



# Bylaws

Combat Veterans Motorcycle Association® of Nevada, Incorporated  
Chapter 41-1  
7436 Darling Rd, Las Vegas, NV 89131

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## Bylaws

### Combat Veterans Motorcycle Association® of Nevada, Inc. Chapter 41-1

#### **PREFACE:**

The governing document for this organization shall be the current edition of the National Bylaws of the Combat Veterans Motorcycle Association®. Should a conflict exist between this document and the National By-Laws, the National By-Laws shall be reviewed to determine if the conflict is one of interpretation or intent. This Chapter is a legal entity and shall conduct business in accordance with the spirit of the National Bylaws where possible.

Only *Chapter-specific* items are included in this document to avoid essentially duplicating the National document. The National Bylaws are heavily referenced below; a copy thereof should be at hand while reviewing these Bylaws. Additionally, reference should be made to the Policy Letters found in the Repository of the National website for updates and clarifications. (10OCT2020)

#### **ARTICLE 1: NAME AND EMBLEM**

1.1 The name of this organization is the **Combat Veterans Motorcycle Association® of Nevada, Incorporated, Chapter 41-1**, and hereafter known as Chapter 41-1.

1.2 The Principal office of the Chapter 41-1 NV shall be that of the Registered Agent: **7436 Darling Rd, Las Vegas, NV 89131** (10OCT2020). Should the Principal office change, the Commander shall notify the State Representative, the National Board of Directors, the State of Nevada and the IRS. (16AUG2016)

1.3 As a charitable, veteran's organization, this Chapter falls under the umbrella and requirements of Section 501(c)(3) of the IRS Code and shall have the same record-keeping and reporting requirements. These requirements are in addition to any directed by the National Bylaws.

1.4 Per the National Bylaws, the emblem used by the Combat Veterans Motorcycle Association® is the sole property of the CVMA®. The CVMA® patch and logo cannot be reproduced without license from the National Board. See Art 1, Sect 2 for a description of the emblem.

#### **ARTICLE 2: OBJECTIVES**

In addition to those spelled out in Art 2 of the National Bylaws, Chapter 41-1 NV will focus its charitable work on helping veterans in Southern Nevada, without regard to branch of service, race, color, religion, sex, national origin, age, disability or genetics.

#### **ARTICLE 3: MEMBERSHIP**

3.1 There are three classifications of members in CVMA®. Reference National Bylaws, Art 3, Sec 1-2 for descriptions.

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3.2 The National Board of Directors of CVMA® has prescribed an Application for each classification of membership. Applicants may find these forms on the Chapter 41-1 website at [www.cvma41-1nevada.com](http://www.cvma41-1nevada.com). Completed applications will be submitted to the Chapter leadership along with a copy of the applicant's DD-214 or other approved documents detailing service in a combat zone. The DD-214 will not be returned. (19NOV2016)

3.3 Members are encouraged to participate to the fullest possible extent in the activities of this Chapter. In addition to helping the Chapter with its mission of supporting the veterans of this area, just by being with other veterans, we reinforce the bonds of shared military service. Hardship, loss, deployments, family separation, discipline, courage, commitment, duty, honor are common themes and feelings for us all. We all have "been there" and having someone to talk with about our experiences is critically important.

3.4 An Applicant's motorcycle, license endorsement and proof of insurance will be examined by a representative of the Chapter Commander as this verification is required in order for the form to be processed.

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

### 3.6 Attendance (20JUN2020)

3.6.1 To remain *In Good Standing*, each Member shall attend a minimum of one (1) Chapter event per year. An *event* is defined as any Chapter, State, Region, or National meeting, ride, or gathering. If it is a Chapter event, a CEB Member must be in attendance and shall provide a roster to the Chapter Secretary. A *CEB Member* is any Full Member, elected or appointed Chapter Officer. The event must be open to all Chapter Members, and be announced ahead of time. This can also be an event in another state, as long as it meets that state's requirements for an event. It is the Member's responsibility to ensure proper documentation is provided to the Chapter CEB to get credit for attendance at events.

3.6.2 If a Member remains absent without communication with the Chapter leadership as to the reason for more than nine months, they will no longer be considered "in good standing." The Chapter leadership shall attempt to contact the Member by electronic message, by phone and finally by a face-to-face meeting to determine the reason for the continued absence.

3.6.3 Return to Good Standing. If, due to non-attendance, a Member is no longer "in good standing", s/he may return to good standing by attending the

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next scheduled Chapter event and continue to attend events as stated in Article 3.6.1.

3.6.4 Leave of Absence. *Reference Article 3.3 above.* We understand that due to other obligations, Members may not be able to attend Chapter events. Should the absence be expected to last for several months, the member shall inform the Chapter leadership of the expected duration of the absence. During the absence, the Member shall continue to receive any group electronic communications, may provide input on Chapter business and events, however they may not vote or hold office. Should the Member be absent for the June meeting, their Dues may be submitted to the Treasurer *so as to arrive before the scheduled meeting date.*

3.7 Deployed Members. Any full Member who is still serving in the Armed Forces of the United States who attended the previous year's national meeting, but cannot, because of Military deployment, attend the current year national meeting will be given credit for the meeting and will be authorized a rocker for the National patch that will read, for example, DEPLOYED 20XX.

3.8 Honorary membership may be granted to a non-veteran, non-motorcycle riding person if that person has shown significant support for Chapter 41-1 by their sustained deeds on behalf of the Chapter and the veterans of Southern Nevada. The Chapter leadership may accept nominations at any time. A majority vote by the membership at the next regular meeting is required to confirm an Honorary Member. Should one be confirmed, Chapter funds may be expended to create an appropriate vest for this new Member. The Honorary Member will be welcome at all meetings and events, but may not hold office or vote on Chapter business.

### 3.9: Distinguished Rider Program (DRP) (20JUN2020)

3.9.1 Members are encouraged to ride to Chapter, State, Regional and National events and gatherings.

3.9.2 The Chapter may recognize a Member for their participation in CVMA®-related rides. A CVMA®-related ride is:

3.9.2a. Any group ride, *previously announced at a meeting, by e-mail, or by social media*, where an elected or appointed Full Member Chapter Officer is participating.

3.9.2b If a Chapter Officer is unavailable, a Ride Captain may be designated by the CEB to record and report attendance, and interface with any MC encountered.

3.9.2c. Any ride to/from an announced Chapter, State, Regional or National event whether or not the Member is riding solo or with a group.

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3.9.2d. Any social gathering of Chapter Members as long as a Full Member Chapter Officer or designated Ride Captain is also in attendance.

*Members are cautioned to limit their alcohol intake - drinking and riding don't mix.*

3.9.3 There is a base patch which signifies 2,500 miles ridden on Chapter related business.

3.9.4 A small "rocker" will be awarded at 5,000 miles and for each increment of 5,000 miles thereafter.

3.9.5 Members are responsible for messaging the DRP Coordinator with the number of miles ridden.

3.9.6 If the event is NOT a Chapter 41-1 event, the Member must ensure proper documentation is provided to the event's State Representative so s/he may inform the Chapter CEB and the Member may get credit for attendance.

3.9.6 The DRP Coordinator will record mileage for Members and notify the Chapter Executive Board when a Member reaches one of the designated distances recognized with either the base patch or a mileage rocker.

3.9.7 The Road Captain or Commander will recognize the Member and make patch/rocker awards at the next Chapter meeting.

3.9.8 The cost of the program shall be borne by the Chapter.

3.9.9 Members are reminded and cautioned that when they ride with the CVMA® patch or logo visible, that they are representing ALL CVMA® Members. Their actions and riding style should not bring discredit upon CVMA®.

3.9.10 Members not riding a motorcycle will not get credit for DRP unless they are bringing Chapter equipment such as pop-up tent, table, chairs, etc. or providing a chase vehicle with means to transport a disabled bike to a Chapter event or transporting a Member who is medically unable to ride a motorcycle. Only the Driver receives mileage credit.

#### **ARTICLE 4: MEMBERSHIP DUES (19NOV2016)**

4.1 Chapter dues pay for the mandatory legal requirements of doing business in Nevada. They include but are not limited to: NV Secretary of State annual filings, postage, checks, etc. They also pay for patches and rockers for our Distinguished Rider Program. If all members pay their dues on time, the Chapter can maintain sufficient funds to pay its bills.

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4.2 The Chapter Treasurer shall collect annual dues of \$10.00 no later than the June meeting. Members unable to attend the June meeting may mail their dues directly to the Treasurer. A Member is considered "In Good Standing" with Chapter 41-1 if his/her dues are paid by the June meeting.

4.3 If a member has not paid their dues nor made contact with the Chapter leadership as to the reasons for non-payment, the Chapter leadership may submit the case for review. The Member is now considered "not in good standing." The Chapter leadership shall request assistance from the Membership to contact the delinquent Member to determine the reason for the absence.

4.3.1 If there is no response to contact attempts by phone, email, letter or in-person visit, in that order, the Chapter leadership may recommend revocation of membership. A report to the membership on the case will be made at the next regular meeting and a vote is required to remove the member. As the Patch is the property of and worn by authority of the National Board of Directors (NBOD), approval from the NBOD is required before the Sergeant at Arms is dispatched to recover the patch.

4.3.2 If there is a positive response by the member AND their dues are paid within ten days of contact by the Chapter leadership, the Member will return to good standing.

4.4 The Chapter Commander may waive annual dues for any Member who is on active duty with the Armed Forces of the United States and deployed for at least five months.

4.5 For those who join the Chapter after the June meeting, their Chapter dues shall be as follows:

Join between June meeting and 31 December: \$10.

Join from 1 January to the June meeting: \$5.

4.6 The Chapter Treasurer/Quartermaster shall provide patches for new members at cost plus postage.

## ARTICLE 5: ELECTIONS

*See National Bylaws, Art 5.*

5.1 Elections of Officers shall take place during the September (12OCT19) meeting. The Chain of Command within the Chapter shall be as follows and election therefor shall be in the even or odd numbered years noted so as to maintain continuity within the Chapter:

5.1.1 Commander *Even*

5.1.2 Executive Officer *Odd*

5.1.3 Treasurer/Quartermaster *Even*

5.1.4 Sergeant at Arms *Even*

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5.1.5 Secretary *Odd*

5.1.6 Public Relations Officer *Odd*

5.2 The Members in good standing may make nominations for Officers in July (12OCT19) of the year of expiration of the current office-holder's tour of duty. This will provide the Members with approximately sixty days to consider the candidates. However, nominations will be closed two weeks prior to the September (12OCT19) meeting. Officers may serve consecutive terms.

5.3 Nominees must in good standing with a minimum of one full year of membership and will serve for two years. Should no candidate with at least one year with CVMA® be found to serve, those with less than one year may be considered.

5.4 At the September (12OCT19) Meeting, the Chapter Commander shall preside over the election. S/he shall not vote unless there is a second tie as described below.

5.5 Nominees will each have an opportunity to address the assembled members for the purpose of introducing themselves and persuading members why they are the best candidates. This should be limited to no more than fifteen minutes per nominee, including questions. The Chapter Commander may extend the discussion if it is felt that the membership needs more time to make a decision.

5.6 At the conclusion of the remarks by the nominees, a vote will be taken by secret ballot of the Full Members of the Chapter.

5.7 The Secretary of the Chapter shall distribute voting materials, collect and tally the vote and deliver the results to the current Chapter Commander who will announce the winner.

5.7.1 Active Duty military Members who are deployed and unable to attend the September (12OCT19) meeting may submit a Proxy vote for the election of Officers. The Proxy will be in the form of a letter, posted, electronic or otherwise delivered to the Chapter Secretary no later than one week prior to the September (12OCT19) meeting. The Proxy shall clearly indicate the Name of the candidate and the Office. (19NOV2016, 10OCT2020)

For example:

*I vote for Bill RIDER Smith to be Commander.*

*Signed Joe MOTORHEAD Jones*

5.7.2 Only the Chapter Secretary may present Proxy votes to the Chapter Commander.

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5.7.3 The Chapter Secretary shall verify the Proxy is that of a deployed Full Member not present and in good standing before accepting the vote. (10OCT2020)

5.7.4 Should the situation change and the Member attends the September (12OCT19) meeting after submitting a Proxy, s/he will ensure the Chapter Commander and Executive Officer acknowledge his/her presence. The Proxy will then be returned to the Member and s/he may participate in the vote. (19NOV2016)

5.7.5 At the conclusion of the September (12OCT19) meeting, the Secretary will notify the Chapter Webmaster and the State Representative of the new slate of Officers so appropriate changes may be made. (19NOV2016)

5.8 The Sergeant-at-Arms of the Chapter will ensure good order and discipline and that only Full Members in good standing participate in voting.

5.9 In the event of a tie, the nominees will be given five minutes to attempt to change the minds of the members before a second vote.

5.10 In the event of a second tie, the Chapter Commander shall cast the tie-breaking vote.

5.11 The newly elected Officers shall take office immediately. They are strongly advised to spend time with the outgoing Officer so as to learn the duties of the position. It is the intent of the Chapter 41-1 NV that “new” and “old” officers assume a Mentor/Student relationship for as long as it takes for the Student to become comfortable and proficient in the job.

5.12 For Chain of Command purposes, the State Representative is over the Nevada Chapter Commanders.

5.13. A Chapter Officer may be removed from office for failing to perform his/her duties, bringing discredit upon the CVMA® or the United States or upon conviction of a felony. An emergency election will be called for the purpose of replacing the Officer.

5.13.1 Complaints against an Officer will be brought to the Chapter Commander, or the Executive Officer if the Commander is the subject of the complaint.

5.13.2 The Commander/XO will investigate the complaint, interview Members and evaluate evidence.

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5.13.3 The Commander/XO will conduct a hearing with those Members involved and make a determination of the validity of the complaint and what actions, if any, must be taken to correct the problem.

5.13.4 If it is determined that the conduct of the offending party is serious enough to bring discredit upon Chapter 41-1, the Commander/XO shall vacate the Member's position.

5.13.5 Should the offense constitute a crime under Nevada Statutes, the Commander/XO shall notify the appropriate law enforcement agency for the purpose of preferring charges.

5.14 In the event of a vacancy, the Chapter leadership may appoint a Full Member in good standing to fill the vacancy until an emergency election can be held. Nominations for the vacancy will be made within 45 days and the election will take place at the next regular meeting following the 45-day nomination period.

**ARTICLE 6: DUTIES OF OFFICERS AND APPOINTEES.** Chapter Officers are expected to attend a minimum of one meeting and one ride per quarter, perform the duties outlined below, and conduct themselves as ambassadors of our Chapter so as not to bring discredit to CVMA®, Nevada or the United States.

#### 6.1 Chapter Commander:

6.1.1 Preside over Chapter meetings.

6.1.2 Enforce CVMA® and Chapter Bylaws.

6.1.3 Watch over the members

6.1.4 Review and forward applications for membership.

6.1.5 With Chapter leadership approval, may discipline unruly members or recommend complete dismissal from the Chapter.

6.1.5.1 The Commander/XO will investigate the complaint, interview Members and evaluate evidence.

6.1.5.2 The Commander/XO will conduct a hearing with those Members involved and make a determination of the validity of the complaint and what actions, if any, must be taken to correct the problem.

6.1.5.3 If it is determined that the conduct of the offending party is serious enough to bring discredit upon Chapter 41-1, the Commander/XO shall vacate the Member's position.

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6.1.5.4 Should the offense constitute a crime under Nevada Statutes, the Commander/XO shall notify the appropriate law enforcement agency for the purpose of preferring charges.

6.1.6 With the consent of the Chapter leadership, appoint Members as Road Captain(s), Tail Gunner(s), Chaplain, New Member Coordinator(s), Photographer(s) and Webmaster. These appointees may be Full, Auxiliary, Support or Honorary members in good standing.

6.1.7 May NOT hold an appointed position.

#### 6.2 Executive Officer:

6.2.1 Perform all duties of the Chapter Commander in his/her absence.

6.2.2 Oversee all Committees.

6.2.2 May NOT hold an appointed position.

6.3 Treasurer/Quartermaster: As a small, non-profit, veteran-based charity, it is critical that all financial transactions be open and transparent. The Chapter shall chose a Bank, issue checks, may operate an on-line and/or a mobile payment account for the purpose of collecting and disbursing donations. At this time it is not anticipated that this Chapter shall borrow money against possible future income, nor maintain a credit card. No Officer may enter into a contract without the express agreement of the entire Chapter leadership. To assist the Treasurer, a Finance Committee may be established. The composition and duties of the Finance Committee shall be specified in separate Standing Operating Procedures. (10OCT2020)

With this in mind, the Treasurer shall:

6.3.1 Maintain financial records of the Chapter as required by National, State and IRS requirements.

6.3.2 Collect Dues and payments for patches.

6.3.3 Accept and disburse donations.

6.3.4 Pay bills authorized by the Chapter leadership.

6.3.5 Reconcile Chapter bank accounts.

6.3.6 Monitor Chapter PayPal account, transferring money as required.

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6.3.7 Coordinate with State Quartermaster to purchase patches.

6.3.8 Report on the Chapter's financial status at monthly meetings by providing documents such as a Statement of Cash Flow, Income Statement, Balance Sheet, Check Register and Bank Statements.

6.3.9 Monthly, provide copies of documents to the Commander and Secretary and a public copy for the membership.

6.3.10 Purchase Chapter administrative supplies, patches, Gremlin Bells, cards, public relations items, etc. as requested by the Chapter leadership.

6.3.11 MAY hold an appointed position.

#### **6.4 Sergeant at Arms:**

6.4.1 Maintain good order and discipline during meetings and at any gathering of the Chapter, i.e. rides, bike nights, etc.

6.4.2 Ensure only authorized personnel attend meetings. By this we mean recognized Chapter members, family members, invited guests, members of other Chapters. Non-Chapter members will be identified to the Secretary so their presence may be recorded in the Minutes.

6.4.3 Act as Parliamentarian per Robert's Rules.

6.4.4 May NOT hold an appointed position.

#### **6.5 Secretary:**

6.5.1 Keep, maintain and publish Minutes of each meeting.

6.5.2 Maintain the Chapter personnel roster, and be the focal point for information dissemination to ensure open and regular communications within the Chapter.

6.5.3 Provide copies of Minutes to the Chapter leadership, Members and State Representative within two weeks of each meeting.

6.5.4 MAY hold an appointed position.

#### **6.6 Public Relations Officer**

6.6.1 Maintain files of all Chapter activities.

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6.6.2 Advise Chapter leadership on the best ways to positively promote the Chapter to the public.

6.6.3 Supervise the creation of the Chapter website. Due to the technical nature of website development, with the approval of the Chapter leadership, outsource web development.

6.6.4 Ensure content of website is current and positive.

6.6.5 Act as the Chapter Historian, maintaining a journal of Chapter activities, media articles and photographs.

*Although this function may be accomplished through the website, it is recommended that paper records be maintained as well.*

6.6.6 Omitted

6.6.7 Act as our liaison between the Chapter and any external agency or group.

6.7.8 MAY hold an appointed position.

#### 6.7 Road Captain(s) and Tail Gunner(s):

6.7.1 Develop a ride plan for each activity or event.

6.7.2 The ride plan will address the primary route information and will be briefed to the members/riders verbally prior to the start of the ride or, for more complex rides, by means of an information sheet that outlines the route to be taken.

6.7.3 The information sheet may also include a strip map depicting the route.

6.7.4 If written information is to be distributed, the Ride Captain is responsible for drafting this information, preparing copies, and distributing information sheets to members/riders prior to beginning the ride.

6.7.5 Brief the ride (for example, column of two abreast, staggered or single file column offset) in accordance with local laws.

6.7.6 Plan and brief rest stops, refueling points, and rendezvous points (if linking up with others) along the route.

6.7.8 Identify alternate routes in the event that unforeseen circumstances prevent completion of the ride on the primary route.

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6.7.9 Have emergency contact information for agencies within the area where the ride will be conducted (for example, phone numbers for the local hospital, police, etc.).

6.7.10 Ensure Guests complete a Waiver and are briefed as to where they fit in the formation.

#### **6.8 Chaplain:**

6.8.1 Provide requested spiritual guidance for the Chapter.

6.8.2 Lead the Chapter in prayer at the beginning of meetings.

6.8.3 Provide a Moral Compass for members in turmoil.

6.8.4 Ensure sick, injured and deployed Members remain connected to the Chapter through cards, calls, messages, and “care packages”.

6.8.5 Coordinate the chapter response in the event of the death of a Member or family member.

6.8.6 Provide Chaplain services as requested by Chapter leadership.

#### **6.9 New Member Coordinator(s)**

6.9.1 Welcome new members to the Chapter and make introductions.

6.9.2 Ensure new members receive orientation as to the customs, courtesies and history of CVMA® and the Chapter.

6.9.3 Ensure Treasurer/Quartermaster provides a patch.

6.9.4 Advise new members on proper conduct per Protocol 101.

6.9.5 Instruct new members on the Chapter Ride SOP.

#### **6.10 Photographer(s)**

6.10.1 Attend a majority of Chapter meetings and events.

6.10.2 Make a photographic record of activities at Chapter meetings and events.

6.10.3 Provide notable photographs to the Webmaster for inclusion on the Chapter website.

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6.10.4 Post notable photographs on the Chapter Facebook page.

6.10.5 Maintain a journal of photographs.

6.11 Webmaster

6.11.1 Create and maintain the Chapter website.

6.11.2 Be responsive to the Chapter leadership to keep content current.

6.11.3 Advise Chapter leadership on e-commerce and fundraising opportunities.

**ARTICLE 7: MEETINGS**

7.1 There shall be a Chapter meeting at least quarterly, but preferably monthly for the purpose of conducting the business of the Chapter.

7.2 Although the Chapter does not claim “territory”, a regular meeting place may be designated for the Chapter. This meeting place may contain Chapter property - memorabilia, flags, supplies, etc. for the use of the Chapter.

7.3 Notice of meetings shall be disseminated to all Members by electronic means – e-mail, website calendar, telephone – so as to ensure maximum participation.

7.4 A “quorum” is defined as the eligible Members present at a properly announced meeting. (10OCT2020)

7.5 A motion is adopted when fifty percent of the quorum plus one vote of the eligible Members present and voting in favor of the motion unless otherwise specified. (10OCT2020)

**7.6 As this Chapter is recognized by the IRS as a non-profit, veteran-based charity, our minutes are open for public inspection at all times. It is critical that accurate Minutes are taken during meetings and that “threads” of electronic mail are maintained by the Chapter Secretary.**

7.7 The Chapter Commander shall preside over meetings.

7.8 Should the Chapter Commander be absent, the Executive Officer shall preside.

7.9 The Sergeant at Arms shall ensure only authorized personnel attend meetings. By this we mean recognized Chapter members, family members, invited guests, members of other Chapters. Non-Chapter members will be identified to the Secretary

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so their presence may be recorded in the Minutes. The Sergeant at Arms shall maintain good order and discipline and act as Parliamentarian per Robert's Rules of Order. The Sergeant-at-Arms will ensure only Full Members participate in voting.

#### 7.10. General Order of Business:

7.10.1 Call to Order

7.10.2 Pledge of Allegiance and Invocation

7.10.3 Reading and Acceptance of Minutes from last meeting

7.10.4 Reports of Officers and Committees

7.10.4 Old Business

7.10.5 New Business

7.10.6 Items for the Good of the Chapter

7.10.7 Adjournment

7.10 During the meeting, reports to the Membership shall include at least the following:

7.10.1 Membership status - members gained/lost/deployed.

7.10.2 Treasurer's report – Income Statement, Statement of Cash Flow, Bank Statements/Check register, donations received and disbursed, funds committed to projects.

7.10.3 Activities report - events, rides, service projects, etc.

7.11 Robert's Rules of Order is the preferred form for all meetings.

7.12 The Chapter Commander may, at his/her sole discretion, permit non-members to be present and/or participate in discussion of Chapter business.

#### **ARTICLE 8: DELEGATIONS**

8.1 The State Representative shall solicit delegates to Regional and National meetings from the Chapters.

8.2 The Chapter may provide funds to offset expenses for two delegates to the National Meeting. The Treasurer shall prepare checks for the amount approved by

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the Chapter for delivery to the Delegates at a regular meeting prior to the National meeting. (19NOV2016)

8.3 Delegates shall not be required to account for the funds so disbursed. (19NOV2016)

8.4 Delegates will prepare and present a brief report of the National meeting at the next regular Chapter meeting. (19NOV2016)

8.5 Delegates who do not attend the Meeting shall return all funds disbursed for attendance. (19NOV2016)

## ARTICLE 9: AMENDMENTS

9.1 Alterations. These bylaws may be altered or repealed and new bylaws adopted at the annual Chapter 41-1 Meeting by a two-thirds vote of the members present or by the Chapter leadership, only to revise a conflicting Article and/or Section.

9.2 Amendments. Approved or accepted amendments take effect immediately.

9.3 Changes. Any changes to any Article and/or Section of the Chapter 41-1 bylaws will be discussed and voted on by a quorum.

9.4 Precedence. If any Chapter 41-1 bylaws conflict with the CVMA® National bylaws, the Chapter bylaws will take precedence over the National bylaws.

9.5 Conflicts. If any Chapter 41-1 bylaws conflicts with Federal and/or State or Nevada Domestic Non-profit Veterans 501(c)(3) provisions and/or statutes, the conflicting Article(s) and/or Section(s) shall be revised by the Chapter leadership and shall take effect immediately. (19NOV2016)

## ARTICLE 10: LIMITATION ON ACTIVITIES

10.1 No substantial part of the activities of Chapter 41-1 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 Chapter 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 Chapter shall not carry on any activities not permitted to be carried out by Corporations exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code or Corporation, contributions to which are deductible under section 170[c][2] of the Internal

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Revenue Code.

10.2 Prohibition against Private Inurement. No part of the net earnings of Chapter 41-1 shall inure to the benefit of, or be distributable to, its members, officers, trustees or private persons, except that the Chapter 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 Chapter.

10.3 Distribution of Assets. Upon the dissolution of Chapter 41-1, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for exempt purposes within the meaning of Section 501(c) (3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distributions shall be made in accordance with all applicable provisions of the laws of Nevada.

10.4 Private Foundation Requirements and Restrictions. In any taxable year in which Chapter 41-1 becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, the Chapter shall:

10.4.1 Distribute its income for said period as such time and manner as so subject to tax under Section 4942 of the Internal Revenue Code.

10.4.2 Not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code.

10.4.3 Not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

10.4.4 Not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code.

10.4.5 Not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

10.5 Should a new Chapter be formed, an amendment to the Articles of Incorporation shall be filed with the Nevada Secretary of State in the form in effect at the time of activation of the new Chapter.

10.6 The State Representative will request administrative assistance from appropriate Chapter members as needed to complete required documentation.

## ARTICLE 11: CONFLICT OF INTEREST

11.1 Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Chapter 41-1) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Chapter, or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws

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governing conflict of interest applicable to nonprofit and charitable organizations.

#### 11.2 Definitions:

11.2.1 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.

11.2.2 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 Chapter has a transaction or arrangement.
- A compensation arrangement with the Chapter or with any entity or individual with which the Chapter has a transaction or arrangement.
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Chapter is negotiating a transaction or arrangement.
- 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 13.3.2, 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.

#### 11.3 Procedures.

11.3.1 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 CEB and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

11.3.2 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 CEB or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining CEB or committee members shall decide if a conflict of interest exists.

#### 11.4 Procedures for Addressing the Conflict of Interest

11.4.1 An interested person may make a presentation at the CEB or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the

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possible conflict of interest.

11.4.2 The chairperson of the CEB or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

11.4.3 After exercising due diligence, the CEB or committee shall determine whether the Chapter can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

11.4.4 If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the CEB or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### 11.4 Violations of the Conflicts of Interest Policy

11.4.1 If the Chapter leadership 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.

11.4.2 If, after hearing the member's response and after making further investigation as warranted by the circumstances, the CEB or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

#### 11.5 Records of Proceedings. The minutes of meetings of the Chapter leadership and all committees with board delegated powers shall contain:

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

11.5.2 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.

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#### 11.6 Compensation

11.6.1 A voting member of the Chapter leadership who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.

11.6.2 A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter for services is precluded from voting on matters pertaining to that member's compensation.

11.6.3 No voting member of the Chapter leadership or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

11.7 Annual Statements. Each Chapter officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person has:

11.7.1 Received a copy of the conflicts of interest policy,

11.7.2 Read and understands the policy,

11.7.3 Agreed to comply with the policy, and

11.7.4 Understood Chapter 41-1 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.

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

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

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

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

#### **ARTICLE 12: CONSTRUCTION AND TERMS**

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

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

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

#### **ARTICLE 13: DISSOLUTION**

13.1. This Chapter may be dissolved only with authorization by its Executive Board given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of a quorum of the Full Members. Upon dissolution or other termination of Chapter, all remaining assets of the Chapter, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations as qualify under Section 501(c)(3) or 501(c)(19) of the Internal Revenue Code as shall be chosen by the then existing Executive Board.

#### **ANNEX A: BYLAW CHANGE PROPOSAL FORM INSTRUCTIONS – *See National Bylaws***

A.1 Those wishing to propose a change to these Bylaws may do so by printing and completing the BYLAW CHANGE PROPOSAL form found in the current version of the National Bylaws.

A.2 Completed forms shall be submitted to a Chapter Officer for discussion by the Chapter Leadership.

A.3 Should the Chapter Leadership determine that the Proposal has merit or needs further evaluation, it will be referred to the appropriate committee for action.

A.4 The committee will take steps to ensure the Proposal is fully investigated, consult with interested Members, compare the Proposal to the National Bylaws, State, local

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and IRS laws and regulations to avoid conflicts and present their findings to the Chapter Leadership within 60 days.

A.5 The Chapter Leadership shall then consider the results and determine whether to bring the Proposal to a vote.

A.6 In any case, the Proposal and the committee results will be reported on to the Members at the next regular meeting.

This document contains 23 pages, including this Approval page and the Record of Changes.

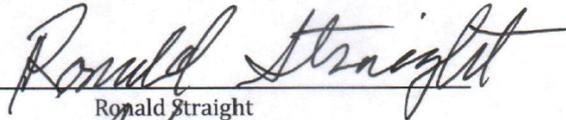
Approved and adopted by the Members this **10<sup>th</sup>** day of **October 2020**.

Commander



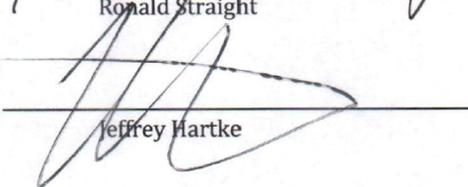
Dustin Cummins

Executive Officer



Ronald Straight

Secretary



Jeffrey Hartke

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**Record of Change**

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16AUG2016	Art. 1.2: Principal Office
19NOV2016	Art. 3.2: Application Forms Art. 4: Membership Dues Art. 5.7.1: Proxy Votes Art. 8: Delegations Art. 9: Amendments
12OCT2019	Art. 5: Changed elections from October to September
20JUN2020	Art 3.6: Attendance Art 3.9: Distinguished Rider Program
08AUG2020	Administrative update to comply with National Board directive. Added ® symbol after each incidence of “CVMA” and “Combat Veterans Motorcycle Association”. Deleted the letters “CVMA” from “CVMA Chapter 41-1”. Art 11.8: Corrected paragraph style and numbering.
10OCT2020	Preface: Added reference to Policy Letters in Repository. Art 1.1: Change of Principal Office/Registered Agent Art 5.7: Updated proxy voting to align with NBOD Policy Letter 8-1-13(C). Art 6.3: Finance Committee Art 7.4 & 7.5: Changed to bring in line with Robert’s Rules