



## COMBAT VETERANS MOTORCYCLE the VIRGINIA CHAPTER

### BY-LAWS

#### NAME AND EMBLEM

##### ARTICLE 1

###### Section 1.1 - Name

The name of the association is:

Combat Veterans Motorcycle Association the Virginia Chapter.

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

The emblem and logo used by the Combat Veterans Motorcycle Association is the sole property of CVMA. The CVMA patch and log cannot be reproduced without license from the BOD. The emblem of the Combat Veterans Motorcycle Association is in the shape of a skull encompassed by the following colors. The incorporated colors are: Red, representing the blood that has been shed on the battlefield. The Military Gold, representing the many ethnic backgrounds in the Armed Forces. Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The skull and ace of spade represents the death that war leaves in its wake.

###### Section 1.3 - Principal Office

The principal office of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation will be located at the following address: 1502 Margaret St, Woodbridge Virginia 22191

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

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

###### Section 1.5 - Other Offices

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

###### Non Profit Purposes

##### ARTICLE 2

###### Section 2.1 - General

Combat Veterans Motorcycle Association the Virginia Chapter Protocol.

The Combat Veterans Motorcycle Association the Virginia Chapter is formed to provide a fraternal association for qualified war veterans (combat) of past or present members of the Armed Forces of the United States (veterans).

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

Combat Veterans Motorcycle Association the Virginia Chapter Incorporation 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. To create and maintain camaraderie among combat veterans from all branches of the United States Armed Forces.

#### Section 2.4 - Befitting

To conduct association functions and activities in a manner befitting the members of the Combat Veterans Motorcycle Association the Virginia Chapter members and as well as the associations Auxiliary Members.

#### Section 2.5 - Awareness

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

#### 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 homeless veterans and veterans found in the State of Virginia in anyway we are able.

### MEMBERSHIP

#### ARTICLE 3

##### Section 3.1 - 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 Combat Veterans Motorcycle Association (CVMA) are:
  1. A copy of one's DD 214 which must be surrendered to the Board of Directors (BOD) for verification.
  2. Active Duty/Reserve/National Guard, show proof of your combat military service on official DOD stationary or forms by Documentation by name, Orders(no codes in English), Army ERB/ORB (2-1), Marine Corps page 4, Navy page 3, Air Force award data record page, Coast Guard PDR award page; which must be surrendered to the BOD for verification.
- (d). Must own and operate a Motorcycle of 30.50cu.in (500cc) or above.
- (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 BOD approval.
- (f). Active members in good standing with the CVMA who after 3 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.

(g). Life membership's requirements, 3 years active in the CVMA. Member must be in good standing for all three years. Minimum participation of one sanctioned CVMA event per year is required. 1 of the 3 events MUST be a National Meeting. Deployment into a hostile fire zone counts as a sanctioned CVMA event. National Cost for life membership \$150. 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.

### Section 3.2 - 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 United States of Americas Armed Forces and the Combat Veterans Motorcycle Association the Virginia Chapter.
- (e). Auxiliary members will read and abide by all Auxiliary Unit By-Laws applicable to them.
- (f). The Auxiliary will be attached to the Chapter that they are sponsored from. They will be governed by Auxiliary Unit By-Laws, provide they do not conflict with National By-Laws and By-Laws of the State Chapter.
- (g). Auxiliary members have no vote in CVMA business.
- (h). Auxiliary members cannot hold a position on the CVMA Board of Directors.
- (i). \$10.00 annual dues will be assessed by the Auxiliary Unit and a Auxiliary ID will be issued.

### Section 3.3 - Support members

- (a). Must be of good character.
- (b). Must own and operate a Motorcycle of 30.50cu.in (500cc) or above.
- (c). Maximum number of support members, will not exceed one-tenth of total CVMA full membership.

Support members will be at a 1 to 10 ratio, 1 support member to 10 full members based on State full membership.

- (d). Support members must be a veteran of United States Armed Forces (USAF).
- (e). The ONLY acceptable proof of being a veteran of USAF are:
  - 1. A copy of one's DD 214 which must be surrendered to the BOD for verification.
  - 2. Active duty/reserve, show proof of your military service on official DOD stationary or forms by: Documentation by name, Orders(no codes in English), Army ERB/ORB (2-1), Marine Corps page 4, Navy page 3, Air Force data record page, Coast Guard PDR page., which must be surrendered to the BOD for verification.
- (f). Support members will read and abide by all CVMA By-Laws applicable to them.
- (g). Support members have no vote in CVMA business.
- (h). Support members are ineligible to hold a CVMA office position.

(i). Support members are required to submit their application and proof of service in USAF, through a full member of the CVMA, who has held a membership for not less than one year. Support members are required to have either ridden a minimum of 3,000 miles with their sponsor, attended three CVMA events an or be known by their sponsor for a minimum of 6 months.

(j). A full member submitting an application for a support member, must vouch for the new support member and meet the above criteria.

(k). Only 1 support member can be vouched on per year by an individual CVMA full member.

(l). \$10.00 annual dues will be assessed and a CVMA Support ID will be issued.

(m). Support members in good standing can wear, a small 3.5" CVMA support patch on the front of their jacket or the 10" support patch on the back of their jacket. Support patch will be supplied by their sponsor.

#### Section 3.4 - Right to Verify

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

#### Section 3.5 - Attend

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

#### Section 3.6 - Conduct

All members **MUST** conduct themselves in a manner that is not an embarrassment to themselves, the Combat Veterans Motorcycle Association the Virginia Chapter 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.

#### Section 3.8 - Misconduct

(a). In the event of misconduct of a member, under the by-laws of the Combat Veterans Motorcycle Association the Virginia Chapter, the Board of Directors possesses the right to revoke that member's membership.

Misconduct is defined as failure to abide by the by-laws of the Combat Veterans Motorcycle Association the Virginia Chapter and any organization that the Combat Veterans Motorcycle Association the Virginia Chapter supports.

(b). Bringing dishonor upon the Combat Veterans Motorcycle Association the Virginia Chapter in action, word(s), or deeds. Always remember **WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS! WE HAVE VETERAN'S INSIGNIA!**

#### Section 3.9 - Rights of Members

Each full member in good standing, shall be eligible to one vote. Full 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 filling a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. Member resigning is obligatory to relinquish all CVMA items, before the next chapter meeting. Any member terminated or quits without properly resigning forfeits all CVMA items. The Board of Directors shall sequester all CVMA items not returned.

A member can have their membership terminated by a majority vote of the membership.

### Section 3.11 - Non-Voting Membership

The board shall have the authority to establish and define non-voting categories of membership.

Non-voting categories of membership are not eligible to cast votes in any association activities, elections and proposed transaction or arrangement.

### Section 3.12 - Non-Voting Categories

The non-voting categories is defined as auxiliary, support, not in good standing and non-chapter member.

## MEETING OF MEMBERS

### Article 4

#### Section 4.1 - Regular Meetings

Regular meetings of the members shall be held Quarterly, at a time and place designated by the chair.

#### Section 4.2 - Annual Meetings

An annual meeting of the members shall take place every year, and the specific date, time and location of which will be designated by the chair. At the annual meeting the members shall elect directors and officers, receive reports on the activities of the association, and determine the direction of the association for the coming year.

#### Section 4.3 - Special Meetings

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

#### Section 4.4 - Notice of Meeting

Printed notice of each meeting shall be given to each voting member, by mail, not less than two weeks prior to the meeting.

#### Section 4.5 - Quorum

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

#### Section 4.6 - Voting

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

## INITIATION FEES AND DUES

### Article 5

#### Section 5.1 - Dues

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 5.2 - Dues Deadline

The governing body of the Virginia State Chapter shall determine deadlines for payment of Virginia State Chapter renewal membership dues.

#### Section 5.3 - Patches

New members purchasing patches of the Combat Veterans Motorcycle Association the Virginia Chapter will be done so at cost plus shipping and handling.

#### Section 5.4 - State Chapter Dues

State Chapter annual dues will be \$10.00 dollars, due in the month of January, by the 31st.

### DIRECTORS

#### Article 6

##### Section 6.1 - Number

Combat Veterans Motorcycle Association the Virginia Chapter Incorporation shall have a minimum of three and a maximum of ten and collectively they shall be known as the Board of Directors.

##### Section 6.2 - Qualifications

Directors of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation 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.

##### Section 6.3 - Powers

The Board of Directors of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation shall conduct all the activities and affairs of this corporation and also exercise all corporate powers, subject to the provisions of the laws of the State of Virginia, the Articles of Incorporation and these Bylaws.

##### Section 6.4 - Compensation

All the Directors of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation shall serve without compensation except for a reasonable advancement or reimbursement of expenses incurred in the performance of their duties with approval of the Board of Directors.

##### Section 6.5 - Place of Meetings

Meetings shall be held at the principal office of the corporation unless otherwise provided by the board or at such place as may be designated from time to time by resolution of the Board of Directors.

##### Section 6.6 - Regular Meetings

Regular meetings of the Board of Directors of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation shall be held once in a year. The Board of Directors shall decide the date, time and venue from time to time. If this incorporation makes no provision for members, then, one meeting every three years shall be

designated to elect the new Board of Directors. Voting for the election shall be by written ballot. Each director shall cast one vote per candidate and may vote for as many candidates as the number of candidates to be elected to the board. The candidates receiving the highest number of votes up to the number of directors to be elected shall be eligible to serve on the board.

#### Section 6.7 - Special Meetings

Special meetings of the Board of Directors may be called by the Chairperson of the Board, The President (Commander), The Vice President (Executive Officer), the Secretary, by any two directors, or if different, by the persons specifically authorized by the laws of this state to call special meetings of the board. Such meetings shall be held at the principal office of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation or if different, at the place designated by the persons calling the special meeting.

#### Section 6.8 - Notice of Meetings

The procedure to be followed is as below unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

Regular Meetings – Notice shall be sent by regular post, e-mail, and facsimile machine at least three weeks in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

Special Meetings - Notice shall be sent by regular post, e-mail, and facsimile machine at least one week in advance. In the case of facsimile notification, the director to be contacted shall acknowledge personal receipt of the notice by a return message or telephone call within twenty four hours of the first facsimile transmission.

#### Section 6.9 - Waiver of Notice

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

#### Section 6.10 - Quorum of Meetings

A quorum shall consist of a majority of the Board of Directors of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation serving office at any given time and shall not be less than one third of the number of directors in office. The Board shall not conduct any business at any meeting at which the required quorum is not present. The only motion, which the Chair shall entertain, is a motion to adjourn.

#### Section 6.11 - Majority Action as Board Action

Every act or decision done or made by a majority of the directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation, these Bylaws or the laws of this state require otherwise.

#### Section 6.12 - Conduct of Meetings

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

## Section 6.13 - Vacancies

Vacancies on the Board of Directors of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation shall exist:

- (a). On the death, resignation or removal of any director.
- (b). Whenever the number of authorized director is increased.

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

## Section 6.14 - Non liability of Directors

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

## Section 6.15 - Indemnification by Corporation of Directors and Officers

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

## OFFICERS

### Article 7

#### Section 7.1 - Designation of Officers

The officers of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation shall be a President (Commander), a Vice President (Executive Officer), a Secretary and a Treasurer. The Board of Directors shall decide from time to time, whether to have new officers with new designations.

#### Section 7.2 - Qualifications

The officers of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation 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.

## STATE CHAPTER ELECTIONS

### Article 8

#### Section 8.1 - Eligible

All members shall be eligible to any office in the State Chapter, provided that nominees for any office must be active and a paid member in good standing, having a minimum of 6 months time with the CVMA/CVMAVA association.

#### Section 8.2 - Nominate

The elected officers for the State Chapter Board of Directors shall be nominated and elected annually at the State

schedule meeting.

### Section 8.3 - Elected

Elected Officers shall be a President (Commander), Vice President (Executive Officer), Secretary, Treasurer and Sergeant at Arms. The State Representative is also elected at the annual State meeting (convention).

### Section 8.4 - Offices

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

### Section 8.5 - Good Standing

Elected and or appointed officers and Board of Directors must remain active members in CVMA/CVMAVA and in good standing for the duration of the term while in office.

### Section 8.6 - Term of Office

Officers elected at the annual State meeting, will assume office within 30 days of the election and hold that office for 12 months or until their successors are duly qualified. Consecutive terms are permitted.

### Section 8.7 - Elections

Nominations and elections must be made at the annual State meeting. The President (Commander) will vote only in the event of a tie.

### Section 8.9 - Resignation

Should an elected officer resign from office for any reason the State Representative will appoint a replacement to serve until the next annual State meeting.

## DUTIES OF OFFICERS

### Article 9

#### Section 9.1 - State Chapter Board of Directors

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

#### Section 9.2 - President (Commander)

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

(Commander) and allow the President (Commander) to fill these positions at his discretion, and assume all duties to office.

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

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

#### Section 9.4 - Secretary

The Secretary is responsible for making and keeping all State Chapter records, including: the membership list, the By-Laws, Rules of Order, Standing Rules, rec4rds of all committee appointments, all written reports, copies of all correspondence between the State Chapter and any outside person or organization, and shall keep correct minutes of the proceedings of the State Chapter Board of Directors and general membership meetings. The Secretary under the direction of the President (Commander) prepares all reports and required of him, and assumes all duties to office.

#### Section 9.5 - Treasurer

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

#### Section 9.6 - Sergeant at Arms

The Sergeant at Arms responsible for ensuring that the By-Laws and Standing Rules of the State Chapter are not violated, and that orders of the Officers are carried out in an expeditious manner. He is responsible for policing and keeping order at all State Chapter events. The Sergeant at Arms is responsible for the safety and security of the State Chapter. The Sergeant at Arms will maintain order during meetings and check members ID cards before each meeting, and assume all duties to office.

#### Section 9.7 - Road Captain

The Road Captain is an appointed position by the President (Commander). Road Captain is responsible for all State Chapter runs. He 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 President (Commander) or Vice President (Executive Officer).

#### Section 9.8 - State Representative

The State Representative is a National officer and is over the State Chapter Commander. State Representative represents the National Combat Veterans Motorcycle Association in the State. Among the duties of a State Representative, he/she shall: Preside the State meeting (convention) and perform installation of Chapters and Detachments officers. Enforces strict observance of all the laws and usages of this association including National By-Laws, State Chapter By-laws and all orders from proper authorities. Decide all questions of the law and the usage in the State, subject to an appeal pursuant of these By-Laws. Insist that State 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 State Chapters, its members or the association. Assures that all reports are correctly prepared and promptly forward and that all the business of the State is handle with dispatch. Reviews applications for membership, to assure that eligibility has been properly determined. State

Representative can dismiss or discipline disorderly members with Board of Directors approval. State Representative retains the authority to remove officers.

#### Section 9.9 - State Quartermaster

The State Quartermaster is a State appointed position, appointed by the State Representative. State Quartermaster acquisitions CVMA merchandise from the National Quartermaster for its members. Shall keep correct and complete books and records of account. Give financial status to the State Representative, State Chapter Board of Directors and the general memberships. The State Quartermaster is under the direction of the State Representative, shall make regular reports of orders, receive merchandise, items on hand and items each member has received. The State Quartermaster position is accountable to the State Representative and allows the State Representative to fill this position at his discretion.

#### Section 9.10 - 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

Delegations will be appointed by the President (Commander), but are subject to the approval of the State Representative to represent the association at any convention, meeting, rally, or other assembly that may be deemed necessary, and all delegations are authorized to exercise only those powers specifically vested in them by the State Chapter Board of Directors.

### EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

#### Article 11

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

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

##### Section 11.2 - Checks and Notes

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

##### Section 11.3 - Deposits

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

##### Section 11.4 - Gifts

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

## IRC 501 [c] [3] TAX EXEMPTION PROVISIONS

### Article 12

#### 12.1 - Limitations on Activities

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

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

#### Code.12.2- Prohibition against Private Inurement

No part of the net earnings of Combat Veterans Motorcycle Association the Virginia Chapter Incorporation 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.

#### 12.3 - Distribution of Assets

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

#### 12.4 - Private Foundation Requirements and Restrictions

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

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

## CONFLICT OF INTEREST POLICY

### Article 13

#### Section 13.1 - Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's Combat Veterans

Motorcycle Association the Virginia Chapter Incorporation 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 13.2- Definitions

1. Interested Person - Any director, principal officer, or member of a committee with governing board delegated powers with a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - (a). An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
  - (b). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
  - (c). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 13.3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

#### Section 13.3 - Procedures

##### 1. Duty to Disclose -

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

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

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

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

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

benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 4. Violations of the Conflicts of Interest Policy -

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

#### Section 13.4 - Records of Proceedings

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

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

#### 13.5 - Compensation

- (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.

#### 13.6 - Annual Statements

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

- (a). Received a copy of the conflicts of interest policy,
- (b). Read and understands the policy,
- (c). Agreed to comply with the policy, and

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

#### 13.7 - Periodic Reviews

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

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

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

#### 13.8 - Use of Outside Experts

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

### AMENDMENTS

#### Article 14

##### Section 14.1 - Altered

These By-Laws may be altered, or repealed and new By-Laws adopted at the yearly State meeting by a two-thirds vote of the members present or by the Board of Directors, only to revised a Conflicting Article and/or Section.

##### Section 14.2 - Amendments

Approved and accepted amendments take effect immediately.

##### Section 14.3 - Changes

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

##### Section 14.4 - Precedence

If any Virginia State Chapter By-Laws conflicts with the CVMA National By-Laws, the National By-Laws will take precedence over the Virginia State Chapter By-Laws.

##### Section 14.5 - Conflicting

If any Combat Veterans Motorcycle Association the Virginia Chapter By-Laws, 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 Board of Directors and shall take effect immediately.

## CONSTRUCTION AND TERMS

### Article 15

#### Section 15.1 - Conflict

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

#### Section 15.2 - Unenforceable or Invalid

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

#### Section 15.3 - Articles of Incorporation

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

#### Section 15.4 - References

All references in these By-Laws 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.

Section 3.2, 3.3: Amended/Approved January 19, 2007.

Section 3.1(f), 3.10, 8.3, 9.8-10.0: Amended/Approved July 29, 2007

Section 3.1(g) Amended/Approved MAY 17, 2008

By-Laws >

This page was last updated: MAY 15, 2008 Combat Veterans Motorcycle Association the Virginia Chapter incorporated is a registered domestic nonprofit in the State of Virginia.

We are a 501(c)(19)tax exempt incorporation. Charitable contributions are deductible. Our Employer ID# is

IRS Determination Letters, Articles of Incorporation, GET License, By-Laws, Form 990.

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