

Revision A.00

26August2022



COMBAT
VETERANS
MOTORCYCLE
ASSOCIATION®
CHAPTER 22-4
BYLAWS

APPROVED BY THE MEMBERS ON 26 August 2022
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222 ASHCROFT AVE CRESSON PA 16630

**BYLAWS OF
THE COMBAT VETERANS MOTORCYCLE ASSOCIATION® (CVMA)
PENNSYLVANIA CHAPTER 22-4**

A Pennsylvania Not for Profit Organization
Revision A.00 - 26 August 2022

ARTICLE I
Name & Purpose

Section 1. Name and Bylaws.

The name of the CVMA® Chapter shall be Combat Veterans Motorcycle Association®, Chapter 22-4, and may include use of the acronym “CVMA” and be referred to as “CVMA Chapter 22-4” or “Chapter 22-4.” Throughout these bylaws, any reference to “CVMA” shall mean the Combat Veterans Motorcycle Association, Inc. If any provision of these bylaws conflicts with the National Bylaws, policies, or protocols of the Combat Veterans Motorcycle Association, such conflicting provisions shall be deemed null and void, and the National Bylaws, policies, or protocols shall govern.

Section 2. Purpose.

CVMA Chapter 22-4 is organized for charitable and other purposes as allowed by 501(c) 19 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Article 501(c) of the Internal Revenue Code. The CVMA is a non-partisan association. The CVMA does not and shall not endorse political candidates, nor make campaign contributions of any kind to any political party or political candidate.

Section 3. Objectives.

- To promote interest in various forms of motorcycle activity associated with veterans.
- To create and maintain camaraderie among combat veterans from all U.S. branches of service and its allies.
- To support veteran organizations.
- To raise awareness for the plight of POWs, MIAs and their families, posttraumatic stress disorder (PTSD), traumatic brain injury (TBI), and other combat related medical conditions.
- To conduct chapter functions and activities in a manner befitting the members of the CVMA.
- To encourage a better understanding of motorcycle riding as a constructive activity among members of the public, press, and law enforcement agencies.

ARTICLE II
Offices, Records, Emblem, Seal

Section 1. Association.

CVMA Chapter 22-4 is a non-profit corporation organized under the laws of the Commonwealth of Pennsylvania.

Section 2. Offices

The principal and registered office address of CVMA Chapter 22-4 will be: 222 Ashcroft Ave Cresson PA 16630.

Section 3. Change of Address.

A change of the county of the principal office may be made by amendment of these bylaws. The Chapter Executive Board (CEB) may change the principal office from one location to another. Authorization to change chapter location must be authorized by the chain of command and National Board of Directors (NBOD).

Combat Veterans Motorcycle Association, Inc. Chapter 22-4 may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the CEB may from time to time designate.

Section 4. Records.

The official corporate records including resolutions, bylaws, minutes, and Articles of Incorporation shall be maintained at the principal office and may be stored in electronic form. CVMA 22-4 shall keep as permanent records: minutes of all meetings of its members and CEB, a record of all actions taken by the members without a meeting, and a record of all actions taken by committees authorized in the bylaws or by the CEB, and such other records as required by law.

Records or portions thereof may be designated as confidential or privileged at the discretion of the CVMA 22-4 CEB, and records so designated shall not be disclosed to any person who is not a CVMA 22-4 Officer of said CEB, unless the disclosure is specifically authorized by CVMA 22-4 CEB, State Representative (SR), Region Representative (RR), CVMA National Board of Directors (NBOD), or court-ordered by a Court of competent jurisdiction. In replying or responding to a court order, the CVMA 22-4 CEB shall take reasonable steps to prevent disclosure of any information or record that is not reasonably required to be disclosed by the applicable order, including petitioning a court of competent jurisdiction for protective orders or such other relief as the CVMA 22-4 CEB deems necessary and appropriate for the administration of CVMA 22-4's corporation affairs.

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

To the maximum extent allowed by law, records containing confidential or personal information regarding a specific member shall be held in confidence and shall not be disseminated nor shared with any person other than a CVMA 22-4 Officer or such other agent of the association who has been granted authority to have access to such information or whose duties reasonably require access to such information. Any accidental or intentional disclosure of such personal information shall not create a private right nor a cause of action for any member. The confidentiality provision is exclusively for the benefit of the orderly administration of the association's affairs and to protect against disclosure from non-members or third parties. ***No officer or member shall share any association record containing confidential or personal information regarding any member to any non-member unless compelled to do so by a valid court order, such as a subpoena, and shall take reasonable steps to redact all information not specifically required by the subpoena or court order.***

Section 5. Emblem and Logo.

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

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; The Military Gold, representing all branches of the military service of the United States; and, Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The skull and ace of spades represent the death that war leaves in its wake.

Section 6. License use.

Any use of the emblem or modified versions of it requires written approval from the NBOD prior to being used in any manner in accordance with the then current License Use Application Process (LUAP) as may be adopted by the NBOD. Items approved by the NBOD that display the Full, Support, or Auxiliary emblem(s) may only be worn by their respective member class of the Association. Use of any CVMA licensed/trademarked intellectual property must be submitted for review in accordance with the then current LUAP.

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

ARTICLE III Members

Section 1. Membership.

Membership in the Chapter is wholly contingent upon the individual's membership in the national organization. CVMA 22-4 shall have members and member classes/statuses in accordance with (IAW) the CVMA National Bylaws and policies as shown below:

1. Full Member
 - a. Life Member
 - b. Medically Retired Member
 - i. Life Member Medically Retired
 - ii. Non-Life Member Medically Retired
2. Aux Member
 - a. Life Member
3. Support Member
 - a. Life Member
 - b. Medically Retired Member
 - i. Life Member Medically Retired
 - ii. Non-Life Member Medically Retired

Section 2. Chapter Dues.

CVMA 22-4 does have annual chapter dues. Dues are not to exceed the amount specified in the National Bylaws. Failure of a member to pay their annual dues will result in the Member being placed as "Not in Good Standing" for administrative reason in the member's 201 File.

Chapter annual dues will be \$10.00. The deadline for paying chapter dues is 30 June for the current calendar year. Failure to pay their chapter dues will result in Member being placed as “Not in Good Standing” with CVMA 22-4 until dues are paid in full. If a Member’s Chapter dues are past due, that member will pay back-pay for every year missed until paid in full for current year. Member will remain “Not in Good Standing” until chapter dues are considered up to date.

Section 3. Good Standing/Not in Good Standing.

A member who has not complied with the provisions of the National and Chapter Bylaws, shall be deemed to be “Not in Good Standing” with the CVMA, and shall be subject to discipline as provided in the National Bylaws or in the applicable disciplinary policy as adopted by the NBOD.

A member who violates any provision of these bylaws, the patch agreement, the membership application agreement, or written policies shall be deemed to be “Not in Good Standing” with the CVMA and shall be subject to discipline as provided in the National Bylaws and Policies.

Section 4. Voting

- Support members can vote on Chapter Business.
- Auxiliary members can only vote on auxiliary business.

Each voting member in good standing is entitled to one vote on each matter coming before the chapter body of full members for a vote. Members may not vote by proxy, unless specifically authorized by these Chapter Bylaws. Votes must be cast in person at the Chapter Meeting or in the manner prescribed for voting in a special meeting. Failure to attend the Chapter Meeting for any reason is an abandonment of the member’s voting rights on all matters that come up for a vote at that Chapter Meeting. The presiding chairperson at any meeting whether it be the Chapter Commander (CC), or any other officer will only cast a vote in the event of a tie or may cast a vote to create a tie with the exception of ballot voting.

ARTICLE IV

Chapter Executive Board (CEB)

Section 1. Powers of the CEB.

The business and affairs of CVMA 22-4 shall be managed by its CEB.

Section 2. Chain of Command – Chapter Structure.

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

Section 3. Nomination and Election of CEB and Term.

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

The Chapter membership shall elect officers whose term shall expire in accordance with the schedule for chapter officers as set below and then shall hold that office for 36 months or until their successors are duly qualified. Consecutive terms are permitted.

Chapter Officers will be considered for re-election in the following cyclic order:

- Commander / Secretary (year 1)
- Executive Officer / Treasurer (year 2)
- Sergeant at Arms / Public Relations Officer (year 3)

Each eligible Chapter voting member shall have one vote for each position to be elected. The nominee receiving the majority of votes cast (50.01% or higher) by voting members in the election for each position shall be elected to the CEB. In the event where three or more candidates are seeking a CEB position and a majority has not been met, the two candidates with the highest number of votes shall face a run-off election. The winner will be that person with the majority votes (50.01% or higher). All elected and or appointed officers must remain active members in good standing for the duration of the term while in office.

Section 4. Resignation.

Any CEB member of CVMA 22-4 may resign at any time, by giving notice thereof to any CVMA 22-4 CEB officer or the Pennsylvania State Representative. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. Annotation of said resignation shall be placed within the members 201 file at the soonest opportunity. Resignation while serving in any office does not have a 5-day grace period and creates a positional vacancy.

Section 5. Vacancies.

Any vacancy occurring among the members of the CEB by reason of death, resignation, disqualification, or removal, shall be filled by the affirmative vote of the majority of the Members entitled to vote at a special, regular, or annual meeting. The CEB may appoint an eligible member to fill the position as an interim until such meeting can occur. A member elected to fill a vacancy occurring in the CEB shall be elected for the unexpired term of his or her predecessor in office.

Section 6. Removal.

Elected officers may be removed from office for cause by disciplinary proceedings as provided in the National Bylaws and Discipline Policy.

Section 7. Compensation and Expenses.

CEB members shall serve as such without salary. Reasonable and necessary expenses for the administration of the office(s), such as postage or copies, excluding travel, meals, lodging, per diem. Equipment, computers, phones, or phone service may be reimbursed to CEB members upon a majority vote approval of the Members at a regular or special meeting or as specified by chapter bylaws. Any equipment purchased, or reimbursed for, by the Chapter becomes the property of the Chapter.

Section 8. Adoption of Policies.

The CEB is responsible for implementing overall policy and direction of the chapter. The CEB is responsible for day-to-day operations of the chapter and shall make decisions as necessary to maintain the chapter's viability and order. The CEB will draft policy letters to cover day-to-day operations and

should be limited in scope. These policy letters will be submitted to the voting members for review. Once approved by the voting members, the policy letters must be approved by the Pennsylvania State Rep before the policy is effective. Policies will remain in effect for the term of the chapter commander position and reviewed upon change or election timeframe of said position within 60 days of appointment.

Section 9. Standard of Conduct.

A CEB member shall discharge his or her duties as a member of the CEB, including but not limited to duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of CVMA 22-4.

ARTICLE V

Officers

Section 1. Number.

The officers of CVMA 22-4 shall be a Chapter Commander (CC), Chapter Executive Officer (CXO), a Chapter Secretary (CSEC), Chapter Treasurer (CTRES), Chapter Sergeant at Arms (CSAA), Chapter Public Relations Officer (CPRO), and such other staff officers as may be deemed necessary by the CEB. One Member shall not hold more than one command office at any given time.

Section 2. Chapter Commander (CC).

The CC shall be the chief executive officer of CVMA 22-4 and, subject to the direction of the CEB, shall have general charge of the business, affairs, and property of CVMA 22-4 and general supervision of chapter members. The CC shall chair all meetings of the CEB, and he or she shall perform all duties incident to the office of CC and shall see that all orders and resolutions of the CEB are carried into effect. CC may sign CVMA 22-4 association checks along with Treasurer. CTRES will ensure all chapter checks have dual signatures. CC will be responsible for ensuring all legal documentation is current. Overall responsibility of maintaining currency of legal documentation will fall to the holder of documentation however it is the responsibility of the CC to ensure compliance with all state and federal laws.

Section 3. Chapter Executive Officer (CXO).

In the absence of the CC or in the event of his or her death, disability, or refusal to act, the CXO shall perform the duties and exercise the powers of the CC and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the CC. The CXO shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the CEB. Unless the CC position is 'vacated' the CXO will not automatically assume all accesses of the CC. (e.g., CXO would not process applications in lieu of the CC for a temporary vacancy.) CXO or designee is responsible for gaining new members and ensuring that new members meet the requirements set forth by the association specifically as it pertains to being of good character, agreeing to be bound by and comply with these bylaws and the written policies of the organization, being aware of and comply with all federal, state, and local laws and regulations relating to fundraising by a charitable organization.

Section 4. Chapter Secretary (CSEC).

The CSEC is responsible for recording, making, and keeping all chapter records, including the membership lists, Chapter Bylaws, Robert's Rule of Order, Policies, Standing Rules, records of all committee appointments, all written reports, copies of all correspondence between the chapter and any

outside person or organization, and shall keep correct minutes of the proceedings of the chapter general membership and CEB meetings. The CSEC, under the direction of the CEB, prepares all reports required of the CSEC and assumes all additional duties to office. The CSEC will accept and maintain a record of both applications and patch agreements from members, check for correctness, and forward the applications through proper channels. The CSEC will present the CC with draft minutes of meetings for review within 14 days after the chapter meeting. The CSEC will prepare event rosters to forward higher.

Section 5. Chapter Treasurer (CTRES).

The CTRES shall have charge and custody of, and be responsible for, all funds and securities of CVMA 22-4, and all financial books, tax submissions required by law, records and accounts of CVMA 22-4, to include any detachments that may be assigned to the Chapter. Will receive and give receipts for monies due and payable to CVMA 22-4 from any source whatsoever, and deposit all such monies in the name of CVMA 22-4 in such banks, trust companies or other depositories as shall be selected by the CEB. In general, perform all duties incident to the office of CTRES and such other duties as from time to time may be assigned to him or her by the CEB.

The CTRES shall be one of the required signatures on all checks, deposits, or financial reports. The only exception would be if the CTRES is unavailable due to extenuating circumstances that must be approved by the CEB. CTRES will ensure there is dual signatures by the CC/ CTRES on every chapter check before it is processed further.

The CTRES shall report monthly as a minimum to the CEB and body of the chapter the treasury report, to include period starting balance, credits, debits, any unforeseen or unapproved by the chapter or CC debits (identified in the overall debits and separately for proper identification purposes), ending balance. Every effort shall be made to deposit all funds received within a week to the banks, trust companies or other depositories as shall be selected by the CEB no later than the last business day in the week in which it was received. This report will be made available to the CSEC for documentation prior to the Monthly chapter meetings.

Section 6. Chapter Sergeant at Arms (CSAA).

The CSAA is the Point of Contact for all discipline issues, and assumes all other duties assigned by the CEB. The CSAA will maintain order during all meetings, verify ID cards and ensure that all in attendance are members in good standing or invited guest(s), ensure that the bylaws, policies, and standing rules are not violated, ensure that the orders of the CEB are carried out in an expeditious manner and that the directives of the Chapter members are carried out by the CEB in a timely manner. The CSAA will keep order at all chapter events in a respectful manner, report inappropriate or improper behavior of incident to the CEB, obtain and secure any patches from any member who resigns or is expelled, be responsible for the safety and security of the chapter's members, keep and maintain a record of all data pertinent to the safety and security of the chapter and its members, and will immediately notify the CEB of any real or perceived threat to the Chapter members or events. The CSAA will assume all duties assigned by the CEB. Responsible for protocol information briefing for all new members of the Chapter ensuring all members abide by the written protocols that are within this association.

Section 7. Chapter Public Relations Officer (CPRO).

The CPRO will oversee all of the CVMA 22-4 publicity in conjunction with and approved by the chapter's CEB. Duties will include historian, pictures, newspaper articles, TV and radio announcements, social media, the CVMA 22-4 web site, and all other duties assigned by the CEB. The CPRO position

can be a Support Member or Auxiliary Member, normal election eligibility applies. If the CPRO is a Support Member or Auxiliary Member, the position is not a command level position and will not be a member of the CEB.

Section 8. Additional Officers.

Staff officers, who are elected or appointed by the CEB, shall perform such duties as shall be assigned to them by the CC or the CEB. (e.g., Road Captains (CRC), Chaplain (CCHAP), Quartermaster (CQM), and Webmaster (CWBM)) Every effort shall be made to ensure all nominated positions are filled and discussion will be made on filling any vacant positions at every CEB meeting until position is filled. If nominated position is filled for more than 3 years, the CEB will evaluate to promote a new nominee for the position to help maintain growth within the chapter.

Section 9. Detachments and Detachment Officers

Chapters may allow for detachments of eight or more members. The detachment shall select a Detachment Commander who shall report directly to the Chapter Commander. Detachments can/will be formed in accordance with National Bylaws and Policies. Officers of said Detachments will be in accordance with chain of command directorates/policies.

ARTICLE VI

Meetings

Section 1. Robert's Rules

Robert's Rules of Order should be used during meetings to effect parliamentary procedures, unless otherwise amended and provided for in these bylaws. Robert's Rules are not incorporated into these bylaws. The presiding Officer reserves the authority to end any debate on any topic or motion and to call for a vote on the motion.

Section 2. Quorum.

Unless otherwise specifically required by State Incorporation Rules or Statutes found in Pennsylvania Non-Profit Corporation Title 15, Chapter 17, Section 1756, the quorum to conduct Chapter business meetings shall be 10% of the members entitled to vote on a matter present at a meeting of members. CEB meetings will require a majority of CEB officers present for a quorum to exist.

Section 3. Annual Meetings.

The annual meeting of CVMA 22-4 shall be held during *November* of each year, beginning in the year 2023, at such place as the CEB shall designate for the purpose of electing officers for the ensuing term and conducting any other business. If, for emergency purposes the annual meeting cannot be held at the stipulated time the next meeting of the Chapter will be considered to be the 'annual' meeting and all business slated to take place previously will be shifted to that meeting. Annual meeting for the next year will be determined at the annual meeting.

Section 4. Regular and Special Meetings.

Meetings of CVMA 22-4, regular or special, shall be held at such time, on such day, and at such place as the CEB shall designate.

Section 5. Notice of Meetings.

Unless otherwise specifically required by State Incorporation Rules or Statutes found in Pennsylvania Non-Profit Corporation Title 15 Title 15, Chapter 17, Section 1704, notice of any meeting shall be given at least ten (10) days prior to the scheduled meeting. Written notice shall be delivered in person, by telephone, electronic mail or other wire or wireless communication, to each Member at his or her e-mail address/phone number contained in their 201 files.

Section 6. Vote by Proxy.

Proxy votes shall only be authorized for active CVMA military members currently deployed by the process of email to the CEB. Deployed by definition IAW the National Voting Policy: Military deployment is the movement of armed forces. Deployment includes any movement from a military Service Member's home station to somewhere outside the continental U.S. and its territories (Department of Veterans Affairs definition see also DOD JP-04)

ARTICLE VII

Committees

Section 1. Appointing a Committee.

The CEB, by resolution adopted by a majority of the full board, may designate a committee consisting of the Members of CVMA 22-4. A Chair of the committee shall be appointed simultaneously with the committee creation. In lieu of an appointment, the CEB may allow the committee as a whole to select their chair and report the selection to the CEB. Each committee will appoint a secretary, who shall keep regular minutes of its proceedings and the same shall be recorded in the minutes of the organization. The purpose or goal of the committee shall be defined upon creation (e.g., event planning, fundraising, document development/review, etc.). The rights, powers, and authority also shall be prescribed except as otherwise provided by law. Every effort should be made to have a non CEB chair the committee. The Chair position can be a Support Member or Auxiliary Member if appropriate for type of committee.

CVMA 22-4 will have the following standing committee(s):

- a. Chapter Bylaws Committee
- b. Benevolent Fund Committee
- c. Ride Committee
- d. Small Games of Chance Committee

Section 2. Committee Changes.

The CEB, with or without cause, may dissolve any committee or remove any member thereof at any time by a majority vote. The CEB shall also have the power to fill vacancies in any committee.

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The CEB may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CVMA 22-4, and such authority may be general or confined to specific instances. Prior to contractual obligations the need for any such contract should be brought forth to the voting members of a chapter for presentation of need and acceptance. Any

contract being entered into in reference to items via the LUAP must be voted upon and approved by the voting members of the chapter and recorded within chapter minutes.

Section 2. Loans.

No loans shall be contracted on behalf of CVMA 22-4 and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the CVMA 22-4 to its members or officers.

Section 3. Checks and Other Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of CVMA 22-4 shall be signed by such CEB officers of CVMA 22-4 and in such manner as shall from time to time be determined by resolution of the CEB and/or membership.

Section 4. Deposits.

All funds of CVMA 22-4 not otherwise employed shall be deposited to the credit of the CVMA 22-4 in such banks, trust companies or other depositories as the CEB may select.

ARTICLE IX

Amendment of Bylaws

The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the voting members of CVMA 22-4. Any such action shall require the vote of 2/3rds of the voting Members of CVMA 22-4 present and voting at its annual meeting. Bylaws or bylaw changes will not be valid until reviewed and validated by the NBOD and dated as such. The Chapter Bylaw Change Proposal (BLCP) process is outlined below. *See Appendix A for form and instructions.*

Chapter bylaw and change proposals shall be submitted to the CEB on the **Bylaw Change Proposal** (BLCP) form NLT 60 days prior to the Annual meeting.

- Member makes BLCP
- Member submits to CEB by 60 days prior to Annual meeting
- CEB/CSEC submits all BLCPs to the Chapter Bylaws Committee (CBLC)
- CBLC reviews member submitted BLCPS 30 days prior to the Annual meeting
- CBLC submits the BLCPs to the CSEC immediately after CBLC meeting
- CSEC puts BLCPs out to membership 14 days prior to Annual meeting
- Membership votes on BLCPs at Annual meeting.
- Change requests/documentation are then forwarded up the chain of command to the NBOD/National Secretary for final approval.
- Upon NBOD approval, the chapter bylaws will be annotated with the change and date of approval adjusted.

ARTICLE X

Nonprofit Operation

The CVMA 22-4 will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of CVMA 22-4 will be distributed to its members or officers without full consideration. CVMA 22-4 shall take such steps as may be necessary or desirable to maintain its status as a charitable non-

profit organization pursuant to the provisions of Section 501(c) 19 of the Internal Revenue Code of 1986 or the comparable provision of any successor law.

ARTICLE XI

Fiscal Year

The fiscal year of CVMA 22-4 shall end on 30 June.

ARTICLE XII

Conflict of Interest Policy

CVMA 22-4, its Members, and Officers, shall make every effort to protect the integrity and purpose of the association. CVMA 22-4 will take every effort to refrain from entering transactions that would disqualify CVMA 22-4 from operating as a tax-exempt organization. To that end, CVMA 22-4 adopts and implements the conflict-of-interest policy as set forth in Appendix B, attached and incorporated to these by-laws as though fully set forth herein. *See Appendix B.*

ARTICLE XIII

Dissolution

Section 1. Dissolution by unanimous consent.

At any time, and for any reason, the voting members may unanimously vote to dissolve the chapter. Upon such vote, the Commander shall cause the chapter to be dissolved consistent with the laws of dissolution for a nonprofit corporation, and in accordance with any applicable tax law or regulation.

Section 2. Distribution of assets upon dissolution.

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

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

APPENDIX A BYLAW CHANGE PROPOSAL FORM/INSTRUCTIONS

When any chapter member desires to seek a chapter vote to change the bylaws of this chapter's bylaws, they must complete the "BYLAW CHANGE PROPOSAL FORM" and submit to the Chapter Bylaws Committee, if applicable.

The proposal shall include the following:

1. Name and number of State/Chapter, and proponent name and number proposing the change.
2. The point-of-contact person who will address questions concerning proposal.
3. Email address for the point-of-contact listed in #2.
4. Phone number of the point-of-contact.
5. Specify which Article, Section and Subsection is being amended, deleted, or added.
6. Specify the Article, Section and/or Subsection affected by proposal as currently written per the latest updated version of the Chapter Bylaws.
7. Print the proposed wording as it is to be considered. All text to be deleted shall be shown by means of strikethrough, e.g., ~~must be 5'6" tall~~. Added text should be shown underlined, e.g., motorcycle make isn't relevant.
8. Print a clear and simple reason/justification as to why the proposal is needed and should be considered by the national membership for adoption. Use additional sheet(s) if necessary to fully explain.
9. The Chapter Bylaws Committee, if applicable, will communicate with the point-of-contact if clarification is necessary on the change or intent of the change. They may choose to consolidate different proposals, postpone or reject a proposal but they must record their action and in a report to the CEB and the membership at the following chapter meeting, indicate how many proposals were considered, consolidated, postponed and/or rejected. If a proposal is rejected or returned to the proponent, an explanation of committee action will accompany the response. If a chapter does not have a bylaws committee, other process for the administration of bylaw change proposals may occur.



COMBAT VETERANS MOTORCYCLE ASSOCIATION®
PA 22-4 BYLAW CHANGE PROPOSAL



Submitter (Name of Full Member):	Member Number (i.e. FM-1234):
Email Address:	Contact Telephone #
Indicate Article, Section and Subsection(s):	
Article _____ Section _____ Subsection(s) _____	
<input type="checkbox"/> Changes shown here. <input type="checkbox"/> See attached. (Select One)	
<input type="checkbox"/> Justification for change shown here. <input type="checkbox"/> See attached. (Select One)	
ByLaws Committee Chair Endorsement:	Chapter Commander Endorsement:
Print Name _____	Print Name _____
Signature _____	Signature _____
Date _____	Date _____
State Rep. Endorsement:	
Print Name _____	
Date _____	
Signature _____	
BYLAWS COMMITTEE ACTION: FORWARD _____ TABLE _____ RETURN _____ DATE OF ACTION: _____	
MEMBERSHIP ACTION: APPROVE: _____ DISAPPROVE: _____ DATE OF ACTION: _____	

APPENDIX B CONFLICT OF INTEREST

Purpose

The purpose of the conflict-of-interest policy is to protect this tax-exempt corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the corporation 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.

Definitions

1. Interested Person

Any member or officer, who has 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:

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- A compensation arrangement with the corporation or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation 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. 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.

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 CVMA 22-4, its members, and officers 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 relevant meeting while the determination of a conflict of interest is discussed and voted upon. The remaining CVMA 22-4, its Members, and Officers 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 CVMA 22-4 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) CVMA 22-4, its Members, and Officers shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, CVMA 22-4 shall determine whether the corporation 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, CVMA 22-4 shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the corporation'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 CVMA 22-4, its members, and officers 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, CVMA 22-4, its members and officers determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records of Proceedings

The minutes of CVMA 22-4, its members, and officers 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 CVMA 22-4, its members, and officers' 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.

6. Compensation

(a) A voting member of the governing board who receives compensation, directly or indirectly, from the corporation 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 corporation for services is precluded from voting on matters pertaining to that member's compensation.

(c) No voting member of CVMA 22-4, its members and officers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. Annual Statements (See Appendix C)

Each CVMA 22-4 Officer shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation 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.

8. Periodic Reviews

To ensure the corporation 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 corporation'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.

9. Use of Outside Experts

When conducting the periodic reviews as provided for in Periodic Review (above), the corporation 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.

