, or prisoners of war.

Executive Officer:

(Oath) Raise your right hand and repeat after me.

I (state your name)

Having heard and understood..... the purposes and mission of the CVMA.....do solemnly pledge.....to always respect and promote.....the aims and ideals.....of the CVMA brotherhood.

(put hands down)

With this pledge you become our *(Brother / Sister)*. Your actions from this point forward will reflect not only on yourself, but on all of your Brothers and Sisters throughout the CVMA.

Wear this Patch with pride and respect what it represents always.

State Representative & Chapter Commander

(Present Patch(s))

Brothers and Sisters this completes our Patch-In ceremony.

Please join me in welcoming our newest *(Brother(s) / Sister(s))*.

Appendix C, Combat Veterans Motorcycle Association (CVMA) Chapter 18-10 Order of Business

CVMA Chapter 18-10 meetings will be held, as directed by the CVMA National Board of Directors (NBOD), IAW parliamentary procedures. The regular Order of Business for CVMA Chapter 18-10 meetings shall be as follows:

- Call Meeting to Order – Commander
- Introduction of Guest(s) – XO
- Roll Call and card check – SGT at Arms
- Reading of the Minutes from last meeting – Secretary
- Comments from the State Rep – TN State Rep (when in attendance)
- Treasurer’s Report – Treasurer
- Old Business – Secretary
- New Business – Secretary
- Committee/Action Item Reports – applicable Officer(s)
- Announcements/ open discussion – Public Relations /Open
- Adjournment – Commander

A Guide to Parliamentary Procedures

The below is a general outline of parliamentary procedures. CVMA Chapter 18-10 will follow such procedures but may abbreviate or modify these procedures.

Parliamentary procedures are a set of rules of conduct that allows everyone to be heard and to make decisions without confusion. The method used by members to express themselves during meetings in accordance with parliamentary procedures, shall be in the form of moving motions. A motion is a proposal that the entire membership take action or a stand on an issue. Individual members can:

- Make motions
- Second motions
- Debate motions
- Vote on motions

Four Basic Types of Motions:

- Main Motions: The purpose of a main motion is to introduce items to the membership for their consideration. They cannot be made when any other motion is on the floor, and yield to privileged, subsidiary, and incidental motions.
- Subsidiary Motions: Their purpose is to change or affect how a main motion is handled, and is voted on before a main motion.
- Privileged Motions: Their purpose is to bring up items that are urgent about special or important matters unrelated to pending business.
- Incidental Motions: Their purpose is to provide a means of questioning procedure concerning other motions and must be considered before the other motion.

Procedures for presenting and handling motions:

- Obtaining the floor
 - Wait until the last speaker has finished
 - Address the Chapter Commander
 - Make Your Motion
 - Wait for Someone to Second Your Motion
 1. Another member will Second your motion or the Chapter Commander will call for a Second
 2. If there is no Second to your Motion, it is lost
 - The Chapter Commander states your Motion
 - The Chapter Commander will place your motion before the membership for consideration and action

- The membership then either debates your motion, or may move directly to a vote
- Once your motion is presented to the membership by the Chapter Commander it becomes "Chapter property", and cannot be changed by you without the consent of the members
- Expanding on Your Motion
 - The time for you to speak in favor of your motion is at this point in time, rather than at the time you present it
 - The Mover is always allowed to speak first
- Putting the Question to the Membership
 - The Chapter Commander will ask, "Are we ready to vote on the motion?"
 - If there is no more discussion, a vote is taken
- Voting on a Motion
 - There are four methods to vote on any motion:
 1. By Voice (method normally used) – The Chapter Commander asks all in favor to say, "aye", all opposed to say "nay." Any member may move for an exact count
 2. By Roll Call – Each member answers "yes" or "no" as his/her name is called. This method is used when a record of each person's vote is required
 3. By General Consent – When a motion is not likely to be opposed, the Chapter Commander says, "if there is no objection ..." The membership shows agreement by their silence, however if one member says, "I object," the item must be put to a vote
 4. By Ballot – Members write their vote on a slip of paper, this method is used when secrecy is desired (normally for elections)
- Two other motions
 - Motion to Table – This motion is used in the attempt to "kill" a motion
 - Motion to Postpone Indefinitely – This is often used as a means of parliamentary strategy and allows opponents of motion to test their strength without an actual vote being taken. Also, debate is once again open on the main motion

Appendix D, A Brief History of the Combat Veterans Motorcycle Association (CVMA)

In 2001, 45 individuals brought together by a common interest in veterans' issues and an enthusiasm for riding motorcycles formed the Combat Veterans Motorcycle Association (CVMA) as a nonprofit association. These founding members of the CVMA became known as the "Original 45" and today can be identified within the CVMA by the "Original 45" patch that they alone are authorized to wear.

The Original 45 established the vision and mission of the CVMA, which is "veterans helping veterans." This creed has become the very heart of the CVMA and is rooted in the belief that there is no higher calling than veterans helping veterans.

During the initial formation of the CVMA the "Original 45" began working with the Veterans of Foreign Wars (VFW) as the two shared a common interest and passion for veterans' issues and concerns. During this time the CVMA adopted a combined VFW/CVMA patch. The VFW/CVMA relationship lasted until the end of 2002.

Toward the end of 2002, it became apparent that the VFW, although looking for a motorcycle program for its members, and the CVMA were not going to be able to settle their differences and form the mutually supportive relationship that each sought.

At that time the CVMA National Board of Directors (NBOD) and general membership voted to cease pursuit of a binding relationship with the VFW and to follow their original desire of being an independent association made up entirely of combat veterans who ride motorcycles and endeavor to help their fellow veterans.

During this early point in the CVMA's history the Skull and Ace of Spade, representing the death that war leaves in its wake, was incorporated as the CVMA one-piece patch along with the following colors: Red - representing the blood that has been shed on the battlefield; Military Gold - representing all branches of the military service of the United States; and Black - representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war.

All CVMA members (Full, Auxiliary, and Support) wear this one-piece patch and colors as the CVMA emblem and with the understanding that the CVMA is not a Motorcycle Club (MC), but rather an Association of combat veterans dedicated to helping veterans.

From the very start the CVMA was clearly organized to provide service to veterans, their widows, and their children.

The NBOD as well as many within the general membership have worked and continue to work tirelessly in clearing the CVMA's purpose and patch with the major (dominant) MCs around the nation. Through their efforts the CVMA does not normally experience any problems when traveling through an MC's territory.

Most of the MC community respects and approves of the CVMA due to the efforts of the NBOD in explaining the purpose of the Association and emphasizing the fact that the CVMA is simply a group of motorcycle enthusiasts, combat veterans helping veterans and in no way demonstrates competition or disrespect for the MC community.