

BYLAWS OF
THE COMBAT VETERANS MOTORCYCLE ASSOCIATION® (CVMA®)
ARKANSAS CHAPTER 7-2
A 501 (c)(3) Not for Profit Association

ARTICLE I
Name & Purpose

Section 1. Name and Bylaws.

The name of the Chapter shall be Combat Veterans Motorcycle Association®, Chapter 7-2, and may include use of the acronym “CVMA® 7-2”. The Name of the Non-Profit Corporation shall be **CVMA AR7-2 Corp.** 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.

The CVMA is organized for charitable and other purposes as allowed by 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Article 501(c)(3) of the Internal Revenue Code. CVMA is a non-partisan association. 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.

ARTICLE II
Offices, Records, Emblem, Seal

Section 1. Association.

CVMA Chapter 7-2 is a non-profit corporation organized under the laws of the State of Arkansas.

Section 2. Offices

The principal and registered office of Combat Veterans Motorcycle Association, Inc. Chapter 7-2 will be located at the following address: 9412 Summer Road, Rogers, AR 72756.

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 within Arkansas. 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 7-2 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 3. 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 7-2 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 7-2 CEB, and records so designated shall not be disclosed to any person who is not a CVMA 7-2 Officer of said CEB, unless the disclosure is specifically authorized by CVMA 7-2 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 7-2 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 7-2 CEB deems necessary and appropriate for the administration of CVMA 7-2'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 7-2 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 4. 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 5. 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 sold to their respective membership 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.

ARTICLE III Members

Section 1. Membership.

Membership in the Chapter is wholly contingent upon the individual's membership in the national organization. CVMA 7-2 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 Retired Member
 - i. Life Member Medically Retired
 - ii. Non-Life Member Medically Retired
2. Aux Member

- a. Life Member
- 3. Support Member
 - a. Life Member
 - b. Medically Retired Member
 - i. Life Member Medically Retired
 - ii. Non-Life Member Medically Retired

Section 2. Chapter Dues.

CVMA 7-2 does not have annual chapter dues.

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 4. Voting.

Each full member in good standing is entitled to one vote on each matter coming before the chapter body of full members for a vote. Support/Auxiliary members can only vote on Chapter Business as determined by the CEB. Members may not vote by proxy, unless specifically authorized by these Chapter Bylaws (Article IV, Section 10). 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.

ARTICLE IV

Chapter Executive Board (CEB)

Section 1. Powers of the CEB.

The business and affairs of CVMA 7-2 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), record keeping (Secretary); and discipline and safety (Sergeant at Arms)

Section 3. Nomination and Election of CEB and Term.

The initial CEB of CVMA 7-2 shall serve until the 4th Quarterly meeting. Thereafter, the membership at its annual/4th Quarter meeting 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 and Secretary in odd-numbered years
- b) Executive Officer, Sergeant at Arms, and Treasurer in even-numbered years

Members seeking an Office in any given year an election is to be held will make his/her intention known no later than July 1st preceding the election. Member will submit a formal intention to run for a particular office. Formal intentions will be in the form of an email to any CEB member not running for election in that year. In addition to the formal intention notification, member seeking office is encouraged to include a letter of qualification.

Each Full 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). In case of a tie, the CCO shall verbally and in the presence of all members attending the voting event, cast the tie breaking vote unless running for office, then it shall be the CXO. All elected and or appointed officers must be active members in good standing and remain active members in good standing for the duration of the term while in office.

Section 4. Resignation.

Any CEB member of CVMA 7-2 may resign at any time, by giving notice thereof to CVMA 7-2 remaining CEB and the Arkansas 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.

Section 5. Vacancies.

Any vacancy occurring among the members of the CEB by reason of death, resignation, disqualification, or removal, shall be filled by appointment by the 7-2 Chapter Commander. A member appointed to fill a vacancy occurring in the CEB shall be appointed for the unexpired term of his or her predecessor in office.

Section 5. Removal.

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

Section 6. Robert's Rules

Robert's Rules of Order should be used during meetings to effect parliamentary procedures, unless otherwise amended and provided for in these bylaws. Robert's Rules are not adopted nor 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 7. Regular and Special Meetings.

Meetings of CVMA 7-2, regular or special, shall be held at such time, on such day, and at such place as the CEB shall designate.

Section 8. Notice of Meetings.

Notice of any chapter meeting shall be given at least seven (7) 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 9. 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.

Section 10. Vote by Proxy.

A voting member is expected to be personally present at all meetings of CVMA 7-2. Members may not vote by proxy, unless specifically authorized by these bylaws. Proxy votes shall only be authorized for active CVMA military members currently in a combat zone by the process of email sent directly to the Chapter Commander or such CEB member as stipulated.

Section 11. 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 Arkansas 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 12. 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 7-2.

ARTICLE V 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 7-2. 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.

Examples:

- a. Chapter Bylaws Committee
- b. Benevolent Fund Committee
- c. Charitable Donations Committee

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 in any committee.

ARTICLE VI Officers

Section 1. Number.

The officers of CVMA 7-2 shall be a Chapter Commander (CC), Chapter Executive Officer (CXO), a Chapter Secretary (CSEC), Chapter Treasurer (CTRES), and Chapter Sergeant at Arms (CSAA). 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 7-2 and, subject to the direction of the CEB, shall have general charge of the business, affairs, and property of the CVMA 7-2 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. CC shall also appoint any vacancies in the CEB

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.)

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, 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 meetings. The CSEC, under the direction of the CEB, prepares all reports required of the CSEC and assumes all additional duties to 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.

Section 5. Chapter Treasurer (CTRES).

The CTRES shall: Have charge and custody of and be responsible for all funds and securities of CVMA 7-2, and all financial books, tax submissions required by law, records and accounts of CVMA 7-2, to include any detachments that may be assigned to the Chapter. Receive and give receipts for monies due and payable to CVMA 7-2 from any source whatsoever, and deposit all such monies in the name of CVMA 7-2 in such banks, trust companies or other depositories as shall be selected by the CEB. In general perform all of the 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.

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.

Section 7. Chapter Public Relations Officer (CPRO) - Staff Position.

The CPRO will be appointed by the CEB and oversee all of the CVMA 7-2 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 7-2 web site, and all other duties assigned by the CEB. The CPRO position can be a Support Member or Auxiliary Member if no Full Member desires to be appointed to the position.

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., Chapter Public Relations Officer (CPRO), Road Captains (CRC), Chaplain (CCHAP), Quartermaster (CQM), and Webmaster (CWBM))

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 VII

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 7-2, 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 chapter sponsored 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 7-2 and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the CEB. Such authority may be general or confined to specific instances; provided, however, no loans shall be made by the CVMA 7-2 to its officers.

Section 3. Checks and Other Instruments.

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of CVMA 7-2 shall be signed by such officer or officers of CVMA 7-2 and in such manner as shall from time to time be determined by resolution of the CEB.

Section 4. Deposits.

All funds of CVMA 7-2 not otherwise employed shall be deposited to the credit of the CVMA 7-2 in such banks, trust companies or other depositories as the CEB may select.

ARTICLE VIII
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 7-2. Any such action shall require the vote of 2/3rds of the voting Members of CVMA 7-2 present and voting at a regular meeting. Bylaws or bylaw changes will not be valid until reviewed by the Arkansas State Representative and The Region V Representative and validated by the NBOD and dated as such. *See Appendix A for form and instructions.*

ARTICLE IX
Nonprofit Operation

The CVMA 7-2 will not have or issue shares of stock. No dividends will be paid. No part of the income or assets of CVMA 7-2 will be distributed to its members or officers without full consideration. CVMA 7-2 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)(3) of the Internal Revenue Code of 1986 or the comparable provision of any successor law.

ARTICLE X
Fiscal Year

The fiscal year of CVMA 7-2 shall be 1 July to 30 June.

ARTICLE XI
Conflict of Interest Policy

CVMA 7-2, its Members, and Officers, shall make every effort to protect the integrity and purpose of the association. CVMA 7-2 will take every effort to refrain from entering transactions that would disqualify CVMA 7-2 from operating as a tax-exempt organization. To that end, CVMA 7-2 adopts and implements the conflict-of-interest policy as set forth in the appropriate Appendix of the CVMA National Bylaws and incorporated to these by-laws as though fully set forth herein.

ARTICLE XII

Dissolution

Section 1. Dissolution by unanimous consent.

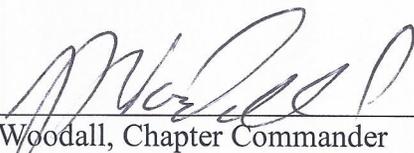
At any time, and for any reason, the voting members may unanimously vote to dissolve the chapter. Upon such vote, the Commander shall cause the chapter to be dissolved consistent with the laws of dissolution for a nonprofit corporation, and in accordance with any applicable tax law or regulation.

Section 2. Distribution of assets upon dissolution.

Upon the dissolution of the chapter, after paying or making provisions for the payment of all the legal liabilities of the chapter, assets shall be distributed to a qualifying charitable organization that supports veterans for one or more exempt purposes within the meaning of section 501(c)(3) or 501(c)(19) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted by the directors of ARCVMA72 CORP on this 12TH day of MAY, 2022.

By:



Josef Woodall, Chapter Commander



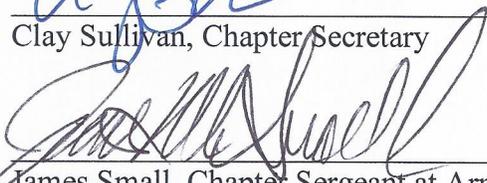
Joshua Obenshain, Chapter Executive Officer



Spencer Offenbacher, Chapter Treasurer



Clay Sullivan, Chapter Secretary



James Small, Chapter Sergeant at Arms

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 or CEB as needed.

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**



Submitter (Name of Full Member, Chapter #):		Contact Person:			
Email Address:		Contact Telephone #			
Indicate Article, Section and Subsection(s):					
Article	<input type="text"/>	Section	<input type="text"/>	Subsection(s)	<input type="text"/>
<input type="checkbox"/>	Changes shown here	<input type="checkbox"/>	See attached		
<input type="checkbox"/>	Justification for change shown here	<input type="checkbox"/>	See attached		
Chapter Endorsement:		By Chapter Officer: Indicate name & position			
Chapter #	<input type="text"/>	<input type="text"/>			
State Rep. Name & Signature:					
BYLAWS COMMITTEE ACTION: FORWARD ___ TABLE ___ RETURN ___					
MEMBERSHIP ACTION: APPROVE: _____ DISAPPROVE: _____					