

Combat Veterans Motorcycle Association

North Carolina Chapter 15-5 BYLAWS

Preamble

The Combat Veterans Motorcycle Association, North Carolina Chapter 15-5, Inc. publishes and declares the following to be the Bylaws governing said Chapter. We are not a motorcycle club nor do we have “colors”. We do not claim any geographic area as our own. We ride with peaceful intentions and for the joy of riding. We wear veteran related insignia only. Our primary nonprofit function is to help other veterans by organizing fundraising activities, donating to veteran related organizations, and donating to individual veterans in need.

Article 1 NAME and EMBLEM

Section 1.1 Name

The name of this Association is “Combat Veterans Motorcycle Association North Carolina Chapter 15-5, Inc. hereinafter referred to as “CVMA 15-5”, “Corporation”, “Chapter” or “Association”.

Section 1.2 Emblem and Logo

We wear an emblem and logo authorized by the Bylaws of the National Combat Veterans Association. We do not wear “Colors”. The description and the meaning of our emblem/logo is found in the National Bylaws of the Combat Veterans Motorcycle Association. They are available for viewing on the National’s web site. A copy of those Bylaws is appended to this set of Bylaws for the purpose of reference only and they may be changed periodically by actions of the National Board of Directors. At such time as the National Bylaws are so changed the Chapter Secretary/Adjutant need only substitute the amended National Bylaws to this document.

Section 1.3 Principal Office

The principal office of CVMA 15-5 shall be located at an address designated by the board of Directors of the Association and shall be found in addendum to this document. A change of address need only be made on said addendum and signed by the Secretary/Adjutant. All Chapter members shall be notified by email of the change of address. The Secretary/Adjutant is further required to notify the North Carolina Secretary/Adjutant of State’s office and the Federal Internal Revenue Service of the new address as well as the CVMA National Secretary/Adjutant.

Section 1.4 Other Offices

CVMA 15-5 may have offices at such other places, within or without the state, for the operation of business.

Article 2 NON-PROFIT PURPOSES

CVMA 15-5 is organized exclusively for charitable, religious, educational and/or scientific purposes as specified in Section 501(c) of the Internal Revenue Code and more specifically under subsection (3). It is our purpose to make distributions of our funds to organizations that qualify as tax exempt under Section 501 (c) of the Internal Revenue Code or to other not-for-profit organizations whose primary purposes are to assist Veterans of the Armed Forces of the United States (AFUS) and their families and to individual Veterans that are in need.

Section 2.1 Veteran Awareness

We wish to raise awareness of the challenges that face some of our Brethren, and their families, upon the Veteran’s returning home from combat theaters including: an awareness of Post-Traumatic Stress Disorder, homelessness, unemployment, Traumatic Brain Injury, and other invisible factors that can affect a Veteran’s return to the civilian world. We wish to accomplish our goals by operating various charitable activities associated with motorcycle riding and veteran related activities including: benefit rides, poker runs, and barbeque picnics. Also patriotic functions such as parades and visits to Veteran’s homes and facilities. We wish to promote a sense of camaraderie not only with CVMA 15-5 but also with our sister Chapters in North Carolina and throughout the Nation. We

want to carry this camaraderie over to other veteran organizations and assist where possible in helping them meet their goals of helping Veterans.

Article 3 MEMBERSHIP

Section 3.1 Classes

There are three classes in CVMA:

Full Member: A Veteran of any branch of the AFUS who has served a tour of duty in a Department of Defense designated combat theater.

Support Member: A Veteran of any branch of the AFUS who has served on active duty but has not been deployed to a Department of Defense designated combat theater.

Auxiliary Member: The spouse, widow or widower of a Full Member of CVMA.

Section 3.2 Non Discrimination

Just as we served with people of all walks of life while we were in the military, our ranks are open to ALL Veterans who meet the qualifications for membership as set forth for each class in the National Bylaws. The requirements and documentation needed to satisfy Membership in the CVMA are to be found in the National Bylaws on the CVMA as they may periodically change and otherwise be modified.

Section 3.4 Attendance

Each member should strive to attend Chapter sponsored/supported events. This is also true of events sponsored by other Chapters of CVMA in the state of North Carolina and elsewhere. All members should strive to attend bi-monthly meetings. A minimum of four bi-monthly and special meetings per year together with one CVMA sponsored event are required to remain on active status with the Chapter. These requirements are waived for active duty members.

Section 3.5 Conduct

All members are required to conduct themselves in a manner that will not bring shame or embarrassment to that member or any other member he/she may be associating with, nor to CVMA 15-5 in general or to the national organization or the Veteran community at large.

It is most important that any member either solo or in consortium with other members adhere strictly to Protocol 101 (attached as an addendum) when dealing with members of Motorcycle Clubs (MC). Failure to do so can bring repercussions against the member(s), CVMA 15-5 and the national organization.

ALL MEMBERS should read and understand Protocol 101 in order to ensure that we all ride safely.

Section 3.6 Code of Conduct

This Chapter has adopted a Code of Conduct. All members should become familiar with it as it attempts to set out some of the negative behavior that is deemed inappropriate for a Veteran organization, and its membership. Our intent is to operate benefit events that involve people of the general public donating money and goods to be passed on, by us, to Veteran associated organizations. We ride motorcycles and many in the general public find the motorcycle image to be rough, rowdy, and untrustworthy. We must hold ourselves to a very high standard in order to offset the public perception. The Code of Conduct is therefore necessary in order to outline conduct that is unacceptable and to establish consequences for their commission.

The Code of Conduct will not be published in these Bylaws but will be available to the general membership as a CONFIDENTIAL document. Changes to the Code need the action of the Executive Board and the vote of the general membership as more fully set forth in the Code itself. Sanctions imposed against a member are Confidential and will be kept "in house".

Section 3.7 Voting Rights

Each Full Member in good standing has a right to cast one vote at any meeting of the Chapter on any issue brought properly before the Chapter in regard to Chapter business or election of officers. Each Full Member has the right to cast one vote on issues properly presented to the National Board of Directors at each annual meeting. The member must be present in order to cast their vote. There is no proxy voting.

Each Support Member in good standing with one complete year of membership has the right to vote on some Chapter issues but not for the election of officers or the appointment of officers or on Bylaws.

Auxiliary Members in good standing may vote on some Chapter issues if the majority of a quorum of Full Members present at a given meeting deem it appropriate to the issue. They may not vote for elected or Appointed Officers or on the Bylaws.

Members who are "Suspended" or on "Restriction" may not vote until the sanction is lifted.

Section 3.8 Member Resignation/Termination

Any member may resign by filing a written request with the Secretary/Adjutant. Resignation shall not relieve a member of the obligation of unpaid dues and other charges previously accrued. The resigning member is required to relinquish all CVMA property including the back patch(s) prior to the next meeting. A member who fails to properly resign or who is terminated forfeits all CVMA items. The Sergeant-at-Arms will be tasked with collecting the items and turning them into the Commander.

Section 3.9 Member Transfer

Any member of another CVMA chapter may transfer into CVMA 15-5 provided he/she carries with them a good reputation for camaraderie, honesty, and integrity. If they are not so equipped they may be placed on or rolls as a restricted member for such period of time that the Executive Board deems reasonable for the Chapter Members to become comfortable with the transferring member.

A former member of CVMA 15-5 may transfer back into or otherwise rejoin under the same circumstances.

Section 3.10 Discharge Requirements

Only Veterans possessing Honorable and General Discharges shall be members of Chapter 15-5.

Section 3.11 Chapter Member Biography

Each person requesting membership in the Chapter will be asked to fill out a Chapter Membership Biography (contained as an addendum to these Bylaws). This biography contains information of a more personal nature than the National application provides and will be used to form a Membership Directory on the Chapter's web page. It will help both new and old members to get to know each other that much better and more quickly. The biography will only be accessible to Chapter Members via password protection on the web site.

Article 4 MEETINGS and QUORUM

Section 4.1 Meeting Schedule

Regular meetings of the members shall be held bi-monthly at a time and place designated by the Commander or determined by the officers. These meetings will be designated as Chapter Business, Chapter Event or Sanctioned Event.

Section 4.2 Annual Meeting

An annual meeting of the members shall take place with the specific date, time and place to be determined by the Commander. However the date must be one full week before the State of North Carolina CVMA State Meeting. At the annual the members shall elect officers, Receive records on the activities of Chapter and determine the direction the Chapter will take in the next year.

Section 4.3 Special meeting

Special meetings may be called by the Commander, a simple majority of the elected officers, or by a petition signed by 10% of the voting members.

Section 4.4 Notice of Meeting

Notice of each regular meeting shall be attempted to be given to each member by telephone or electronic mail (email) not less than two weeks prior to the meeting.

Notice of a special meeting shall be attempted to be given to each member by telephone or electronic mail (email) not less than one week prior to the meeting. The subject of the special meeting shall be noted in the notice.

Section 4.5 Quorum for Regular Meeting

Twenty percent (20%) of the Full Members of the Chapter must be present at a noticed and announced meeting in order to constitute a quorum. The Chapter cannot do business without a quorum being present.

Section 4.6 Robert's Rules of Order

In conducting a meeting the presiding officer may consult Robert's Rules of Order to best determine the correct way of dealing with motions, seconds, and voting along with the protocol for overseeing discussion on any item set before the general membership. The presiding officer will only use Robert's Rules of Order only as a guideline for conducting business. The presiding officer shall not lose sight of the fact that the meeting has been called to undertake business of the Chapter and not turned into a parliamentary discussion of the finer points of the rules.

Section 4.7 Majority Vote

Any and all business brought before the Chapter shall be decided on by a simple majority of those at the meeting in which the vote takes place.

To ratify a new set of Bylaws or to modify the existing Bylaw procedures set forth in Article 15 must be followed.

Section 4.8 Member's Right to Vote

Each Full Member will have one vote on each issue presented for consideration. The member must be personally present in order to cast a vote. There is no proxy voting.

Support and Auxiliary members follow the same procedures as Full Members on issues that they are allowed to vote on.

Chapter Officers are elected by paper ballot. All personnel issues are done by paper ballot. Bylaw article revisions are done by paper ballot. The Chapter Commander shall have the final say on other issues that will be voted on by paper ballot. All paper ballots will be collected by the Sergeant-at-Arms for counting by the Secretary/Adjutant and Executive Officer.

All open voting will be by a "show of hands" rather than a voice vote to ensure that a definite plurality exists.

Any officer or member may call for a recount if the "hand" vote count is within three votes.

Section 4.9 "Open" vs "Closed" Meetings

Under most circumstances the general business meetings of the Chapter shall be "open" meetings. All three classes of members are permitted to attend. With the Commander's permission outside guests and potential new members are also permitted.

Where confidential business is to be discussed, where Bylaws are being discussed and voted upon, during Chapter elections, when personnel issues are being discussed, or when directives passed down from the State representative or the National Board of Directors are being discussed or voted upon the meetings shall be closed. Only those members with a right to vote on the issues or have a need-to-know have a right to be in attendance. The Chapter Commander shall have the final say on whether is "open" or "closed".

Article 5 INITIATION FEES AND DUES

Section 5.1 Members Dues

The dues for membership in CVMA are established by the National Board of Directors and are found in the National Bylaws Addendum. In accordance with the National Bylaws all dues paid to National go directly to the National organization.

Section 5.2 Chapter Dues

Chapter membership dues shall be prescribed by the Chapter Board of Directors and approved by the general membership. They shall not exceed the amount authorized by the National Bylaws.

NC Chapter 15-5 will collect annual dues of \$10 from Full/Life Chapter Members, \$5 from Support and Auxiliary Members, which will be retained by the Chapter for their discretion. Dues for all members are payable to the Treasurer by June 30th of each year. Checks should be made payable to CVMA 15-5, and mailed or given directly to the Treasurer. Failure to pay dues by the due date will result in an entry being made in the member's 201 file "Member is not in good standing for failure to pay chapter dues". Until the dues are paid, the member will not have chapter voting privileges. Member will not lose voting rights on national issues/Bylaw proposals or State/Regional/National officers as long as National dues are current.

Section 5.3 Dues Deadline

The deadline for paying National dues is June 30th of each calendar year.

The deadline for paying Chapter Dues will be June 30th of each calendar year. Failure to pay dues by the deadlines set out above can result in termination of membership.

Article 6 DIRECTORS

Section 6.1 Directors Designated

The Board of Directors hereinafter referred to as "Directors" are the Elected Officers holding the positions of: Commander, Executive Officer, Secretary/Adjutant, Treasurer or Sergeant-at-Arms. The Chapter Directors are responsible for the execution of the authorized policies voted on by majority by the members. Chapter Directors are responsible for reporting misconduct or bad conduct as well as the action to the North Carolina State Representative and/or the Regional Representative and/or the National Board of Directors for their review as per the Code of Conduct and National Bylaws.

Article 7 CHAPTER OFFICERS

Section 7.1 Chapter Officers

The elected officers of the Chapter shall be: Commander, Executive Officer, Secretary/Adjutant, Treasurer and Sergeant-at-Arms.

The appointed Officers of the Chapter shall be: Safety Officer, Public Relations Officer, Road Captain, Strategy and Plans Officer, Chaplain and Quartermaster. The Chapter elected officers may designate additional appointed positions with a simple majority vote of the BOD.

The Auxiliary Members may elect a president to act as the leader and co-coordinator of the Auxiliary's activities and to act as a liaison between its members and the Chapter Commander. The Auxiliary President, with the approval of the Chapter Commander, shall appoint such people as are necessary to carry out the Auxiliary's activities.

Section 7.2 Officer Qualifications

Elected Officers of the Chapter shall be qualified for full membership and be free of any restriction that may be in effect within the State of North Carolina during their term in office. They must be free of any sanctions imposed under the Code of Conduct.

- A) All Full Members of the Chapter in good standing with six months or more of Chapter Membership shall be eligible to hold elected office in CVMA 15-5.
- B) Full, Support, and Auxiliary Members in good standing shall be eligible for any appointed office in CVMA 15-5; Full Members with six months Chapter Membership; Support and Auxiliary Members with twelve months chapter membership.

Section 7.3 Indemnification of Officers/Directors

In the event that legal action, an audit or any other claim is brought against the Chapter or its Officers/Directors for any reason, the Chapter shall hold harmless and indemnify the Officers/Directors for professional fees or tangential expenses incurred in the defense of such action, claim or audit and any fines or damages that may result from such action, claim or audit. Said fines, expenses or damages are to be reimbursed from funds of the Chapter and not from individual members.

Article 8 ELECTIONS

Section 8.1 Nominations

The nominees for any office must be an active and paid up member in good standing for at least six months service with the Chapter prior to the election meeting. Nominations to fill open offices shall be made and seconded by either oral presentation at a meeting held no more than two months before the Chapter's Annual Meeting or by email forwarded to all Chapter members no less than fourteen days before the Annual Meeting. The nominee shall, within one week of being nominated, accept or negate his/her nomination.

Section 8.2 Office Restrictions

No Officer shall hold more than one elected office at a time but may hold one elective and one or more appointed offices. Officers elected or appointed at the Chapter level are not eligible to hold office at the State level Concurrently with their Chapter position.

Section 8.3 Officers to Remain Active

All Officers whether elected or appointed, must remain active members in the Chapter and in good standing and without pending sanctions for the duration of the term while in office.

Section 8.4 Term of Office

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

Section 8.5 Resignation/Disqualification

Should an elected Officer resign or be sanctioned by Executive Board, the Commander will appoint a replacement to fill the position until a Special Election can be convened. Such meeting shall be convened within two months of the vacancy becoming open.

Should an elected officer be deployed or assigned TDY for a period of 6 months or more, they must resign their position. The member remains in (Good Standing). The Executive Board will appoint a replacement to fill the position until a Special Election meeting can be convened. Such meeting shall be convened within two months of the vacancy becoming open. The deployed member's 201 file will be noted as "Ended term as Chapter (office)-Deployment"

Should an Appointed Officer resign or be sanctioned by the Executive Board, The Chapter Commander shall appoint a new Officer to the vacated position to fill out the term.

Article 9 DUTIES of OFFICERS

Section 9.1 Chapter Commander

The Chapter Commander is the Chief Executive Officer of the Corporation. All matters concerning relations between the Chapter and any outside person or organization should be routed to the Commander for appropriate action. The Commander will preside over all meetings of the Chapter; act as an ex-officio member of all committees; issues the call for regular and special meetings; schedule the annual election and ensure they are held in accordance with these Bylaws and carry out the directives of the Chapter Executive Board, the State Representative and the National Board of Directors. The Executive Officer, Secretary/Adjutant, Treasurer and Sergeant-at-Arms are accountable to the Commander.

Section 9.2 Executive Officer

The Executive Officer shall coordinate all committees and supervise plans for all Chapter events. The Executive Officer shall act as an intermediary between the Commander and the members. Additionally the Executive Officer is second-in-command to the Commander in his/her absence.

Section 9.3 Secretary/Adjutant/Adjutant

The Secretary/Adjutant/Adjutant is the Chapter's record keeper. He/She is responsible for taking, keeping and publishing the correct minutes of all meetings including the General Membership and Executive Board Meetings. He/She shall compose and file all reports to government agencies that the Chapter deals with. He/She shall keep all membership lists, member directory, copies of all correspondence between the Chapter and outside persons or entities, committee and delegation appointments, Rules of Order and Bylaws.

Section 9.4 Treasurer

The Treasurer shall keep correct financial books and records of the Chapter, and will maintain an accounting of all the funds of the Chapter. He/She may disperse fund to pay expenses as prescribed in the Bylaws. The Treasurer Chapter dues and other form of income due the Chapter, maintain the accounting books, make payments from Chapter funds when so ordered by the Commander, sign all Chapter checks and ensure those so required are countersigned by the Commander. He/She will also make regular reports of the Chapter's financial status to the Officers, the general membership, National and State as may be required by law or for tax exempt status. The Treasurer working in conjunction with the Secretary/Adjutant, will also prepare any documents needed for submission to any Federal or State government entity.

Section 9.5 Sergeant-at-Arms

The Sergeant-at-Arms is responsible for enforcing Bylaws and standing rules of the Chapter and insuring that orders of the Officers are carried out in an expeditious manner. He/She is responsible for policing and keeping order at all Chapter events. The Sergeant-at-Arms is responsible for the safety and security of the Chapter. The Sergeant-at-Arms will maintain order during meetings and check member's identification cards when necessary before each meeting and perform other duties as may be prescribed by the Commander. With the permission of the Commander or senior Officer present the Sergeant-at-Arms may appoint such temporary deputies as may be needed to carry out his/her functions. The Sergeant-at-Arms shall enforce any sanctions against a member as ordered by the Executive Board. The Sergeant-at-Arms may impose reasonable fines for breaches of the peace and uncouth behavior at Chapter Meetings and events. He/She shall undertake any other duties as may be prescribed by the Commander.

Section 9.6 Road Captain

The Road Captain is appointed by the Directors. The Road Captain is responsible for organizing all Chapter runs. He/She shall research, plan and organize all such runs. During actual time on the road and at intermediate stops during a run he/she shall act as ranking officer, deferring only to the Commander or Executive Officer. The Commander may appoint an alternate Road Captain to fill in for the absence of the actual Road Captain.

Section 9.7 Strategy and Plans Officer

The Strategy and Plans Officer (SPO) is appointed by the Directors of the Chapter. The SPO will be responsible for developing the long range plans and objectives that support the overall theme and purpose of the Chapter's mission. He/She will identify and coordinate supporting requirements for future events and coordinate the "handoff" to the Public Relations Officer as events become "next in line". The SPO reports directly to the Commander and elected officers of the Chapter.

Section 9.8 Public Relations Officer

The public Relations Officer (PRO) is appointed by the directors. The PRO will maintain files and have them ready at each meeting and all Chapter functions. He/She will be in charge of all of the Chapter publicity in conjunction with Chapter events as approved by the Commander. Other duties will include Historian, maintaining Chapter event files, the taking of and preservation of photographs, submission of newspaper articles, TV and radio announcements and maintaining the Chapters web site. The PRO will coordinate all external information releases through the Chapter officers prior to release. The PRO's focus is to increase awareness of the Chapter's purpose and its fundraising events as well as to garner support from the community. The PRO reports directly to the Commander and elected officers of the Chapter.

Section 9.9 Safety Officer

The Safety Officer (SO) is appointed by the Directors. The SO will maintain the most current information on motorcycle safety and laws. He/She will periodically monitor the Chapters riders and their motorcycles for any safety hazards. The SO will identify any safety concerns to the Commander. The SO will periodically schedule and run refresher training for all Chapter members. The SO

should be able to offer advice to riders on rules for safe travel in various formations and hand signals appropriate for group riding. The SO reports directly to the commander.

Section 9.10 Quartermaster

The Quartermaster (QM) is appointed by the Directors. The QM acquires CVMA logo merchandise and other appropriate merchandise or awards and plaques from vendors and the National Quartermaster for distribution and sale to Chapter Members. In the performance of these duties the QM shall keep a complete books and records of account and shall provide financial status to the Chapter Officers and particularly the Chapter Treasurer and to the general membership at bi-monthly meeting.

Section 9.11 Chaplain

The Chaplain is appointed by the Chapter Directors. The Chaplain is responsible to the Chapter Commander for maintaining the awareness of welfare within the chapter. The Chaplain is a moral compass for the chapter and a respected confidant.

Section 9.12 Misfeasance/Malfeasance of Office

Negligent or willful failure of any of the above listed officers to perform the duties specified for their position may result in removal of said officer from that position. The Executive Board shall have oversight over the specified Officers and may take action that they deem necessary and appropriate in order to ensure the proper function of that office. Malfeasance of Office may be met with sanctions. Malfeasance of Office is subject to removal.

Article 10 DELEGATIONS and COMMITTEES

Section 10.1 Appointment of Delegations and Committees

The Chapter Commander shall appoint such delegates to represent the chapter at any convention, meeting, rally or other assembly that may be deemed necessary. All delegates are authorized to exercise only those specific duties vested in them by the Chapter Officers.

The Chapter Commander shall appoint such working committees as are necessary in order to carry out the Chapter's business and in order to best enable the Chapter to pursue its purpose of helping other Veterans.

Article 11 DETACHMENTS

Section 11.1 Detachments Subject to Chapter Authority

Any detachments that are authorized by CVMA 15-5 are sponsored by and are accountable to the Chapter and are subject to these bylaws and the Code of Conduct appended hereto. Any such detachment must meet all of the requirements prescribed by the National Bylaws. Detachments may elect their own Officers. The Detachment Officers are subordinate to the Chapter Officers.

Article 12 EXECUTION of DOCUMENTS by OFFICERS

Section 12.1 Execution of Documents are Binding

The execution by a Chapter Officer of any instrument, certificate of the deposit, disbursement of funds, checks or contracts or any other instrument may be deemed by third parties to be legally binding on the Chapter. Any Officer of the Chapter or any member of the Chapter who executes such an instrument without the authority vested in him or her by these Bylaws shall be deemed in violation of this section and such action shall be construed as Malfeasance or Malfeasance of Office as the case might be and shall be grounds for sanctions or dismissal of the Officer or member in question.

Section 12.2 Authority for Powers of Attorney

The Executive Board is hereby authorized to draft and execute such Special Power of Attorney as may from time to time become necessary in order to appoint such Attorney-in-Fact or other agent to carry-on the business of the Chapter. The Executive Board shall grant only those specific powers as are necessary to fulfill the business needs that are desired.

Section 12.3 Authorized Signatory

Except as otherwise specifically determines by resolution of Officers, or as otherwise required by law, checks, drafts, promissory note, orders for payment of money and other evidence of indebtedness shall be signed by the treasurer and countersigned by the Commander of the Chapter.

Section 12.4 Deposit of Funds

All funds and monies of the Chapter shall be deposited from time to time to the credit of North Carolina 15-5 Inc. into such banks, trust companies and/or other depositories as the Board of Directors may designate.

Section 12.5 Officers May Accept Donations

The Chapter Officers may accept donations on behalf of the Chapter any contribution, donation, gift, bequest or devise to be applied toward the non-profit purpose of the Chapter.

Section 12.6 Commander/Executive Officer May Expend Funds

The Commander and Executive Officer are hereby individually authorized to obligate the sum of no more than Two hundred fifty (\$250) for any lawful reason in order to assist the Chapter in pursuing its aims. The sum of \$250 may not be exceeded until funds are posted, reconciled by the Treasurer and approved by the general membership at the next posted meeting.

Section 12.7 Disbursement of Chapter Income

It is the Chapter's intent that as much of its income as possible be disbursed in perpetuating its goal of "Vets Helping Vets".

To this end, no Chapter Member shall receive a salary or wages or any other remuneration for services rendered to the Chapter. All services are rendered on a volunteer basis.

However, expenses incurred by or on behalf of the Chapter in furtherance of the Chapter's goals may be reimbursed on a "dollar-for-dollar basis. Such reimbursable expenses shall be witnessed by a receipt for said expenses. The receipt should be dated and itemize the expense incurred, by whom, and for what activity that furthered the Chapter's business and presented to the Treasurer.

Section 12.8 Commander and Executive Officer Expenses

The Chapter may likewise reimburse the Chapter Commander and the Executive Officer for lodging expenses necessitated by their performing Chapter business where an overnight stay is justified (ie; attendance at "top two" meetings in remote corners of the State). Likewise, a travel stipend of twenty-five cents per mile may be issued for required travel to and from the place of doing Chapter business.

Section 12.9 Disbursement of Chapter Grants

The Chapter shall require any entity that is requesting a grant from the Chapter to file an application (copy as an addendum to the Bylaws) Containing disclosure information of such a nature as to assure the Chapter that the funds granted are going to an entity that indeed helps Veterans or is an individual veteran in need. The distribution can not financially benefit any member, or relative of a member, of the Chapter.

The Chapter Officers shall assign a disinterested member to review the application and report back to the Chapter membership on the veracity of the information contained on the application.

Article 13 INTERNAL REVENUE CODE SECT. 501 (c)(3)

Section 13.1 IRC 501 (c)(3) Required Language

It is the intention of CVMA 15-5 to operate as a 501 (c)(3) tax exempt corporation. As such no substantial part of the activities of the Corporation shall be for propaganda or for otherwise attempting to influence legislation and the Corporation shall not participate in or intervene in any political campaign on or on behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of the Bylaws the Corporation shall not carry on any activities not permitted to be carried on by:

- A) A corporation exempt from federal income tax under sect.501 (c)(3) of the IRC
- B) A corporation, contributions to which are deductible under sect 170 (c)(2) of the IRC

Section 13.2 Required

No part of the earnings of CVMA 15-5 shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or other private person except that the corporation shall be authorized and empowered to pay such reasonable compensation for services rendered, to reimburse for expenses incurred, and to make payments and distributions in the furtherance of the purpose of this Corporation. It is anticipated that the Officers and members will receive no compensation for services rendered and that all monies received will be applied to the nonprofit purposes of the Corporation after expenses

Section 13.3 Required

Upon the dissolution of the Corporation all its assets remaining after payment or provision for payment of all debts and liabilities of this Corporation shall be distributed for one or more tax exempt purposes within the meaning section 501 (c) of the IRC or shall be distributed to the federal or state or local government for public purpose. This distribution shall be made in accordance with all applicable provisions of the laws of the State of North Carolina.

Section 13.4 Required

In any tax year in which the Corporation may become a private foundation as described in section 509 (a) of the IRC the corporation:

- (1) Shall distribute is income for said period and at such time and manner as to not subject the Corporation to any tax liability under section 4942 of the IRC.
- (2) Shall not engage in any act of self-dealing as defined in section 4941 (d) of the IRC.
- (3) Shall not retain any excess business holdings as defined in section 4943 (c) of the IRC.
- (4) Shall not make any investment in such manner as to subject the Corporation to tax under section 4944 of the IRC.
- (5) Shall not make any taxable expenditures as defined in section 4945 of the IRC.

Article 14 CONFLICTS of INTEREST

Section 14.1 Purpose

The purpose of the conflict of interest policy is to protect the Corporation's tax exempt interests when it is contemplating entering into a transaction or arrangement that might be of benefit to the private interest of an Office or Director of the Corporation or, might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any viable state or federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 14.2 Person of Interest Defined

For the purpose of this policy and interested person is defined as any Officer with direct or indirect financial interest as defined below.

A person has a financial interest if the person has, directly or indirectly, from business, investment or family:

- (1) Any ownership or investment interest in any entity with which the Corporation intends to enter into a transaction or compensation arrangement.
- (2) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or compensation arrangement.
- (3) A potential ownership or investment arrangement with any entity or individual with which the Corporation is negotiating a transaction or arrangement. Compensation includes direct or indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under the "Self-dealing" language set forth in Section 13.3 above 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. In the case of this corporation, that governing board is the Executive board.

Section 14.3 Disclosure and Investigation

- A) In connection with any actual or possible conflict of interest and interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Executive Board.
- B) After disclosure of the financial interest and all the material facts and after any discussion with interested person he or she shall leave the Executive Boards meeting while the determination of a conflict of interest is discussed and voted upon the remaining members. The Board members shall decide if a conflict of interest exists.
- C) The procedure for addressing a conflict of interest is as follows;
 - 1) An interested person may make a presentation at the Executive Board meeting but after the presentation he or she shall leave the meeting during the discussion and vote on the transaction or arrangement involving the possible conflict of interest.
 - 2) The Chairperson of the Executive Board shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 - 3) After exercising due diligence the Executive Board shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction 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 possible under circumstances not producing a conflict of interest the Executive Board shall determine by majority vote of those uninterested directors 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 render its decision as to whether or not to enter into the transaction or arrangement.

Section 14.4 Failure to Disclose—Consequences

- A) If the executive Board has a reasonable cause to believe a Board Member failed to disclose actual or possible conflicts of interest it should inform the Board Member on the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- B) If, after hearing the Board member's response and making further investigation as may be warranted by the circumstances, the Executive Board determines that the member has failed to disclose an actual possible conflict of interest it shall take the appropriate disciplinary action.

Section 14.5 Recording of Minutes of the Board

The minutes of all meetings with Executive 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 the possible or actual conflict of interest, the nature of the financial interest and any action to determine whether a conflict of interest was present and the Executive Board'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 agreement, the content of the discussion, including any alternatives to the proposed transaction or agreement, and a record of any votes taken in connection with the proceeding.

For accuracy the proceedings before the Executive Board may be Video Taped and kept as part of the record of the proceedings.

Section 14.6 Interested Board Members Precluded from Voting

- A) Any voting member of the Executive 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) Any voting member of any committee whose jurisdiction includes compensation 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 the Executive Board's whose jurisdiction includes compensation and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

Section 14.7 Annual Statement of Officers and Board Members

Each Director, Officer and member of any committee with Executive Board designated powers shall annually sign a statement which affirms such person has:

- A) Received a copy of the conflicts of interest policy.
- B) Read and understand the policy.
- C) Agreed to comply with the policy.
- D) Understood 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 purpose.
- E) Received no compensation for services rendered to the Corporation during the fiscal year.

Section 14.9 Periodic Review

To insure 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 will be done. The periodic review shall at a minimum, include the following subjects:

- A) Whether compensation arrangements and benefits are reasonable based on competent survey information and 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 the charitable purposes and do not result in inurement and, impermissible private benefit or in an excess benefit transaction.

When conducting the periodic review as provided for in section 14.8, The Corporation may, but need not, use outside advisors but use the use of outside advisors shall not relieve the Executive Committee of its responsibility for insuring the periodic reviews are conducted. Such expert advisors may be bookkeepers, or certified public accountant or attorneys or any other person deemed appropriate by the Executive Board.

Article 15 AMENDMENTS to BYLAWS

Section 15.1 Procedures to Amend Bylaws

- A) These Bylaws may be altered or amended or repealed and new Bylaws adopted at any meeting, regularly scheduled or special meeting of the Corporation. However, Notice of a proposed Bylaw Change must be given one month prior to the meeting at which it is to be voted on. The notice shall contain the existing language of the Bylaw(s) and the proposed language of the new Bylaw(s).
- B) For the purpose of simple clarification of a section of the Bylaws that caused by an obvious typographical or grammatical mistake the Executive Committee, with a simple Majority vote, may revise the offending language. Such revision shall be explained to the general membership at the next meeting.

Section 15.2 Voting Requirements

At any meeting of the Chapter called to change, modify, adopt, amend or repeal a Bylaw, a quorum of thirty-three percent of the Full Members eligible to vote must be present. And any vote on a Bylaw issue must carry by a two-thirds majority of the members voting.

Section 15.3 Immediate Effect

Any amendments to these Bylaws that have been properly voted on, forwarded, and approved take effect immediately upon notification of approval by the NBOD.

Section 15.4 Conflict with National Bylaws

If any of the Bylaws herein contained conflict with the National Bylaws of the Combat Veterans Association, then the National Bylaws should take precedence and the Chapter's Bylaws shall be modified in order to come into conformity with the National Bylaws. Prior to modification the offending Bylaw shall be held in abeyance.

Section 15.5 Conflict with IRC 501 (c) Regulations

If any of the Bylaws herein conflict with any Federal and/or State of North Carolina Domestic Nonprofit Veterans 501 (c) (3) provisions and/or statute, the conflicting Article and/or sections shall be revised by the Chapter Executive Board in order to remove the conflict and the revision shall take effect immediately. Pending revision the offending Article or Section will be held in abeyance. The general membership will be informed of the action taken and the reason for it.

Section 15.6 Bylaws May not Jeopardize 501 (c) Status

These Bylaws may not be amended in any way that would jeopardize the IRC 501 (c)(3) tax exempt status of the Chapter.

Article 16 CONSTRUCTION and TERMS

Section 16.1 Articles of Incorporation Supersede Bylaws

If upon review it is found that a conflict exists between the provisions of these Bylaws and the articles of incorporation of the corporation, the provisions of the Articles of Incorporation shall hold sway. The Bylaws shall be amended in order to remove the conflict.

Section 16.2 Unenforceability of Bylaws—Severance

If any of the provisions of these Bylaws are held to be unenforceable or invalid for any reason the remaining provisions and portions of these Bylaws shall remain in full force and effect.

Section 16.3 References to Articles of Incorporation

All references in these Bylaws to the Articles of Corporation shall be to the Article of Incorporation or any other founding document filed with any office of the State of North Carolina and used to establish the legal existence of Combat Veterans Motorcycle North Carolina Chapter 15-5, Inc.

Section 16.4 Legal

- A) All references in these Bylaws to a section or sections of the Internal Revenue Code shall be such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.
- B) CVMA North Carolina 15-5, Inc. intends to apply for an individual exemption as a 501 (c) (3) tax-exempt Corporation. Charitable contributions will then be tax deductible.
- C) All of the contents of these pages are protected. Use of these Bylaws other than by CVMA North Carolina 15-5 Inc. is prohibited and all rights are reserved. Contact CVMA 15-5 for permission to copy or duplicate these Bylaws.

CVMA 15-5 Bylaws Rev 2--2/22/2021

The undersigned certifies that he/she is the Secretary/Adjutant of North Carolina Combat Veterans Motorcycle Association 15-5, a nonprofit/non-stock corporation, and that as such officer he/she is authorized to execute this certificate on behalf of said Corporation, and I further certify that the foregoing Bylaws consisting of sixteen Articles and fourteen pages including this page together with addendum, constitute the full and complete Bylaws of the Corporation as of the date below inscribed. Further that changes were duly Adopted by the Executive Committee of the Corporation after having been voted on by a two-thirds majority of the members present at a regular meeting held on 2/22/2021 at which a quorum thirty-three percent (33%) of the Full Members authorized to vote were present.

 February 22, 2021
Sam Bayles Secretary/Adjutant

North Carolina Combat Veterans Motorcycle Association Chapter 15-5