



**Combat Vets  
Motorcycle Association 45-3 Inc.  
Bylaws**



**PREAMBLE**

**The Combat Vets Motorcycle Association 45-3 Inc. Chapter (45-3) 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 Combat Vets Motorcycle Association 45-3 Inc. herein referred to as "CVMA 45-3".**

**Section 1.2 – Emblem and Logo**

**The emblem and logo used by the Combat Veterans Motorcycle Association are 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 CVMA 45-3 of the Combat Veterans Motorcycle Association will be located at the following address: CVMA 45-3, P.O. Box 97, Greenville, WI 54942-0097 USA.**

**Section 1.4 - Change of Address**

**The designation of the county or state of CVMA 45-3 principal office may be changed by amendment of these bylaws. The Chapter Board of Directors (BOD), herein referred to as "BOD" 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 as, nor require, an amendment of these Bylaws.**



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### **Section 1.5 - Other Offices**

**CVMA 45-3 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.**

## **NONPROFIT PURPOSES**

### **ARTICLE 2**

#### **Section 2.1 – Protocol**

**CVMA 45-3 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.**

#### **Section 2.2- IRS Section 501 (c) (19) Purposes**

**CVMA 45-3 is organized exclusively for charitable, religious, educational, and/or scientific purposes as specified in Section 501 (c) (19) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) (19) 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 45-3.**

#### **Section 2.5– Awareness**

**To raise awareness of the challenges faced by veterans, and their families, upon returning home from combat theaters. To raise awareness of the veteran population with post-traumatic stress disorder (PTSD) and other visible and non-visible injuries. To raise awareness for the plight of personnel considered prisoners of war and missing inaction.**



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**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 U.S. veterans, and their families, in need wherever and whenever possible.

**MEMBERSHIP**

**ARTICLE 3**

**Section 3.1 – Full Members**

(a). Person of good character.

(b). Who is a Veteran of a Department of Defense (DoD) designated combat theater.

(c). The **ONLY** Acceptable proof of combat action for membership to the CVMA are:

i. A verified copy of DD-214 which must be surrendered to the CVMA national BOD for verification.

ii. Active Duty/Reserve/National Guard, show proof of your combat military service on one of the following, which must be surrendered to the national BOD for verification:

1. Official DoD stationery, forms, or other documentation by name,
2. Orders (no codes in English),
3. Army ERB/ORB (2-1),
4. Marine Corps page 4,
5. Navy page 3,
6. Air Force award data record page,
7. Coast Guard PDR award page;



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- (d). Must be licensed, capable and authorized to operate a motorcycle of 30.50cu.in (500cc) or above. All CVMA 45-3 rides require a 500cc or above motorcycle in sound working order and in compliance with all state of registration laws.
- (e). Full members will read and abide by all CVMA Bylaws (National State and Chapter).
- (f). Should a full member resign, they will be given a 5-day grace period to rescind their resignation with no repercussions. After the 5-day grace period a member will have to re-apply for membership as a new member and will require national BOD approval.
- (g). Active members in good standing with the CVMA, who after 1 year become infirmed, disabled or otherwise unable to ride their motorcycles, will be able to keep their patch and be retired as member in good standing with the CVMA.
- (h). \$20.00 annual dues to national CVMA organization will be assessed and a CVMA Full member ID will be issued.
- (i). Life membership - Life Membership Requirements
- i. 3 years active and in good standing in the CVMA.
  - ii. Participation of at least one sanctioned CVMA event per year, one during the three-year period MUST be a National Meeting. Deployment into a hostile fire zone supersedes all sanctioned CVMA events.
  - iii. National's cost for life membership is \$200.
  - iv. If a life member quits for any reason or the member is removed from the CVMA rolls for any reason, no refunds will be made.
  - v. A Life Member that can no longer ride due to health reasons may, at their discretion, remain a member in good standing with full privileges' and may keep their patch.

**Section 3.2 - Support members**

- (a). Must be of good character.
- (b). Must be licensed, capable and authorized to operate a motorcycle of 30.50cu.in (500cc) or above. All CVMA 45-3 rides require a 500cc or above



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motorcycle in sound working order and in compliance with all state of registration laws.

(c). Maximum number of support members will be managed by the Wisconsin State Representative and will not exceed 10% of total Wisconsin CVMA full members.

(d). Support members must be a veteran of the United States Armed Forces.

(e). Active Duty/Reserve/National Guard, show proof of your military service on one of the following, which must be surrendered to the national BOD for verification:

1. Official DoD stationery, forms, or documentation by name,
2. Orders (no codes in English),
3. Army ERB/ORB (2-1),
4. Marine Corps page 4,
5. Navy page 3,
6. Air Force award data record page,
7. Coast Guard PDR award page.

(f). Prior service applicants will surrender to the national BOD a copy of their DD Form 214.

(g). Support members will read and abide by all CVMA Bylaws applicable to them.

(h). Support members have no vote in CVMA business at large. Support members will have a vote for those issues pertaining solely to CVMA 45-3 after 1 year of active participation.

(i). Support members are ineligible to hold any elected officer positions within CVMA and only eligible to hold an appointed officer position within CVMA 45-3.

(j). Support members are required to submit their application and proof of service in the AFUS, through a full member of CVMA 45-3, who has held a membership for not less than one year. Support members are required to be known by their sponsor for a minimum of 6 months and have ridden a minimum of 3,000 miles with their sponsor.

(k). A full member submitting an application for a support member must vouch for the new support member and meet the above criteria.



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**(l). Only 1 support member can be vouched on per year by an individual CVMA 45-3 full member.**

**(m). \$10.00 annual dues to national CVMA organization will be assessed and a CVMA Support ID will be issued.**

**(n). Support members in good standing can wear the 10” supporter patch on the back of their jacket.**

### **Section 3.3 - Auxiliary Members**

**(a). Must be of good character.**

**(b). Shall submit proof of eligibility.**

**(c). All Auxiliary members must be a spouse, widow or widower of a full member in good standing with the CVMA.**

**(d). Support the efforts of all branches of the AFUS and CVMA 45-3.**

**(e). Auxiliary members will read and abide by all Auxiliary Unit Bylaws applicable to them.**

**(f). The Auxiliary will be attached to CVMA 45-3. They will be governed by Auxiliary Unit Bylaws, provided they do not conflict with National Bylaws and Bylaws of this Chapter.**

**(g). Auxiliary members have no vote in CVMA business.**

**(h). Auxiliary members cannot hold any officer or director position on the CVMA.**

**(i). \$10.00 annual national dues will be assessed by the national Auxiliary Unit and an Auxiliary ID will be issued.**

**(j). \$10.00 Chapter Dues will be assessed, and are to be paid by June 30<sup>th</sup>, annually.**

### **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**

**Members are expected to participate in chapter meetings and should attend a minimum of at least one (1) event hosted by the CVMA. This can also be an event**



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in any member's state if prior approval is obtained from the governing body of the CVMA.

### **Section 3.6 – Conduct**

All members **MUST** conduct themselves in a manner that is not an embarrassment to themselves, CVMA 45-3, CVMA or the United States of America.

### **Section 3.7 – Possess**

All Full 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 of a member, under the Bylaws of the CVMA 45-3, the Commander possesses the right to revoke that member's chapter membership. Misconduct is defined as failure to abide by the Bylaws of the CVMA 45-3 and any organization that the CVMA 45-3 supports.

(b). 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 and any organization that the Combat Veterans Motorcycle Association supports.

(c). Bringing dishonor upon the CVMA 45-3 in action, word(s), or deeds.

(d). 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. Full member must be present to cast the member's vote in association business/elections. Each support member with at least one year of active participation and in good standing will be eligible to vote on solely CVMA 45-3 business. A member in good standing that is otherwise entitled to a vote and deployed in support of combat operation will be given the opportunity to vote via proxy by emailing their vote to the Chapter Commander.



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**Section 3.10 - Resignation and Termination**

Any member may resign by filing a written resignation with the Secretary/Adjutant. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. The resigning member is obligated to relinquish all CVMA items before the next chapter meeting. Any member who is terminated, or quits, without properly resigning forfeits all CVMA items. The CVMA 45-3 officers may sequester all CVMA items not returned.

**Section 3.11 - Non-Voting Membership**

The Chapter BOD 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). For national CVMA business at large, the non-voting categories are defined as auxiliary, support, and members not in good standing.
- (b). Solely for Chapter CVMA 45-3 business, the non-voting categories are defined as auxiliary, members 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.

**Section 4.3 - Special Meetings**

Special meetings may be called by the Commander, or a simple majority of the officers. A petition signed by five percent of voting members may also call a special meeting.





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**Section 4.4 - Notice of Meeting**

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

(b). A delegated chapter officer shall provide notice of special meeting to each voting member, by phone call or e-mail, 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 three-fourths (3/4) majority vote of those present at the meeting in which the vote takes place, unless otherwise noted.

**INITIATION, FEES, AND DUES**

**ARTICLE 5**

**Section 5.1 – National Dues**

(a). Membership national association dues shall be at such rate, schedule or formula as may from time to time be prescribed by the national BOD and approved by the general membership.

(b). Full members. \$20.00 annual dues to national CVMA organization will be assessed and a CVMA Full member ID will be issued.

(c). Support members. \$10.00 annual dues to national CVMA organization will be assessed and a CVMA Support member ID will be issued.

(d). Auxiliary members. \$10.00 annual dues to national CVMA organization will be assessed and a CVMA Auxiliary member ID will be issued.

(e). In accordance with national Bylaws, Article 4, Section 5, all national dues continue to go straight to national.

**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 BOD and approved by the general membership.



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**(b). In accordance with national Bylaws, Article 4, Section 5, chapter dues will not exceed \$10.00 annual chapter dues. All chapter dues go straight to the chapter.**

**Section 5.3 - Dues Deadline**

**National and Chapter Dues are due by June 30th, annually (it is strongly encouraged to pay national dues by April 1<sup>st</sup>, annually, to aid in accurate delegate accounting).**

**Section 5.4 – Patches**

**(a). All members purchasing 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., will not reflect negatively nor bring discredit to the CVMA or give the appearance or perception of a rocker patch or diamond patch as commonly associated with Motorcycle Clubs (MCs). The only exception to this is the official insignia of a military unit, i.e. 4th Infantry Division.**

**(d). Charter members may wear the Charter (Perpetuity) Patch designating that they are an original starter member of the CVMA 45-3 chapter and will always remain on the rolls, as either a current Full Member or as an Honorary Member for so long as they remain members in good standing with the CVMA. The charter members are as follows: John "Smoke" Lemke, Howard "C.O.B.B." Carroll, Joshua "Dub 2" Kamke, Mark "Sandman" Blank, Gerald "Donkey" Jochman, Andy "Rigger" Ewing, Eric "Herc" Hill, Michael "Red" Helmeid, Justin "Big Bear" Gavin, Wallace "Thumper" Morrow, Bruce Simon, Patrick "Diablo" Delooze, Kurt "Six Gun" Carlson, Michael "Iron Sights" Marquette, Kelly "Spike" Spykerman, Nick "Oompa" Eiting, Chris "Snapper" Nollenberg, Anthony "Scratch" Palaia, Raymond "Barf" Von Bober, Steve "Jumper" Stefonik, Matthew "Stub" Bartley, Gene "CAV" Wheaton, Gary "Tank" Lapp, Robert "12-Pack" Springstroth.**



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**DIRECTORS**

**ARTICLE 6**

The Chapter Board of Directors (BOD), are the Officers holding the positions of Commander, Executive Officer, Secretary, Treasurer, Sergeant at Arms and one appointed officer selected by the Directors. The chapter BOD constitutes the Executive Board of the chapter, responsible for the execution of the authorized policies, by majority votes, recommendations affecting the policies of CVMA 45-3 which have been previously approved. The chapter BOD is responsible for reporting Bylaws-Law infractions, as well as actions taken, to the Wisconsin State Representative and/or the Regional Representative and/or the NBOD for their review.

**OFFICERS**

**ARTICLE 7 - Designation of Officers**

- (a). The elected officers of CVMA 45-3 shall be a Commander, Executive Officer, Secretary, Treasurer, and Sergeant at Arms.
- (b). Appointed officers include Public Relations Officer, Chaplain, Road Captain, Safety Officer, Webmaster, Quartermaster and Strategy and Plans Officer. The elected officers of CVMA 45-3 may designate additional appointed positions with a simple majority rule.

**CHAPTER ELECTIONS**

**ARTICLE 8**

**Section 8.1– Eligibility**

- (a). Only full members shall be eligible to any elected office in CVMA 45-3.
- (b). All full and support members shall be eligible for any appointed office in CVMA 45-3.
- (c). The nominees for any office must be active and a paid member in good standing, having a minimum of one (1) full year of CVMA membership.



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**Section 8.2– Nominations**

**A full member being nominated must be in attendance in order to accept the nomination or have an excused absence. Absentee nomination acceptance will be allowed for members not in attendance with approval of the Chapter Commander and Sergeant at Arms. Requests for absentee nomination acceptance must be submitted 48 hrs prior to voting to allow for due diligence. If the commander requires the absentee nomination acceptance, the XO and SAA will review the request. Similarly, if the SAA requires the absentee nomination acceptance, the Commander and XO will review the request.**

**Section 8.3 – Elected**

**Elected Officers shall be a Commander, Executive Officer, Secretary/Adjutant, Treasurer and Sergeant at Arms.**

**Section 8.4 – Offices**

**No member shall hold two elective offices at the same time but may hold one elective and one or more appointed offices. Officers, elected or appointed, may be eligible to hold office in a higher body and lower body and such offices may be held concurrently.**

**Section 8.5 - Good Standing**

**Elected and or appointed officers must remain active members in CVMA 45-3 and in good standing for the duration of the term while in office.**

**Section 8.6 - Term of Office**

**Elected Officers will serve a term of 24 months and consecutive terms are permitted All appointed positions (Strategy and Plans Officer, Safety Officer, Quartermaster, Chaplin, Webmaster and Road Captain, etc.) will be appointed by the chapter BOD annually. Newly elected Officers will take office within 30 days of election. Consecutive terms are permitted.**



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**Section 8.7 – Elections**

(a). Election will be conducted in March of each year. In order to maintain chapter continuity and so that the entire chapter Board of Directors (BOD) does not turnover at the same time; the elections for Chapter Commander, Treasurer and Sergeant at Arms, will be held in odd ending years; Executive Officer and Secretary will be held in even ending years.

(b). Proxy voting is not permitted.

(c). Absentee voting will be allowed for members not in attendance with approval of the Chapter Commander and Sergeant at Arms. Requests for absentee ballots must be submitted 48 hours prior to voting to allow for due diligence. If the commander requires the absentee ballot, the XO and SAA will review the request. Similarly, if the SAA requires the absentee request, the Commander and XO will review the request. Absentee ballots will be done via a closed ballot, submitted to the BOD before election.

**Section 8.8 – Resignation and Removal**

(a). Should an elected officer resign from office for any reason the chapter BOD will appoint a replacement to serve until the next Special Election meeting. An officer may resign by delivering his written resignation to the BOD, state representative, or the chapter members at large.

(b). Any officer may be removed with or without cause by vote of a three-quarters majority of members at any special meeting called for such a purpose. The chapter BOD will appoint a replacement to serve until the next Special Election meeting. An officer may be removed with cause only after reasonable notice and opportunity to be heard. In either instance, the successor shall hold the office for the remainder of the unexpired term.



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## **DUTIES OF OFFICERS**

### **ARTICLE 9**

#### **Section 9.1 – Commander**

The Commander is the Chief Executive Officer of the chapter. All matters concerning relations between the chapter and any outside person or organization should be routed to the Commander for appropriate action. The Commander will preside over all meetings of the chapter; act as 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 45-3 officers. The Executive Officer, Secretary-Adjutant, Treasurer, and Sergeant at Arms are accountable to the Commander.

#### **Section 9.2 - Executive Officer**

The Executive Officer shall coordinate all committees and supervise plans for all chapter events. The Executive Officer shall act as an intermediary between the Commander and the members. Additionally, the Executive Officer is second-in-command to the Commander, and shall assume all responsibilities and duties of the Commander in his or her absence.

#### **Section 9.3 – Secretary/Adjutant**

The Secretary/Adjutant is responsible for making and keeping all CVMA 45-3 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 45-3 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 Adjutant prepares all required reports.



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#### **Section 9.4 – Treasurer**

The Treasurer shall keep correct and complete books and records of account in accordance with Generally Accepted Accounting Principles (GAAP) and will maintain all funds of CVMA45-3. 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 45-3, maintain the accounting books, make payments from the chapter funds when so ordered by the Commander, sign all chapter checks and ensure those so required are countersigned by the Commander. Make regular reports of CVMA 45-3 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 is responsible for enforcing the Bylaws and Standing Policies of CVMA 45-3 and CVMA, and ensuring that orders of the Officers are carried out in an expeditious manner. He or she is responsible for policing and keeping order at all CVMA 45-3 events. The Sergeant at Arms is responsible for the safety and security of the chapter. The Sergeant at Arms will maintain order during meetings and check members ID cards before each meeting, and perform others duties as may be prescribed by the Commander.

#### **Section 9.6 - Road Captain**

The Road Captain is an appointed position by the Directors. A designated Road Captain is responsible for all CVMA 45-3 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 (SPO) is an appointed position by the Directors. The SPO will be responsible for developing long range plans and objectives that support the overall intent and purpose of the CVMA 45-3 mission. He or she will identify and coordinate supporting requirements for future events and coordinate hand-off to the Event Chairman as events become “next in line”. The SPO reports directly to the Directors.



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**Section 9.8 – Public Relations**

The Public Relations Officer (PRO) is an appointed position by the Directors. The PRO will maintain a file and have it ready to present at each meeting and all association functions. He or she will be in charge of all the CVMA 45-3 publicity, in conjunction with and approved by the Commander. Duties will include: Historian, association file, pictures, newspaper articles, TV and radio announcements. The PRO will coordinate all external information through the CVMA 45-3 Officers prior to release. PRO focus is to increase awareness of CVMA 45-3 purpose and events as well as garner support from the community. The PRO reports directly to the Directors.

**Section 9.9 – Safety**

The Safety Officer is an appointed position by the Directors. 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 45-3 members. The Safety Officer reports directly to the Directors.

**Section 9.10 – Chaplain**

The position of Chaplain is an appointed position by the Directors. The Chaplain will conduct the closing benediction during all membership and special meeting events. The Chaplain position also requires the notification of a member or family member of the CVMA who is afflicted, in distress to the chapter membership. The Chaplain will provide contact to the member or family in regards to the chapter BOD and membership. The chaplain will remain non-denominational.

**Section 9.11 – Quartermaster**

The position of Quartermaster is an appointed position by the Directors. The Quartermaster will maintain the inventory of all chapter stores, including but not limited to patches, apparel, accessories, coins and fundraising inventory. The Quartermaster must keep an accurate record of acquisitions, received donations and current inventory. The Quartermaster will be prepared to provide a report of the chapter's stores at regular business meetings. All receipts are to be remitted to the treasurer as soon as possible. For purposes of accurate financial reporting, the Quartermaster will not use "cash on hand" for purchases, all purchases and/or reimbursement for previous purchase shall be made with a disbursement by the Treasurer.





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**Section 9.12 Webmaster**

The position of Webmaster is an appointed position by the Directors. The Webmaster is a staff position and does not have a vote in all command-type decisions. The Webmaster 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 will inform commander of members that are not following guidance on web resources for action. He 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 9.13 - Performance of Duties**

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

**DELEGATIONS**

**ARTICLE 10**

Delegates will be appointed by the CVMA 45-3 Commander, subject to the approval of the State Representative, to represent CVMA 45-3 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 45-3 and must meet all requirements prescribed by the national CVMA Bylaws. The detachment officers will be elected by the detachment members. The chapter must vote to sponsor a detachment and be approved by a three-quarters (3/4) vote of the members present.



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**HOLD HARMLESS**

**ARTICLE 12**

(a). All Full Members, Support Members and Auxiliary Members, its successors and assigns, agree to save and hold harmless the Combat Vets Motorcycle Association 45-3 Inc., Chapter (45-3) of the Combat Veterans Motorcycle Association and any of its Directors 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 Wisconsin Chapter 45-3.

(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 45-3.

**EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS**

**ARTICLE 13**

**Section 13.1 - Execution of Instruments, Deposits and Funds**

The CVMA 45-3 Officers, except as otherwise provided in these Bylaws, may by resolution authorize any officer or agent of CVMA 45-3 to enter into any contract or execute and deliver any instrument in the name of and on behalf of CVMA 45-3, 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 45-3 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, Notes and Expenditures**

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/approved by the Commander of CVMA 45-3.



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**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 Board of Directors may select.

**Section 13.4 – Gifts**

The CVMA 45-3 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. 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.



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**IRS 501 [C] [19] TAX EXEMPTION PROVISIONS**

**ARTICLE 14**

**Section 14.1 - Limitations on Activities**

No substantial part of the activities of CVMA 45-3 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 45-3 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 45-3 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] [19] 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 45-3 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 45-3, 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] [19] of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distribution shall be made in accordance with all applicable provisions of the laws of this state.

**Section 14.3- Private Foundation Requirements and Restrictions**

In any taxable year in which CVMA 45-3 becomes a private foundation as described in Section 509(a) of the Internal Revenue Code, CVMA 45-3:

(a). Shall distribute its income for said period at such time and manner as not to subject to tax under Section 4942 of the Internal Revenue Code.



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

(c). Shall not retain any excess business holdings as defined in Section 4943 [c] of the Internal Revenue Code.

(d). Shall not make any investment in such manner as to subject the corporation to tax under Section 4944 of the Internal Revenue Code.

(e). Shall not make any taxable expenditure as defined in Section 4945 (d) of the Internal Revenue Code.

## **CONFLICT OF INTEREST POLICY**

### **ARTICLE 15**

#### **Section 15.1 – Purpose**

The purpose of the conflict of interest policy is to protect CVMA 45-3 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**

(a). Interested Person - Any Officer with a direct or indirect financial interest, as defined below, is an interested person.

(b). Financial Interest - A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

(i). An ownership or investment interest in any entity with which the Organization has a transaction or arrangement.

(ii). A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or

(iii). 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



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appropriate governing board or committee decides that a conflict of interest exists.

**Section 15.3 – Procedures**

**(a). 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.

**(b). 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.

**(c). Procedures for Addressing the Conflict of Interest**

**(i).** 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.

**(ii).** 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.

**(iii).** 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.

**(iv).** 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.



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**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.**



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**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.





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**AMENDMENTS**

**ARTICLE 16**

**Section 16.1 – Altered**

(a). These Bylaws maybe altered or repealed and changes, new amendments, and/or Bylaws adopted at any properly announced CVMA 45-3 Special meeting by a three-quarters, 3/4 vote of the members present.

(b). The chapter BOD can revise the bylaws for the purpose of clarification of a section and/or conflicting article. Such alterations of the bylaws under this subsection will be disclosed to the membership at the next chapter meeting.

**Section 16.2 – Amendments**

Approved and accepted amendments take effect immediately.

**Section 16.3– Changes**

Any changes to any Article and/or Section of the CVMA 45-3 Bylaws will be discussed and voted on by a quorum.

**Section 16.4 – Precedence**

If any CVMA 45-3 Bylaws conflicts with the CVMA National Bylaws, the National Bylaws will take precedence over these Bylaws.

**Section 16.5 – Conflicion**

If any CVMA 45-3 Bylaws, conflicts with Federal and/or State of Wisconsin Domestic Nonprofit Veterans 501 (c)(19) provisions and/or statutes, the conflicting Article(s) and/or Section(s) shall be revised, by the chapter BOD and shall take effect immediately.

**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 45-3, the provisions of the Articles of Incorporation shall govern.



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**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 this state and used to establish the legal existence of CVMA 45-3.

**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). CVMA 45-3 intends to apply for individual exemption as a 501(c) (19) tax exempt incorporation. Charitable contributions are deductible.

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

**CONSTRUCTION AND TERMS**

The undersigned certifies that he is the Secretary / Adjutant of Combat Veterans Motorcycle Association Wisconsin Chapter 45-3, a Wisconsin nonprofit / non-stock corporation, and that as such he is authorized to execute this certification behalf of said Corporation, and further certifies that the foregoing Bylaws, consisting of 17 articles and 26 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 regular meeting on XXth day of Month 20XX, as amended from time to time prior to the date hereof.

\_\_\_\_\_ **“Signature”** \_\_\_\_\_ **Amended Date XX Month 20XX**

**Name and Member #**

**CVMA 45-3 Secretary FM \_\_\_\_\_ Combat Vets Motorcycle Association 45-3 Inc. Chapter (45-3) of the Combat Veterans Motorcycle Association**