

BYLAWS OF
THE COMBAT VETERANS MOTORCYCLE ASSOCIATION® (CVMA®)
Capital of Texas CHAPTER 23-7
A Texas Not for Profit Organization

ARTICLE I
Name & Purpose

Section 1. Name and Bylaws.

The name of the CVMA® Chapter shall be Combat Veterans Motorcycle Association®, Chapter 23-7 and may include use of the acronym “CVMA” and be referred to as “CVMA Chapter 23-7” or “Chapter 23-7”. Throughout these bylaws, any reference to “CVMA” shall mean the Combat Veterans Motorcycle Association, Inc. If any provision of these bylaws conflicts with the National Bylaws, policies, or protocols of the Combat Veterans Motorcycle Association, such conflicting provisions shall be deemed null and void, and the National Bylaws, policies, or protocols shall govern.

Section 2. Purpose.

CVMA Chapter 23-7 is organized for charitable and other purposes as allowed by 501(c)19 of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Article 501(c) of the Internal Revenue Code. The CVMA is a non-partisan association. The CVMA does not and shall not endorse political candidates, nor make campaign contributions of any kind to any political party or political candidate.

Section 3. Objectives.

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

ARTICLE II
Offices, Records, Emblem, Seal

Section 1. Association.

CVMA Chapter 23-7 is a non-profit corporation organized under the laws of the State of Texas.

Section 2. Offices

The principal and registered office address of CVMA Chapter 23-7 will be: 2600 Appaloosa Chase Dr, Austin, TX, in the County of Travis, of the State of Texas.

Section 3. Change of Address.

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

Combat Veterans Motorcycle Association, Inc. Chapter 23-7 may also have offices at such other places, within its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the CEB may from time to time designate.

Section 4. Records.

The official corporate records including resolutions, bylaws, minutes, and Articles of Incorporation shall be maintained at the principal office and may be stored in electronic form. CVMA 23-7 shall keep as permanent records: minutes of all meetings of its members and CEB, a record of all actions taken by the members without a meeting, and a record of all actions taken by committees authorized in the bylaws or by the CEB, and such other records as required by law.

Records or portions thereof may be designated as confidential or privileged at the discretion of the CVMA 23-7 CEB, and records so designated shall not be disclosed to any person who is not a CVMA 23-7 Officer of said CEB, unless the disclosure is specifically authorized by CVMA 23-7 CEB, State Representative (SR), Region Representative (RR), CVMA National Board of Directors (NBOD), or court-ordered by a Court of competent jurisdiction. In replying or responding to a court order, the CVMA 23-7 CEB shall take reasonable steps to prevent disclosure of any information or record that is not reasonably required to be disclosed by the applicable order, including petitioning a court of competent jurisdiction for protective orders or such other relief as the CVMA 23-7 CEB deems necessary and appropriate for the administration of CVMA 23-7's corporation affairs.

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

To the maximum extent allowed by law, records containing confidential or personal information regarding a specific member shall be held in confidence and shall not be disseminated nor shared with any person other than a CVMA 23-7 Officer or such other agent of the association who has been granted authority to have access to such information or whose duties reasonably require access to such information. Any accidental or intentional disclosure of such personal information shall not create a private right nor a cause of action for any member. The confidentiality provision is exclusively for the benefit of the orderly administration of the association's affairs and to protect against disclosure from non-members or third parties. ***No officer or member shall share any association record containing confidential or personal information regarding any member to any non-member unless compelled to do so by a valid court order, such as a subpoena, and shall take reasonable steps to redact all information not specifically required by the subpoena or court order.***

Section 5. Emblem and Logo.

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

The emblem of the CVMA is in the shape of a skull encompassed by the following colors: Red, representing the blood that has been shed on the battlefield; The Military Gold, representing all branches of the military service of the United States; and, Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The skull and ace of spades represent the death that war leaves in its wake.

Section 6. License use.

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

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

Section 7. Serviceability and Accountability of CVMA Back Patch.

All Chapter assigned Members; Full Members, Support Members and Auxiliary Members must ensure the security, accountability and serviceability of the documented issued CVMA Back Patch (see 201 file). All instances of damage, loss or surrendering of the issued Back Patch(s) must be reported immediately in writing and accompanied by supporting documents such as a police report or witness statements.

Verification of issued Back Patch(s) must be conducted each year by a CEB Member. All Chapter Members are required to present all issued Back Patch(es) for inspection.

All verifications will be documented, and records will be maintained by the CSAA or their designee. Exceptions to this will be granted by the TX 23-7 CEB on a case-by-case basis. Examples of exceptions to this section are: Out of State travel, employment, weather, and emergencies. It is the responsibility of each Member to ensure compliance with this section and must coordinate with the CSAA accordingly. Failure to comply with this section whole or in part will result in the Chapter Member being placed in "Not in Good Standing" with the Chapter and an investigation will be conducted to determine the cause of non-compliance. The CEB will then determine if the findings of the investigation will be sent to the SR for action deemed appropriate.

ARTICLE III

Members

Section 1. Membership.

Membership in the Chapter is wholly contingent upon the individual's membership in the national organization. CVMA 23-7 shall have members and member classes/statuses in accordance with (IAW) the CVMA National Bylaws and policies as shown below:

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

Section 2. Chapter Dues.

CVMA 23-7 does have annual chapter dues. Dues are not to exceed the amount specified in the National Bylaws. Failure of a member to pay their annual dues will result in the Member being placed as "Not in Good Standing" for administrative reason in the member's 201 File.

Chapter annual dues will be \$15. The deadline for paying chapter dues is between July 1st of the previous year and June 30th.

Transfers to CVMA 23-7 from other Chapters will have their chapter dues waived until the next calendar year.

The Chapter will waive the chapter dues for deployed military members within the following guidelines: During the dues period a member must be deployed for a minimum of six months during the fifteen-month period prior to the 30th of June. For example, deployment began on 1 November for a six-month period. The member would be exempt from dues normally covering 1 July – 30 June.

- A new member joining the organization within three months prior to 30 June will only pay for the upcoming dues year. For example, a new member joins on 15 May; they would pay the chapter dues of \$10 and that would cover their membership from 1 July until 30 June of the next calendar year.
- With the exceptions noted above for deployed military members, chapter dues are payable by the 30th of June each year and cover a period until 30 June the following year. Members are considered delinquent if their dues are not current by 1 July each year. When the member becomes delinquent, the CVMA 23-7 CEB will declare the member "not in good standing" and

contact the SR to place the member Not In Good Standing in their 201 file. They will have no vote in any chapter, state or national business until dues are paid.

Section 3. Good Standing/Not in Good Standing.

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

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

Section 3.1. Conduct.

The use of the Confederate Flag and any likeness thereof is permanently prohibited in any form while conducting Chapter business. This includes any and all wearable items such as patches on vest or shirt, or item which can be affixed to a motorcycle such as a flag or a sticker.

Section 3.2. License.

All Full Members and Support Members must possess a valid resident state motorcycle license, proof of current insurance, ownership and operation of a motorcycle of 500cc or above. This will be verified by the CSAA when the membership application is completed. Applications will not be accepted without this verification.

- Verification of all FM’s and SM’s motorcycles, driver’s license and proof of insurance must be conducted each year by a Chapter Executive Board (CEB) Member. All Chapter Members are required to present all items for inspection.
- The verification will be conducted by the TX 23-7 Sergeant-At-Arms (SAA) or their designee.
- The verification will be done at the TX 23-7 Annual Meeting in July at a minimum.
- If a member is not available to attend the meeting, then it is up to the Member to coordinate with the SAA or his designee for verification as soon as possible.
- The verification may be performed before the Annual Meeting as well if a member knows that they won’t be able to attend.
- Exceptions to this section will be granted by the TX 23-7 CEB on a case-by-case basis. Examples of exceptions to this section are Out of State travel, employment, weather, and emergencies. It is the responsibility of each Member to ensure compliance with this policy and must coordinate with the SAA accordingly.
- Failure to comply with this bylaw whole or in part will result in the FM or SM being placed in a “Not in Good Standing” with the Chapter and an investigation will be conducted to determine the cause of non-compliance. The CEB will then determine if the findings of the investigation will be sent to the SR for action deemed appropriate.

Section 3.4. Resignation and Termination.

Any member may resign by filing a written resignation with any CEB member. Resignation shall not relieve a member of unpaid dues or other charges previously accrued.

Section 4. Voting

- Support members cannot vote on Chapter Business.
- Auxiliary members can only vote on auxiliary business.

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

All issues to be voted on shall be decided by a simple majority of those Full Members present and casting a vote at the meeting in which the vote takes place. There must be a minimum of ten percent (10%) of the eligible voting chapter members to be present during voting.

The general membership elected officers for the CVMA 23-7 CEB shall be nominated and elected at the annual meeting. Special Meetings will be held if/when officer positions become available during the year. Biographies for members interested to run for an officer position will be called for no later than 90 days prior to the election by the Commander. Members wishing to run for office will submit a biography to the Sergeant-At-Arms to verify eligibility. The Chapter Secretary will distribute biographies of all eligible candidates to all chapter members 30 days prior to the election. All candidates who submit their biographies past this 30-day deadline will not be eligible to run during this election cycle. The only exception is any deployed member who returns after the 30-day deadline and before the election may submit their biographies for consideration.

1. When more than one candidate for an officer position is nominated during the TX 23-7 Annual Chapter Meeting, voting will occur by ballot, manual or electronic. If more than one officer position is up for election all positions may be listed on the same ballot. The CSAA or CXO (Position not up for election or not seeking re-election) will be the "Voting Officer" and will conduct the vote.
2. Each candidate must be nominated by an approved voting Full Member; Under Roberts Rules of Order, a 2nd is not required.
3. Each nominated candidate will be allotted (5) minutes to address the Chapter prior to the voting period. Candidates are NOT allowed to be present during the period allotted other candidates for the same position.
4. Each ballot will contain the names of each nominated candidate and a place by which each voting Full Member can select the candidate they wish for the position.
5. Each ballot will be numbered and provided by the CSEC as directed by the Voting Officer. The Chapter Secretary will ensure only approved voting Full Members as outlined in paragraph (1) of this policy are issued a ballot and each ballot will be accounted for at the conclusion of the voting period. The CSEC WILL NOT record the names of the voting Full Members by any means to the ballot. The voting period will last for no more the (30) minutes unless otherwise approved by the Voting Officer.

6. At the conclusion of the voting period the CSEC and any (1) voting Full Member will conduct two separate counts of the ballots and present the results to the Voting Officer. The Voting Officer may conduct another separate count of the ballots if it is believed necessary or if the results of the vote are contested. Once the Voting Officer is satisfied with the results of the vote, he or she will announce the vote to the Chapter.

ARTICLE IV

Chapter Executive Board (CEB)

Section 1. Powers of the CEB.

The business and affairs of CVMA 23-7 shall be managed by its CEB.

Section 2. Chain of Command – Chapter Structure.

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

Section 3. Nomination and Election of CEB and Term.

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

The Chapter membership shall elect officers whose term shall expire in accordance with the schedule for chapter officers as set below and then shall hold that office for 24 months or until their successors are duly qualified. Consecutive terms are permitted.

Chapter Officers elections will be staggered as follows:

- a) Chapter Commander, Secretary, and Sergeant at Arms in even-numbered years
- b) Executive Officer, Public Relations Officer, and Treasurer in odd-numbered years

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

Section 4. Resignation.

Any CEB member of CVMA 23-7 may resign at any time, by giving notice thereof to any CVMA 23-7 CEB officer or the Texas State Representative. Such resignation shall take effect at the time specified therein and, unless otherwise specified with respect thereto, the acceptance of such resignation shall not be necessary to make it effective. Annotation of said resignation shall be placed within the members

201 file at the soonest opportunity. Resignation while serving in any office does not have a 5-day grace period and creates a positional vacancy.

Section 5. Vacancies.

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

Section 6. Removal.

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

Section 7. Compensation and Expenses.

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

Section 8. Adoption of Policies.

The CEB is responsible for implementing overall policy and direction of the chapter. The CEB is responsible for day-to-day operations of the chapter and shall make decisions as necessary to maintain the chapter's viability and order. The CEB will draft policy letters to cover day-to-day operations and should be limited in scope. These policy letters will be submitted to the voting members for review. Once approved by the voting members, the policy letters must be approved by the ___Texas___ State Rep before the policy is effective. Policies will remain in effect for the term of the chapter commander position and reviewed upon change or election timeframe of said position within 60 days of appointment.

Section 9. Standard of Conduct.

A CEB member shall discharge his or her duties as a member of the CEB, including but not limited to duties as a member of a committee, in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the officer reasonably believes to be in the best interests of CVMA 23-7.

ARTICLE V

Officers

Section 1. Number.

The officers of CVMA 23-7 shall be a Chapter Commander (CC), Chapter Executive Officer (CXO), Chapter Secretary (CSEC), Chapter Treasurer (CTRES), Chapter Sergeant at Arms (CSAA), Chapter Public Relations Officer (CPRO), and such other staff officers as may be deemed necessary by the CEB. One Member shall not hold more than one command office at any given time.

Section 2. Chapter Commander (CC).

The CC shall be the chief executive officer of CVMA 23-7 and, subject to the direction of the CEB, shall have general charge of the business, affairs, and property of CVMA 23-7 and general supervision of chapter members. The CC shall chair all meetings of the CEB, and he or she shall perform all duties incident to the office of CC and shall see that all orders and resolutions of the CEB are carried into effect.

The CC is a command position and will have a vote in all command-type decisions. All matters concerning relations between the association and any outside person or organization will be routed to the Commander for appropriate action.

The CC will receive all Chapter Patches. The CC will work with the Secretary to find venues to hold scheduled Chapter Meetings. The CC will maintain a communication channel with the SR, other Chapter Commanders and the NBOD. The CC will be authorized to sign checks written against the chapter accounts and will be placed on the bank signature card. He/she will be placed on a bank signature card. The CC's role and authority will be governed by the standing National By-Laws.

Section 3. Chapter Executive Officer (CXO).

In the absence of the CC or in the event of his or her death, disability, or refusal to act, the CXO shall perform the duties and exercise the powers of the CC and when so acting, shall have all the powers of, and be subject to all the restrictions upon, the CC. The CXO shall have such powers and perform such duties as, from time to time, may be assigned to him or her by the CEB. Unless the CC position is 'vacated' the CXO will not automatically assume all accesses of the CC. (e.g., CXO would not process applications in lieu of the CC for a temporary vacancy.)

The CXO shall coordinate all committees and supervise planning for all CVMA 23-7 events. The CXO is a command position and will have a vote in all command-type decisions. The CXO may be one of the authorized signatories for checks.

Section 4. Chapter Secretary (CSEC).

The CSEC is responsible for recording, making, and keeping all chapter records, including the membership lists, Chapter Bylaws, Robert's Rule of Order, Policies, Standing Rules, records of all committee appointments, all written reports, copies of all correspondence between the chapter and any outside person or organization, and shall keep correct minutes of the proceedings of the chapter general membership and CEB meetings. The CSEC, under the direction of the CEB, prepares all reports required of the CSEC and assumes all additional duties to the office. The CSEC will accept and maintain a record of both applications and patch agreements from members, check for correctness, and forward the applications through proper channels. The CSEC will present the CC with draft minutes of meetings for review within 7 days after the chapter meeting. The CSEC will prepare event rosters to forward higher.

The CSEC will assist in scheduling venues to hold monthly chapter meetings. The CSEC will work with CTRES on dues rosters. The CSEC may be one of the authorized signatories for checks.

Section 5. Chapter Treasurer (CTRES).

The CTRES shall have charge and custody of, and be responsible for, all funds and securities of CVMA 23-7, and all financial books, tax submissions required by law, records and accounts of CVMA 23-7, to include any detachments that may be assigned to the Chapter. Will receive and give receipts for monies due and payable to CVMA 23-7 from any source whatsoever, and deposit all such monies in the name of CVMA 23-7 in such banks, trust companies or other depositories as shall be selected by the CEB. In general, perform all duties incident to the office of CTRES and such other duties as from time to time may be assigned to him or her by the CEB.

The CTRES shall be one of the required signatures on all checks, deposits, or financial reports. The only exception would be if the CTRES is unavailable due to extenuating circumstances that must be approved by the CEB.

Make regular monthly reports of CVMA 23-7s financial status to the CVMA 23-7 CEB, the general membership, and the SR and assumes all additional duties to office.

Section 6. Chapter Sergeant at Arms (CSAA).

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

The CSAA will ensure that the election process is held in compliance with National and Chapter Bylaws. The CSAA will be able to conduct a short information brief on a protocol topic at each scheduled chapter meeting. CSAA will do a face to face with all applicants, ensure applicant reads and understands chapter By-Laws and National Protocol.

Section 7. Chapter Public Relations Officer (CPRO).

The CPRO will oversee all of the CVMA 23-7 publicity in conjunction with and approved by the chapter's CEB. Duties will include Historian, pictures, newspaper articles, TV and radio announcements, social media, the CVMA 23-7 web site, and all other duties assigned by the CEB. The CPRO officer position can be a Support Member or Auxiliary Member if no Full Member elects to run for the position, normal election eligibility applies. If the CPRO is a Support Member or Auxiliary Member, the position is not a command level position and will not be a member of the CEB.

Section 8. Additional Officers.

Staff officers, who are elected or appointed by the CEB, shall perform such duties as shall be assigned to them by the CC or the CEB. (e.g., Road Captains (CRC), Chaplain (CCHAP), Quartermaster (CQM), and Webmaster (CWBM))

Staff positions are important to the CVMA operations but are not considered a part of the chain of command. Staff positions will not have access to command-based information and votes of the CEB.

Section 8.1. Chapter Road Captain (CRC), Road Captains (RC), and Tail Gunners (TG).

The CRC and RC are appointed positions by the Commander. The CRC is responsible for all CVMA 23-7 rides. He/she shall oversee the research, plan, and organization of all runs. During actual time on the road or at intermediate stops during a run, the RC shall act as ranking officer, deferring only to the CC, CXO or CSAA. The CC, at their discretion, may appoint multiple RC's with specific geographic responsibilities. Chapter members can apply to become a RC and be appointed by the CC. All road captain positions are staff positions and do not have a vote in command-type decisions.

Section 8.2. Webmaster (CWBM).

The CWBM is an appointed position by the CC. The CWBM is a staff position and does not have a vote in command-type decisions. The CWBM must have computer experience and is responsible for maintaining all Chapter web-based communications to include Chapter Webpage, Chapter Google group, and Chapter Facebook accounts. When needed, He/she will inform CC of members that are not following guidance on web resources for action. He/she shall assist Chapter members in all matters concerning our web-based communication and perform additional duties as assigned. When required will brief at chapter meetings.

Section 8.3. Quartermaster (CQM).

The CQM is an appointed position by the CC. He/she will be responsible for maintaining and selling all Chapter procured merchandise. He/she will issue individual receipts for any items sold. Reconciliation with the CTRES will happen at the end of each scheduled meeting with receipts and funds being provided for the Treasurer. Duties also include informing the CC when supplies drop below 25% so items may be reordered and briefing at chapter meetings. The CQM is a staff position and does not have a vote in command-type decisions.

Section 8.4. Chaplain (CCHAP).

The CCHAP is an appointed position by the CC. CCHAP is a staff position and does not have a vote in command-type decisions. CCHAP will provide spiritual guidance to the membership. He/she will provide assistance during emergency situations. The CCHAP will visit with Members, Veterans, and their families to provide comfort and encouragement. He/she may be called upon to provide the invocation, dedication prayers, and benedictions.

Section 8.5. Additional Staff Positions.

The CC may appoint additional Staff Officer positions as needed. Additional staff positions do not have a vote in command-type decisions. Additional staff positions will act at the direction of the CC and report all activities to the CEB, and the Chapter as required.

Section 8.6. Delegations.

Delegations will be appointed by the Commander but are subject to the approval of the CEB to represent the association at any convention, meeting, rally, or other assembly that may be deemed necessary, and all delegations are authorized to exercise only those powers specifically vested in them by the CVMA 23-7 CEB.

Section 9. Detachments and Detachment Officers

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

ARTICLE VI

Meetings

Section 1. Robert's Rules

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

Section 2. Quorum.

Unless otherwise specifically required by State Incorporation Rules or Statutes found in Texas Business Organization Code 22.159, the quorum to conduct Chapter business meetings shall be 10% of the members entitled to vote on a matter present at a meeting of members. CEB meetings will require a majority of CEB officers present for a quorum to exist.

Section 3. Annual Meetings.

The annual meeting of CVMA 23-7 shall be held at such time between July and August of each year, beginning in the year 2022, at such place as the CEB shall designate for the purpose of electing officers for the ensuing term and conducting any other business. If, for emergency purposes the annual meeting cannot be held at the stipulated time the next meeting of the Chapter will be considered to be the 'annual' meeting and all business slated to take place previously will be shifted to that meeting.

Section 4. Regular and Special Meetings.

Meetings of CVMA 23-7, regular or special, shall be held at such time, on such day, and at such a place as the CEB shall designate.

Section 5. Notice of Meetings.

Unless otherwise specifically required by State Incorporation Rules or Statutes found in Texas Business Organization Code 22.156, notice of any meeting shall be given at least ten (10) days prior to the scheduled meeting. Written notice shall be delivered in person, by telephone, electronic mail or other wire or wireless communication, to each Member at his or her e-mail address/phone number contained in their 201 files.

Section 6. Vote by Proxy.

A voting member is expected to be personally present at all meetings of CVMA 23-7. Members may not vote by proxy.

ARTICLE VII

Committees

Section 1. Appointing a Committee.

The CEB, by resolution adopted by a majority of the full board, may designate a committee consisting of the Members of CVMA 23-7. A Chair of the committee shall be appointed simultaneously with the committee creation. In lieu of an appointment, the CEB may allow the committee as a whole to select their chair and report the selection to the CEB. Each committee will appoint a secretary, who shall keep regular minutes of its proceedings and the same shall be recorded in the minutes of the organization. The purpose or goal of the committee shall be defined upon creation (e.g., event planning, fundraising, document development/review, etc.). The rights, powers, and authority also shall be prescribed except as otherwise provided by law.

Section 2. Committee Changes.

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

ARTICLE VIII

Contracts, Loans, Checks and Deposits

Section 1. Contracts.

The CEB may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of CVMA 23-7, and such authority may be general or confined to specific instances. Prior to contractual obligations the need for any such contract should be brought forth to the voting members of a chapter for presentation of need and acceptance. Any contract being entered into in reference to items via the LUAP must be voted upon and approved by the voting members of the chapter and recorded within chapter minutes.

Section 2. Loans.

No loans shall be contracted on behalf of CVMA 23-7, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the membership. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the CVMA 23-7 to its members or officers.

Section 3. Checks and Other Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of CVMA 23-7 shall be signed by such officer or officers of CVMA 23-7 and in such manner as shall from time to time be determined by resolution of the CEB and/or membership.

Section 4. Deposits.

All funds of CVMA 23-7, not otherwise employed, shall be deposited to the credit of the CVMA 23-7 in such banks, trust companies or other depositories as the CEB may select.

Section 5. Gifts.

The CEB may accept on behalf of the Chapter any contribution, gift, bequest, or device for the non-profit purposes of this Chapter. Likewise, the CVMA 23-7 CEB, at its sole discretion, may provide with Chapter operating funds, small gifts of less than \$50.00, to persons, companies, or other legal entities to recognize support or contributions to the Chapter for advancement of Veterans issues.

Section 6. Treasury Audit.

At the annual meeting, the CEB shall establish a committee, comprised of not less than two or more than five Full Members, to audit the financial records of the Chapter. The committee will conduct the audit within thirty days of appointment and provide a report to the membership.

NLT August 31 of each calendar year. The report will be filed in the permanent Chapter records and may be provided to other parties as required by National By-Laws or articles of incorporation.

Section 7. Benevolent Fund.

This fund will be used as assistance relief for a chapter member in time of need to help with food, rent or utilities. The annual limit will be \$1500 per member. This fund will be subsidized by the Chapter using methods such as donations, fundraising, and other chapter events. The chapter benevolent fund holdings are not to exceed an amount of \$5000. Once the \$5000 fund ceiling has been reached, funds gained in such a manner will then be deposited into the chapter general fund. (The chapter will maintain a minimum of \$1500 in the benevolent fund when possible) Use of these funds will be at the discretion of the CEB per chapter bylaws, chapter policies, and 501(c)(19) directives and guidelines.

Although kept in the same chapter bank accounts as other revenues, the CTRES will maintain a separate recording of Benevolent Funds and report those funds at chapter scheduled meetings. Members must request assistance in writing through the chapter command staff. Written request must contain details regarding the community programs members have pursued and the status of those efforts. A majority vote by the CEB and is authorized to be conducted via telephone or email in order to speed processing. Funds given out will not be required to be given back.

ARTICLE IX

Amendment of Bylaws

The power to alter, amend, or repeal these Bylaws or adopt new Bylaws shall be vested in the voting members of CVMA 23-7. Any such action shall require the vote of 2/3rds of the voting Members of CVMA 23-7 present and voting at its annual meeting. Bylaws or bylaw changes will not be valid until reviewed and validated by the NBOD and dated as such. The Chapter Bylaw Change Proposal (BLCP) process is outlined below. *See Appendix A for form and instructions.*

Conflicting.

If any CVMA 23-7 By-Law conflicts with Federal and/or State or Capital of Texas Domestic Nonprofit Veterans 501(c) (19) provisions and/or statutes, the conflicting Article(s) and/or Sections(s) shall be revised, by the CEB and shall take effect immediately.

ARTICLE X

Nonprofit Operation

The CVMA 23-7 will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of CVMA 23-7 will be distributed to its members or officers without full consideration. CVMA 23-7 shall take such steps as may be necessary or desirable to maintain its status as a charitable non-profit organization pursuant to the provisions of Section 501(c) _19_ of the Internal Revenue Code of 1986 or the comparable provision of any successor law.

ARTICLE XI

Fiscal Year

The fiscal year of CVMA 23-7 shall end on 31 December.

ARTICLE XII

Conflict of Interest Policy

CVMA 23-7, its Members, and Officers, shall make every effort to protect the integrity and purpose of the association. CVMA 23-7 will make every effort to refrain from entering transactions that would disqualify CVMA 23-7 from operating as a tax-exempt organization. To that end, CVMA 23-7 adopts and implements the conflict-of-interest policy as set forth in Appendix B, attached and incorporated to these by-laws as though fully set forth herein. *See Appendix B.*

ARTICLE XIII

Dissolution

Section 1. Dissolution by unanimous consent.

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

Section 2. Distribution of assets upon dissolution.

In the event the Chapter is dissolved on its own or if it is revoked by the NBOD, the assets of the Chapter shall be transferred to the national organization for safe keeping and shall not be considered the general funds of the national organization. The assets must be used to benefit the remaining members and Chapters of this state where the dissolved Chapter was located. The State Representative shall work with the remaining Chapters and members of the state to develop a plan for the redistribution of assets to benefit the members of this state. Upon approval by the State Representative and a majority of the members of that state, the State Representative shall provide written notice to the NBOD of how the

assets are to be handled. The NBOD shall confirm that the plan as submitted does not violate any laws. If the plan does not violate any laws, the NBOD shall then promptly transfer the assets as directed by the plan. If the plan does appear to violate a law, the NBOD shall notify the State Representative and provide recommendations. The State Representative shall then work with the remaining Chapters and members to develop a plan that is compliant or provides satisfactory proof that the original plan does not violate any laws.

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

By-Laws Change Revision History

April 2023:

- Complete revision to incorporate National Chapter Bylaw Template_2-2-2022
- Incorporate following Chapter Policy Letters:
 - 5-2-20
 - 5-3-20
 - 5-4-20
 - 6-2-20
 - 2-2-21

July 2020:

- Article 2, (Amend) Section 2.8
- Article 4, (Amend) Section 4.6
- Article 4, (Add) Section 4.7
- Article 8, (Add) Section 8.14
- Article 10, (Amend) Section 10.6a
- Article 4, (Amend) Section 4.6

APPENDIX A

BYLAW CHANGE PROPOSAL FORM/INSTRUCTIONS

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

The proposal shall include the following:

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



COMBAT VETERANS MOTORCYCLE ASSOCIATION®

BYLAW CHANGE PROPOSAL



<u>Submitter's Name & FM #</u> <u>Phone #</u>	/	<u>Chapter #</u>	/	<u>Email Address</u>	/	<u>Contact</u>
<u>Indicate:</u>	<u>Article</u>	/	<u>Section</u>	/	<u>Subsection(s)</u>	
<u>Changes shown here</u> <u>See attached</u>						
<u>Justification for change shown here</u> <u>See attached</u>						
Chapter#: Chapter Meeting Date: Voting Results: AYE ____, NAY ____						
Chapter Officer Name & Signature:						
State Rep Name & Signature						

APPENDIX B

CONFLICT OF INTEREST

Purpose

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

Definitions

1. Interested Person

Any member or officer, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- An ownership or investment interest in any entity with which the corporation has a transaction or arrangement,
- A compensation arrangement with the corporation or with any entity or individual with which the Organization has a transaction or arrangement, or
- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the corporation is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to CVMA 23-7, its members, and officers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the relevant meeting while the determination of a conflict of interest is discussed and voted upon. The remaining CVMA 23-7, its Members, and Officers shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

(a) An interested person may make a presentation at CVMA 23-7 meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

(b) CVMA 23-7, its Members, and Officers shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, CVMA 23-7 shall determine whether the corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

(d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, CVMA 23-7 shall determine by a majority vote of the disinterested members whether the transaction or arrangement is in the corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

(a) If CVMA 23-7, its members, and officers has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, CVMA 23-7, its members and officers determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

5. Records of Proceedings

The minutes of CVMA 23-7, its members, and officers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and CVMA 23-7, its members, and officers' decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

6. Compensation

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

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

(c) No voting member of CVMA 23-7, its members and officers whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

7. Annual Statements (See Appendix C)

Each CVMA 23-7 Officer shall annually sign a statement which affirms such person:

- (a) Has received a copy of the conflicts of interest policy,
- (b) Has read and understands the policy,
- (c) Has agreed to comply with the policy, and
- (d) Understands the corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax- exempt purposes.

8. Periodic Reviews

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

- (a) Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- (b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

9. Use of Outside Experts

When conducting the periodic reviews as provided for in Periodic Review (above), the corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

APPENDIX C: Conflict of Interest Affirmation

(When used, this sheet is to be printed and kept separately in Chapter records.)

By placing name and signature below I attest that I have read and understand the Conflict of Interest Policy of Chapter 23-9.

[illegible]