



**ARTICLES OF INCORPORATION & BYLAWS
LYNCHBURG RIDGE RIDERS CHAPTER 27-11
OF THE
COMBAT VETERANS MOTORCYCLE
ASSOCIATION®**

PREAMBLE

The Lynchburg Ridge Riders Chapter (27-11) of the Combat Veterans Motorcycle Association® publishes and declares the following as the Bylaws governing said chapter. WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS! WE HAVE VETERAN'S INSIGNIA!

NAME AND EMBLEM ARTICLE 1

Section 1.1- Name

The name of this association is Lynchburg Ridge Riders Chapter (27-11) of the Combat Veterans Motorcycle Association, herein referred to as "CVMA® 27-11".

Section 1.2 – Emblem and Logo

The emblem / logo 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 of Directors (NBOD). The emblem of the Combat Veterans Motorcycle Association is in the shape of a skull encompassed by the following colors. The incorporated colors are: Red, representing the blood that has been shed on the battlefield. The Military Gold, representing all branches of the military service of the United States. Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The Skull and ace of spade represents the death that war leaves in its wake.

Section 1.3 – Principal Office

The principal office of the Lynchburg Ridge Riders Chapter 27-11 of the Combat Veterans Motorcycle Association will be located at the following address:

CVMA 27-11, 159 Buck Hill Road Amherst VA 24521

Section 1.4 - Change of Address

The designation of the county or state of CVMA 27-11 principal office may be changed by amendment of these bylaws. The chapter board of officers may change the principal office from one location to another within the named county by noting the changed address and effective date below, and such changes shall not be deemed, nor require, an amendment of these Bylaws.

(a) New Address: _____

(b) Dated: _____

Section 1.5 - Other Offices

CVMA 27-11 may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of officers may, from time to time, designate.

NON-PROFIT PURPOSES ARTICLE 2

Section 2.1 – Protocol

CVMA 27-11 is formed to provide a fraternal association for qualified veterans of past or present members of the Armed Forces of the United States (AFUS), to include US Army, Navy, Air Force, Marine Corps, and Coast Guard for the betterment of communication and camaraderie between other motorcycle associations, veteran’s organizations, and or motorcycle groups.

Section 2.2- IRC Section 501 (c) (3) Purposes

CVMA 27-11 is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501 (c) (3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code.

Section 2.3 - Promote.

To promote interest in various forms of motorcycle activity associated with veterans and to create and maintain camaraderie among veterans from all branches of the AFUS.

Section 2.4 - Befitting

To conduct association functions and activities in a manner befitting all members of CVMA 2711.

Section 2.5 – Awareness

To raise awareness for the challenges faced by veterans, and their families, upon returning home from combat theaters. To raise awareness of veteran Post-Traumatic Stress Disorder (PTSD), Traumatic Brain Injury (TBI), other visible and non-visible injuries and for the plight of POWs, MIAs.

Section 2.6 – Patriotic

To participate in activities of patriotic nature.

Section 2.7 - Support

To support veteran organizations.

Section 2.8 - Helping Veterans

Help all veterans, and their families, in need throughout the State of Virginia in any way we are able.

MEMBERSHIP ARTICLE 3

Definitions:

The term "good standing" shall be defined as any person who has fulfilled the requirements for membership in the Combat Veterans Motorcycle Association, who is not currently under disciplinary review or probationary status for disciplinary reasons, who has paid the necessary dues and conformed to the requirements as set forth in these bylaws.

Section 3.1 – Full Members (FM)

1. The requirement for full membership, attendance, medical retirement, and life membership are in accordance with National Bylaws.

Section 3.2 – Auxiliary (AUX)

2. The requirement for auxiliary membership, attendance, medical retirement, and life membership are in accordance with National Bylaws and Auxiliary National Bylaws.

Section 3.3 - Support members (SUP)

1. The requirement for support membership, attendance, medical retirement, and life membership are in accordance with National Bylaws and Auxiliary National Bylaws.
2. Will have no vote in National CVMA business but may vote in Chapter CVMA business.
3. Cannot hold a position on the CEB.

Section 3.4 - Right to Verify

By applying for membership with the CVMA, you are giving the CVMA and its national BOD the right to verify any membership application, DD 214, documentation, orders and records.

Section 3.5 - Attendance

Each member must attend a minimum of at least one (1) event hosted by the Combat Veterans Motorcycle Association per year. This requirement may be met by attending anyone (1) of the following within the CVMA dues calendar year. Members not in compliance will have their status (via 201 file) annotated as "Not in Good Standing due to attendance".

- a) National, Regional or State sanctioned CVMA event.
- b) Any Chapter CVMA function, that includes the sponsoring Chapter Executive Board (CEB) participation.

Any member that was deployed at any time during the year is exempt from meeting this requirement. Life Members and Medically Retired members are exempt from meeting this requirement. Chapter Officers are responsible for "looking after" their members and should make efforts to ensure all members are aware of this requirement and assist

their membership attendance of one of these events. This bylaw will be measured on the CVMA dues calendar year from July 1 through June 30th each year.

Section 3.6 - Conduct

All members **MUST** conduct themselves in a manner that is not an embarrassment to themselves, CVMA 27- 11, CVMA or the United States of America.

Section 3.7 - Possess.

All Full and Support members must possess a valid motorcycle driver's license endorsed by their state as well as proof of insurance for their motorcycle(s).

Section 3.8 - Misconduct

- (a). In the event of misconduct by any member, under the by-laws of the Combat Veterans Motorcycle Association, the NBOD possesses the right to revoke that member's CVMA membership. Misconduct is defined as failure to abide by the by-laws of the Combat Veterans Motorcycle Association.
- (b). Bringing dishonor upon the CVMA 27-11 in action, word(s), or deeds.
- (c). Always remember WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS! WE HAVE VETERAN'S INSIGNIA!

Section 3.9 - Rights of Members

Each full member in good standing shall be eligible to one vote. Each support member with at least one year of active participation and in good standing shall be eligible for one vote on solely CVMA 27-11 business. Each member must be present to cast the member's vote in association business/elections.

Section 3.10 - Resignation and Termination

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. The resigning member is obligated to relinquish the CVMA backpatch(s) before the next chapter meeting. Any member who is terminated, or quits, without properly resigning forfeits all CVMA items.

Section 3.11 - Non-Voting Membership

The CEB shall have the authority to establish and define non-voting categories of membership. Non-voting categories of membership are not eligible to cast votes in any association activities, elections and proposed transaction or arrangement.

Section 3.12 - Non-Voting Categories

- (a). Solely for CVMA 27-11 business, the non-voting categories are defined as auxiliary, not in good standing, and non-chapter member.

MEETINGS AND QUORUM ARTICLE 4

Section 4.1 - Regular Meetings

Regular meetings of the members shall be held monthly, at a time and place designated by the Commander or as determined by the officers.

Section 4.2 - Annual Meetings

An annual meeting of the members shall take place with the specific date, time and location of determined by the Commander. At the annual meeting the members shall elect officers, receive reports on the activities of the association, and determine the direction of the chapter for the coming year. 27-11 Annual Meeting is held in the month of January.

Section 4.3 - Special Meetings

Special meetings and special CEB meetings may be called by the Chapter Commander with at least one other CEB Member and two active members. A special meeting may also be called by 20% of the voting members.

Section 4.4 - Notice of Meeting

- (a). Notice of each regular and annual meeting shall be given to each voting member, by electronic-mail (e-mail) (primary) or telephone call (secondary), not less than two weeks prior to the meeting.
- (b). Notice of special meeting shall be given to each voting member not less than one week prior to the meeting.

Section 4.5 – Quorum

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

Section 4.6 - Voting

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

Section 4.7 – Conduct of Meetings

Roberts Rule of Order will be applied during meetings to affect parliamentary procedures, unless otherwise amended and provided for in the bylaws. Chapter Commander will appoint a member of the CEB to serve additional duty as parliamentarian.

INITIATION FEES AND DUES ARTICLE 5

Section 5.1 – National Dues

- (a). The National Dues for Full, Auxiliary and Support members are detailed in the National Bylaws.

Section 5.2 – Chapter Dues

- (a). Membership chapter dues shall be at such rate, schedule or formula as may from time to time be prescribed by the chapter CEB and approved by the general membership.
- (b). All chapter dues go straight to the chapter.

Section 5.3 - Dues Deadline

- (a). National Dues are due by June 30th, annually.
- (b). Chapter Dues, if any are due by Jan 31st, annually.

Section 5.4 – Patches and other items

- (a). All members obtaining patches of the CVMA will be done so at cost plus shipping and handling.
- (b). Anything worn below the CVMA 10” or 12” large patch on any chapter member’s garment, e.g., member’s vest, jacket, etc., that will not reflect negatively nor bring discredit to the CVMA or give the appearance or perception of a rocker patch as commonly associated with Motorcycle Clubs (MCs).
- (c). Other than official military unit patches, diamond shaped patches are prohibited. If unsure, member will clarify with Chapter CEB prior to attaching to CVMA garment. Refer to the CVMA National Protocol Revision C dated March 18, 2014 Appendix A, Glossary for detailed images and abbreviations for explanation.

DIRECTORS ARTICLE 6

The CEB, filled by the chapter’s command positions and herein referred to as “Board”. The CEB constitutes the Chapter Executive Board (CEB), responsible for the execution of the authorized policies, by majority votes, recommendations affecting the policies of CVMA 27-11 which have been previously approved. The CEB is responsible for reporting Bylaws infractions, as well as actions taken, to the Virginia State Representative and/or the Regional Representative and/or the National BOD for their review.

OFFICERS ARTICLE 7

Section 7.1 - Designation of Officers

- (a). The elected chapter officers of CVMA 27-11 also named Command positions (IAW CVMA Policy) shall be Chapter Commander, Executive Officer, Secretary, Treasurer, and Sergeant at Arms. The elected detachment officers of CVMA 27-11 shall be a Commander, Executive Officer, and Secretary/Adjutant.
- (b). Appointed Staff positions (IAW CVMA Policy), include Safety, Public Relations, unless filled by a Full Member and therefore a member of the CEB, Web Master, Quarter Master, Road Captain and Strategy and Planning. The elected officers of CVMA 27-11 may designate additional appointed positions with a simple majority rule.

ELECTIONS ARTICLE 8

Section 8.1 - Eligible

- (a). All full members shall be eligible to any elected office in CVMA 27-11.
- (b). All full, auxiliary and support members shall be eligible for any appointed office in CVMA 27-11.
- (c). All nominees for any 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.

Section 8.2 - Nominations

The elected Officers for CVMA 27-11 shall be nominated a minimum of 2 weeks prior to the designated annual election meeting.

Section 8.3 – Offices

No member shall hold two elected offices at the same time but may hold one elected and one or more appointed office.

Section 8.4 – Good Standing

Elected and or appointed officers must remain active members in CVMA 27-11 and in good standing for the duration of the term while in office.

Section 8.5 – Term of Office

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

Section 8.6 - Elections

Elections will be conducted at the designated annual CVMA 27-11 meeting. The Commander will vote only in the event of a tie. Members must be present to vote, there are no proxy votes. Chapter may allow deployed military members to vote for Chapter Officers via e-mail directly to the secretary.

Section 8.7 - Resignation

Should an elected officer resign from office for any reason the Chapter Commander, with the approval of the CEB will appoint a replacement to serve until the next Special Election meeting.

DUTIES OF OFFICERS ARTICLE 9

Section 9.1 – Chapter Commander

The Commander is the Chief Executive Officer of the chapter / detachment. All matters concerning relations between the chapter and any outside person or organization should be routed to the Chapter Commander for appropriate action. The Commander will preside over all meetings of the chapter / detachment; act as ex-officio member of all committees, issue the call for regular and special meetings, schedule regular elections, and ensure they are held in accordance with these Bylaws, and carry out the directives of the national BOD and CVMA 27-11 officers. The Executive Officer, Secretary, Treasurer, and Sergeant at Arms are accountable to the Commander.

Section 9.2 - Executive Officer

The Executive Officer shall coordinate all committees and supervise plans for all chapter / detachment events. Additionally, the Executive Officer shall assume all responsibilities and duties of the Commander in his or her absence.

Section 9.3 – Secretary

The Secretary is responsible for making and keeping all CVMA 27-11 records, including: the membership list, the Bylaws, Rules of Order, Standing Rules, records of all committee appointments, all written reports, copies of all correspondence between CVMA 27-11 and any outside person or organization, and shall keep, and publish, correct minutes of the proceedings of the CVMA Officers and general membership meetings. The Secretary prepares all required reports.

Section 9.4 - Treasurer

The Treasurer shall keep correct and complete books and records of account and will maintain all funds of CVMA 27-11. He or she may disburse funds to pay expenses as prescribed in the Bylaws. The Treasurer will collect chapter dues and other forms of income due to CVMA 27-11, maintain the accounting books, make payments from the chapter funds when so ordered by the chapter membership, sign all chapter checks and ensure those so required are countersigned by the Commander. Make regular reports of CVMA 27-11 financial status to the Officers, the general membership and the national and chapter as may be required by law for tax-exempt status.

Section 9.5 - Sergeant at Arms

The Sergeant at Arms will maintain order during all meetings, verify ID cards and ensure that all in attendance are members in good standing or invited guest, 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 SAA 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 SAA will assume all duties assigned by the Chapter Commander.

Section 9.6 - Road Captain

The Road Captain is an appointed position by the Board. A designated Road Captain is responsible for all CVMA 27-11 runs. He or she shall research, plan, and organize all runs. During actual time on the road or at intermediate stops during a run, he shall act as ranking officer, deferring only to the Commander or Executive Officer.

Section 9.7 – Strategy and Plans

The Strategy and Plans Officer is an appointed position by the Board. The SP will be responsible for developing long range plans and objectives that support the overall intent and purpose of the CVMA 27-11 mission. He or she will identify and coordinate supporting requirements for future events and coordinate hand-off to the Public Relations as events become “next in line”. The SP reports directly to the Commander and elected Officers of CVMA 27-11.

Section 9.8 – Public Relations

The Public Relations Officer is an appointed position by the Board, unless filled by a Full Member and then is a CEB member. The PR will maintain a file and have it ready to present at each meeting and all association functions. He or she will oversee all the CVMA 27-11 publicity, in conjunction with and approved by the Commander. Duties will include: Historian, association file, pictures, newspaper articles, TV and radio announcements and the associations web site. The PRO will coordinate all external information through the CVMA 27-11 Officers prior to release. PR focus is to increase awareness of CVMA 27-11 purpose and events as well as garner support from the community. The PR reports directly to the Commander and elected Officers of CVMA 27-11.

Section 9.9 – Safety

The Safety Officer is an appointed position by the Board. The Safety Officer will maintain most current information on motorcycle safety and laws. He or she will periodically monitor motorcycles and riders for any safety hazards. The Safety Officer will identify any safety concerns to the Commander. The Safety Officer will periodically schedule and run refresher training for all CVMA 27-11 members. The Safety Officer reports directly to the Commander.

Section 9.10 – Quarter Master

The Quartermaster is an appointed position by the Chapter Commander. He or She will be responsible for maintaining and selling all Chapter merchandise. He or She will issue receipts for any items sold. Reconciliation with the Chapter Treasurer will happen at the end of each scheduled meeting with receipts and fund being provided for the Treasurer. Duties also include informing Chapter Commander when supplies drop below 25 percent, so items may be reordered and briefing at Chapter meetings.

Section 9.11 – Webmaster

The Webmaster is an appointed position by the Chapter Commander. The Webmaster must have computer experience. And is responsible for maintaining all Chapter Web based communications to include: Chapter Webpage, Chapter Google group, Chapter Facebook and the Chapter member's only Forum accounts. When needed He or She Will inform Chapter Commander of members that are not following guidance on web resources for action. He or She shall assist Chapter members in all matters concerning our web-based communications and perform additional duties as assigned. When required will brief at chapter meetings.

Section 9.12 – Chaplain

The Chaplain is an appointed position by the Commander. The Chaplain is responsible for counseling and advising chapter members and their family members on religious or spiritual matters. They can lead in worship services such as prayer, conduct study groups and serve as grief counselors. Chaplains can be from any faith and be called on to counsel those from faiths other than their own. The Chaplain serves as adviser and counselor in dealing with effects of injuries, illnesses, or death.

Section 9.13 - Performance of Duties

Failure without just cause to perform duties of office may result in removal of officer.

DELEGATIONS ARTICLE 10

Section 10.1 - Appointed.

Delegates will be appointed by the CVMA 27-11 Commander, to represent CVMA 27-11 at any convention, meeting, rally, or other assembly that may be deemed necessary. All delegations are authorized to exercise only those powers specifically vested in them by the Chapter Officers.

DETACHMENTS ARTICLE 11

Detachments, if formed, are sponsored and accountable to CVMA 27-11 and must meet all requirements prescribed by the National CVMA Bylaws and National Policy.

HOLD HARMLESS ARTICLE 12

(a). All Full Members, Support Members and Auxiliary Members, its successors and assigns, agree to save and hold harmless Chapter 27-11 of the Combat Veterans Motorcycle Association and any of its Board and officers from all cost, injury and damage incurred by any chapter activities and from any other injury or damage to any person or property whatsoever, any of which is caused by an activity, condition or event arising out of the performance, preparation for performance or nonperformance of any provisions of this agreement by the Combat Veterans Motorcycle Association Chapter 27-11.

(b). Any cost, jury, damage or other injury or damage incurred by or to any of the above shall include, in the event of an action, court costs, expenses of litigation and reasonable attorney's fees. This save harmless clause is not intended to indemnify against any costs or damage, or portion thereof caused by the Combat Veterans Motorcycle Association Chapter 27-11.

EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS ARTICLE 13

Section 13.1 - Execution of Instruments, Deposits and Funds

The CVMA 27-11 Officers, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of CVMA 27-11 to enter into any contract or execute and deliver any instrument in the name of and on behalf of CVMA 27-11, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent or employee shall have any power or authority to bind CVMA 27-11 by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 13.2 - Checks and Notes

Except as otherwise specifically determined by resolution of the Officers, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness shall be signed by the Treasurer and countersigned by the Commander of CVMA 27-11.

Section 13.3 - Deposits

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

Section 13.4 - Gifts

The CVMA 27-11 Officers may accept on behalf of the corporation any contribution, gift, bequest or devise for the nonprofit purposes of this corporation.

Section 13.5 – Discretionary Funds

The Commander and Executive Officer have individual authority to obligate no more than \$200.00 for any reason. Any use of the discretionary fund will be identified to the Treasurer and reported to the Chapter general membership at the next Chapter meeting. No more than \$200.00 can be exceeded until funds are posted, reconciled by Treasurer and approved by the members at the next posted meeting.

IRC 501 [C] [3] TAX EXEMPTION PROVISIONS ARTICLE 14

Section 14.1 - Limitations on Activities

No substantial part of the activities of CVMA 27-11 shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and CVMA 27-11 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, CVMA 27-11 shall not carry on any activities not permitted to be carried on by a:

(a). Corporation exempt from federal income tax under section 501[c] [3] of the Internal Revenue Code.

(b). Corporation, contributions to which are deductible under section 170 [c] [2] of the Internal Revenue Code.12.2- Prohibition against Private Inurement

No part of the net earnings of CVMA 27-11 shall inure to the benefit of, or be distributable to, its members, directors or trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation.

Section 14.2 - Distribution of Assets

Upon the dissolution of CVMA 27-11, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501[c] [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. If its funds are used for charitable purposes, the trust or foundation must provide in its organizing document that upon dissolution its funds will continue to be dedicated to charity. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

CONFLICT OF INTEREST POLICY ARTICLE 15

Section 15.1 - Purpose

The purpose of the conflict-of-interest policy is to protect CVMA 27-11 tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 15.2 - Definitions

1. Interested Person - Any Officer with a direct or indirect financial interest, as defined below, is an interested person.
2. Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 - (a). An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.
 - (b). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
 - (c). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 14.3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 15.3 - Procedures

1. Duty to Disclose.

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

2. Determining Whether a Conflict of Interest Exists

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

3. Procedures for Addressing the Conflict of Interest

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

Section 15.4 - Violations of the Conflicts of Interest Policy

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

Section 15.5 - Records of Proceedings

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

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

Section 15.6 - Compensation

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

(c). No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 15.7 - Annual Statements

Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person has: (a). Received a copy of the conflicts of interest policy, (b). Read and understands the policy, (c). Agreed to comply with the policy, and (d). Understood the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 15.8 - Periodic Reviews

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

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

Section 15.9 - Use of Outside Experts

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

AMENDMENTS ARTICLE 16

Section 16.1 - Altered.

- (a). These Bylaws may be altered or repealed, and new Bylaws adopted semi-annually in February (after annual meeting elections of board) and August (after the National meeting) monthly meeting or at a special 27-11 meeting by two thirds vote of the members present and casting a vote.
- (b). Board can revise the bylaws for clarification of a section and/or conflicting article.”

Section 16.2 – Amendments

Approved and accepted amendments take effect immediately following approval by the NBOD.

Section 16.3 - Changes

Any changes to any Article and/or Section of the CVMA 27-11 Bylaws will be discussed and voted on by a quorum.

Section 16.4 – Precedence

If any CVMA 27-11 Bylaws conflicts with the CVMA National Bylaws, the National Bylaws will take precedence over these Bylaws.

Section 16.5 - Conflict

If any CVMA 27-11 Bylaws, conflicts with Federal and/or State of Virginia Domestic Nonprofit Veterans 501 (c) (3) provisions and/or statutes. The conflicting Article(s) and/or Section(s) shall be revised, by the Chapter CEB.

CONSTRUCTION AND TERMS ARTICLE 17

Section 17.1 - Conflict

If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of CVMA 27-11, the provisions of the Articles of Incorporation shall govern.

Section 17.2 - Unenforceable or Invalid

If any of the provisions or provisions 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.

Section 17.3 - 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 the state of Virginia and used to establish the legal existence of CVMA 27-11.

Section 17.4 - References

(a). All references in these Bylaws to a section or section of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.

(b). All contents of these pages are protected. Use other than by CVMA 27-11, is not permitted. © 2011. All Rights Reserved.

(c). Combat Veterans Motorcycle Association logo and name are trademark TM 2001 by Combat Veterans Motorcycle Association.

CONSTRUCTION AND TERMS

The undersigned certifies that he is the Commander of Combat Veterans Motorcycle Association Virginia Chapter 27-11, a Virginia nonprofit / nonstock corporation, and that as such he is authorized to execute this certificate on behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 17 articles and 17 pages, including this page constitute the Bylaws of the Corporation as of this date, duly adopted by the Directors of the Corporation and the chapter members at their semi-annual bylaw proposal meeting on 10 February 2018, as amended from time to time prior to the date hereof.

X DAW

Dated: 10 Mar 21

David (Snake) Work

Chapter Commander

Lynchburg Ridge Riders Chapter 27-11 of the Combat Veterans Motorcycle Association