

REVISION A



COMBAT VETERANS
MOTORCYCLE ASSOCIATION®
(CVMA®)

AUXILIARY

NATIONAL BYLAWS

APPROVED BY THE MEMBERS ON 25 JUNE 2022
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11 EAST KANSAS
LIBERTY, MO 64068

BY-LAWS OF THE COMBAT VETERANS MOTORCYCLE ASSOCIATION® AUXILIARY
A Missouri Not for Profit Association

TABLE OF CONTENTS

Article I:	Name, Purpose
Article II:	Offices, Records, Emblem, and Seal
Article III:	Membership
Article IV:	Directors
Article V:	Reserved
Article VI:	Auxiliary State Representatives and ANBOD Committees
Article VII:	National Meeting
Article VIII:	Indemnification of Officers and Directors
Article IX:	Administration of Financing and Fundraising Protocols
Article X:	Emergency Powers
Article XI:	Disciplinary Actions
Article XII:	Conflict of Interest Policy
Article XIII:	Chapters
Article XIV:	Jurisdiction, Venue, and Choice of Law
Article XV:	Dissolution
Article XVI:	Priority
Article XVII:	Amendments to these Bylaws

APPENDIX

TABLE OF CONTENTS

ARTICLE I.	NAME, PURPOSE, CONSTRUCTION OF THESE BYLAWS	1
Section 1.01	Name	1
Section 1.02	Purpose	1
Section 1.03	Objectives	1
Section 1.04	Construction of these Auxiliary Bylaws	1
Section 1.05	Special Terms, Acronyms, Definitions	2
(a)	Terms and Meaning:	2
ARTICLE II.	OFFICES, RECORDS, EMBLEM, SEAL	2
Section 2.01	Offices	2
Section 2.02	Records	2
Section 2.03	Emblem and Logo	3
Section 2.04	Seal	4
ARTICLE III.	MEMBERSHIP	4
Section 3.01	General Requirements	4
(a)	Auxiliary Membership Requirements Governed by CVMA Bylaws	4
(b)	Auxiliary Member – Life Membership	4
(c)	Charter Members	5
(d)	Voting	5
(e)	Annual Dues	5
(f)	Application Fee to Include First Year’s Dues	5
(g)	Chapter Dues	5
(h)	Annual Meetings of the Members	5
(i)	Special Meetings of the Members	5
(j)	Patches	6
(k)	Discipline, Removal or Resignation of Membership	6
(l)	Chapter Assignments	6
ARTICLE IV.	DIRECTORS	6
Section 4.01	Qualifications	6
Section 4.02	Number	7
Section 4.03	Offices	7
(a)	Auxiliary National President	7
(b)	Auxiliary National Vice President	7

(c)	Auxiliary National Secretary	7
(d)	Auxiliary National Treasurer	7
(e)	Auxiliary National Public Relations Officer	7
(f)	Auxiliary National Sergeant at Arms	7
Section 4.04	Limits	8
Section 4.05	Nominations and Elections	8
Section 4.06	Voting by the Directors	8
Section 4.07	Powers of the ANBOD	8
Section 4.08	Annual Meeting of the ANBOD, Notice	9
Section 4.09	Regular Meetings, Notice	9
Section 4.10	Special Meetings, Notice	9
Section 4.11	Action in Lieu of Meetings	9
Section 4.12	Remote or Virtual Meetings	9
Section 4.13	Meeting Protocols	10
Section 4.14	Waiver of Notice	10
Section 4.15	Quorum	10
Section 4.16	Vacancies	10
Section 4.17	Compensation of Directors and Committee Members	11
Section 4.18	Staff Positions	11
Section 4.19	Removal of Directors	11
ARTICLE V.	RESERVED	11
Section 5.01	Reserved	11
ARTICLE VI.	AUXILIARY STATE REPRESENTATIVES AND ANBOD COMMITTEES	11
Section 6.01	General Provisions - Auxiliary State Representatives and ANBOD Committees	11
Section 6.02	Auxiliary State Representative	12
Section 6.03	Committees	12
(a)	General Conditions and Record Keeping	12
(b)	Standing Committees	12
(c)	Ad Hoc Committees	13

ARTICLE VII.	NATIONAL MEETING	13
Section 7.01	Meeting of Members	13
(a)	Annual Meeting of Members	13
ARTICLE VIII.	INDEMNIFICATION OF OFFICERS AND DIRECTORS	14
Section 8.01	Indemnification	14
(a)	General	14
(b)	Indemnification in Actions by Third Parties	14
(c)	Indemnification in Derivative Actions	14
(d)	Determination of Right to Indemnification	15
(e)	Advancement of Expenses	15
(f)	Enforcement of Right to Indemnification and Advancement of Expenses	15
(g)	Non-Exclusivity	15
Section 8.02	Severability	16
ARTICLE IX.	ADMINISTRATION OF FINANCING AND FUNDRAISING PROTOCOLS	16
Section 9.01	Separate Books of Account	16
Section 9.02	Fundraising Protocols	16
Section 9.03	Scholarship Fund	16
Section 9.04	Benevolent Fund	16
ARTICLE X.	EMERGENCY POWERS	17
Section 10.01	Emergency Bylaws	17
Section 10.02	Lines of Succession	17
Section 10.03	Consistency with Bylaws	17
Section 10.04	Limitation of Liability	17
Section 10.05	Plenary Power	17
Section 10.06	Notice of ANBOD Meetings	17
ARTICLE XI.	DISCIPLINARY ACTIONS	17
ARTICLE XII.	CONFLICT OF INTEREST POLICY	18
ARTICLE XIII.	CHAPTERS	18
Section 13.01	Chapters Executive Boards Authorized	18

Section 13.02	Procedures and Qualifications for Local Chapters	18
Section 13.03	Chapter Structure	18
(a)	Chapter Executive Board	18
(b)	Chapter Bylaws	19
(c)	Dissolution or Revocation of an Auxiliary Chapter	19
Section 13.04	Auxiliary Liaison	19
ARTICLE XIV.	JURISDICTION, VENUE, AND CHOICE OF LAW	19
ARTICLE XV.	DISSOLUTION	19
Section 15.01	Dissolution by Unanimous Consent	19
Section 15.02	Distribution of Assets Upon Dissolution	19
ARTICLE XVI.	PRIORITY	20
ARTICLE XVII.	AMENDMENTS TO THESE BYLAWS	20
Section 17.01	Generally	20
Section 17.02	Member Amendments, and Voting	20
Section 17.03	Amendment Procedure	20

APPENDIX

APPENDIX A CONFLICT OF INTEREST POLICY

APPENDIX B BYLAW CHANGE PROPOSAL FORM

Article I. Name, Purpose, Construction of these Bylaws

Section 1.01 Name

The name of the organization shall be Combat Veterans Motorcycle Association® Auxiliary and may include use of the acronyms “CVMA® AUX”, “Auxiliary Combat Vets®”, “Auxiliary” or “AUX” or “CVMA Auxiliary UNIT”. Reference to “CVMA Auxiliary” or “CVMA AUX” shall mean the entire CVMA Auxiliary.

Throughout these bylaws, reference to “CVMA” shall mean Combat Veterans Motorcycle Association®, Inc.

Section 1.02 Purpose

This organization is created and exists as an authorized auxiliary of the CVMA. The organization is not separately incorporated, but is separately registered as an exempt, charitable organization.

CVMA Auxiliary is organized exclusively for charitable, religious, educational, and scientific purposes, as specified in §501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under §501(c)(3) of the Internal Revenue Code, or corresponding section of any future tax code.

CVMA Auxiliary is a non-partisan organization CVMA Auxiliary does not and shall not endorse political candidates, nor make campaign contributions of any kind to any political party or political candidate.

Section 1.03 Objectives

The organization reserves the right to engage in any lawful activity allowed by §501(c)(3) of the Internal Revenue Code, however, the organization declares that supporting CVMA and its members is the primary objective of the organization, and to that end shall endeavor to:

- Promote interest in various forms of motorcycle activity associated with veterans.
- Create and maintain camaraderie among combat veterans from all U.S. branches of service and its allies.
- Support veteran organizations.
- Create and foster a caring and appreciative environment of CVMA members, provide moral support and cultivate relationships.
- Support the members, children, and grandchildren of the CVMA members through scholarships for higher education.
- Raise awareness for the plight of POWs, MIAs and their families, post-traumatic stress disorder (PTSD), traumatic brain injury (TBI), and other combat related medical conditions.
- Conduct organization functions and activities in a manner befitting the members of Combat Veterans Motorcycle Association.
- Better communication and camaraderie between other motorcycle associations, veteran’s organizations, and motorcycle groups.
- Encourage a better understanding of motorcycle riding as a constructive activity among members of the public, press, and law enforcement agencies.

Section 1.04 Construction of these Auxiliary Bylaws

These Bylaws shall only apply to the operation and administration of CVMA Auxiliary. Unless specifically stated otherwise, all provisions herein shall be construed in a manner consistent with the administration of the

Auxiliary and shall not be construed to confer any authority over the operation and administration of CVMA Full Members or Support Members.

Nothing in these bylaws shall be construed as being in conflict with the Bylaws of CVMA, and these bylaws shall in all respects be subordinate to the then-current Bylaws, policies, or rules of CVMA, in the event of a conflict, CVMA Bylaws, policies, or rules shall be controlling.

Section 1.05 Special Terms, Acronyms, Definitions

(a) Terms and Meaning:

- (i) ANBOD refers to the Auxiliary National Board of Directors, comprised of the Auxiliary President, Auxiliary Vice President, Auxiliary Treasurer, Auxiliary Secretary, Auxiliary Sergeant at Arms and Auxiliary Public Relations Officer.
- (ii) Director refers to any member of the ANBOD.
- (iii) ANPRES refers to the Auxiliary National President.
- (iv) ANVP refers to the Auxiliary National Vice President.
- (v) ANTRES refers to the Auxiliary National Treasurer.
- (vi) ANSEC refers to the Auxiliary National Secretary.
- (vii) ANSAA refers to the Auxiliary National Sergeant at Arms.
- (viii) ANPRO refers to the Auxiliary National Public Relations Officer.
- (ix) ASR refers to the Auxiliary State Representative for a respective state.
- (x) ACEB refers to an Auxiliary Chapter Executive Board, meaning the Auxiliary Chapter Officers of an Auxiliary Chapter of CVMA.
- (xi) NBOD shall refer to the National Board of Directors for the Combat Veterans Motorcycle Association, Inc. comprised of the President (NPRES), Vice President (NVP), Treasurer (NTRES), Secretary (NSEC), Sergeant at Arms (NSAA) and Public Relations Officer (NPRO).

Article II. Offices, Records, Emblem, Seal

Section 2.01 Offices

The principal and registered office of CVMA Auxiliary shall be the same as CVMA.

CVMA Auxiliary may also have offices at such other places where it is qualified to do business, as its business and activities may require, and as the ANBOD may from time to time designate.

Section 2.02 Records

CVMA Auxiliary shall keep financial records, minutes, resolutions, and bylaws separate from CVMA, except as allowed herein. The organization's official records including resolutions, bylaws, minutes, shall be maintained at the principal office and may be stored in electronic form. The organization shall keep as permanent records: (a) minutes of all meetings of its members and ANBOD, (b) a record of all actions taken by the members or directors without a meeting, (c) a record of all actions taken by committees authorized in the bylaws or by the ANBOD, and (d) such other records as required by law. Unless otherwise required by law or these bylaws, official

corporate records shall not be destroyed. Any other records may be disposed of in accordance with the then-current records retention policy, but not less than six (6) years from the date the record is created.

Records or portions thereof may be designated as confidential or privileged at the discretion of the ANBOD, and records so designated shall not be disclosed to any person who is not an Auxiliary Director, unless the disclosure is specifically authorized by the ANBOD or court-ordered by a Court of competent jurisdiction or such record is requested by the NBOD. In replying or responding to a court order, the ANBOD 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 ANBOD deems necessary and appropriate for the administration of the organization's affairs.

Electronic records shall be the property of the organization, including websites or other content published by the organization in a digital forum, but the mere fact that the organization maintains or publishes an electronic record shall not obligate the organization 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 an Officer or Director of CVMA Auxiliary, an Officer or Director of CVMA, or such other agent of CVMA who has been granted authority by the NBOD 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 organization's affairs and to protect against disclosure to non-members or third parties. No Officer or Director shall share any organization 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.

Notwithstanding any other provision herein to the contrary, CVMA may maintain membership records on behalf of CVMA Auxiliary, which may include said member's standing as well as attendance and discipline actions.

Section 2.03 Emblem and Logo

The emblem of CVMA is in the shape of a skull encompassed by the following colors: Red, representing the blood that has been shed on the battlefield; 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.

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

CVMA Auxiliary has no separate claim to the emblems and logos of CVMA and acknowledges that any use thereof by the CVMA Auxiliary or any of its members is governed by the CVMA Bylaws or then-current policies.

Section 2.04 Seal

CVMA Auxiliary shall not have a seal.

Article III. Membership

Section 3.01 General Requirements

(a) Auxiliary Membership Requirements

To be approved for membership as an Auxiliary Member, or to remain an Auxiliary Member, a person must meet all the requirements for Auxiliary Members set forth in the CVMA Bylaws, and any requirements imposed by these bylaws. The auxiliary membership is tied to their spouse's membership. If the Full Member or Support Member to whom they are married (Hereafter "Sponsoring Member") resigns, is suspended, or terminated, the Auxiliary Membership will also be resigned, suspended, or terminated. If an Auxiliary Member and Sponsoring Member's marriage is dissolved by a judgment of a court of competent jurisdiction, the Auxiliary Membership shall be terminated. Auxiliary membership applications shall be submitted by the Sponsoring member in accordance with the then-current policies and procedures for new applicants. Applicants shall submit proof of marital status in a form acceptable to the NBOD, which may include a copy of the marriage license or certification issued by an appropriate government agency. Auxiliary applications must have been submitted by the sponsor and received by the CVMA National Secretary prior to the sponsor's death. In addition, each member and applicant:

- (i) Must be of good character; must conduct themselves in a manner that is becoming to themselves, to the CVMA, and to the CVMA Auxiliary. Members must not bring embarrassment upon themselves, to the CVMA Auxiliary or to the CVMA Association as a whole.
- (ii) Must agree to be bound by these bylaws and the CVMA bylaws as well as the then-current, policies, procedures, and rules adopted or issued by the NBOD.
- (iii) Must be the spouse of a CVMA Full or Support Member in good standing.
- (iv) May remain an Auxiliary Member in the event of the Sponsoring Member's death.
- (v) Must attend a minimum of at least one (1) event hosted by the CVMA within the CVMA fiscal year. This requirement may be met by attending any one (1) of the following: (a) National, Regional, or State sanctioned CVMA event; or (b) any Chapter CVMA function that includes the sponsoring CEB participation. Chapter Officers are obligated to notify each of their members of this requirement, and to take steps to help each of their members meet this requirement. Any member that was deployed at any time during the reporting year is exempt from meeting this requirement. Members not in compliance will have their status annotated as "Not in Good Standing;" in accordance with the CVMA bylaws and policies.
- (vi) May remain an Auxiliary member and adhere to Article III Section 3.01 of these bylaws if their sponsor obtains CVMA Medical retirement status.

(b) Auxiliary Member – Life Membership

- (i) An Auxiliary Member may apply to be a Life Member, which shall be granted if the Auxiliary Member applicant meets all of the following requirements: (a) be married to or a widow of a Full Life Member or a Support Life Member, (b) be an Auxiliary Member in continuous good standing for the entire 36 month period prior to their application, and (c) participate in a minimum of one sanctioned event in each of the three (3) twelve (12) month periods prior to the date of application, one of which must be a National Meeting, as reflected in the member's official records.

- (ii) Cost for life membership is ten (10) times the amount of the annual dues determined as of the date of the application for the life membership. If an Auxiliary Life Member quits for any reason or the member is removed from the CVMA rolls for any reason, no refunds will be made.

(c) Charter Members

Charter Member is not a class of membership, but an honorary title. Members who are designated Charter Members are the Original 45 Founders of Combat Veterans Motorcycle Association. Charter Members will not be required to pay annual dues and may wear the “Original 45 patch” distinguishing that they are a founder of the organization.

(d) Voting

Auxiliary Members shall have one vote on Auxiliary issues for which a vote is required or allowed by these Bylaws at any Annual or Special Meeting of the Auxiliary Members called by the ANBOD. All Auxiliary members have equal rights within the organization whether married to a Full or Support member of CVMA.

(e) Annual Dues

Annual dues will be assessed for all Auxiliary Members in an amount not to exceed CVMA FM dues. The organization’s fiscal year shall be from July 1st of each calendar year until June 30th of the following calendar year. All dues that come due under these bylaws shall be paid to the CVMA Auxiliary. Dues shall be paid on or before June 30th of each year. Failure to pay dues shall result in the Auxiliary Member being removed from the rolls. Annual dues for an Auxiliary Member who’s Sponsoring Member has died shall be waived.

(f) Application Fee to Include First Year’s Dues

Individuals applying for membership to the CVMA Auxiliary shall pay one year’s dues as part of the application process. Dues for all new members admitted between January 1st and June 30th will be considered as paid in full for the balance of the current dues’ year and the following dues year. Dues for new members joining between July 1st and December 31st will be for the current dues’ year only.

(g) Chapter Dues

Dues from Auxiliary members may be collected by their local CVMA Chapter in substantial compliance with the CVMA bylaws. Auxiliary Chapters do not collect separate dues.

(h) Annual Meetings of the Members

The ANBOD shall order a National Meeting of the Auxiliary Members to convene annually and concurrently at such time and place as provided for in the CVMA bylaws for the annual meeting of Full Members.

(i) Special Meetings of the Members

The ANBOD may call a special meeting of the members under emergency circumstances, provided that the members shall be notified by electronic communication including email as well as posting such information in a digital forum such as the organization’s website. Such notice shall be delivered not less than thirty (30) and not more than sixty (60) days prior to the date of the meeting. The notice shall provide a description of the emergency requiring the special meeting and shall state specifically the issues to be voted on. The ANBOD, subject to approval by the NBOD, shall have authority to prescribe the rules to govern the meeting including procedures, method, and form of voting at special meetings. Any action taken at a special meeting shall be subject to review and reconsideration at the next annual meeting following the special meeting.

(j) Patches

New or current Auxiliary Members requiring patches will obtain them through their sponsor. The member shall pay the actual costs, including shipping, with no mark up. Auxiliary Members may only possess 2 patches at any given time.

Possession and use of the Auxiliary patch is subject to the CVMA's Bylaws, the then-current policies of the NBOD, the then current patch agreement, and the then-current disciplinary policies. Any patch issued to the Auxiliary Member remains the property of CVMA, and upon termination of membership, shall be returned to CVMA in good repair, less normal wear and tear.

(k) Discipline, Removal or Resignation of Membership

Each Auxiliary member is subject to the disciplinary procedures and protocols as set forth in the CVMA Bylaws and any applicable policy.

- (i) Will be removed from the CVMA Auxiliary rolls by the CVMA NBOD due to misconduct. Misconduct is defined as failure to abide by the bylaws of the CVMA and CVMA Auxiliary, by bringing dishonor upon the Combat Veterans Association or to its members in actions, words, or deeds. The CVMA NBOD is the final authority in terminating an auxiliary member.
- (ii) Will no longer qualify for membership if divorced from sponsoring member or the sponsoring member is removed from the CVMA for any reason.
- (iii) Auxiliary members are members only because of the sponsorship of their FM or SM spouse. The sponsor may rescind (for any reason) his/her sponsorship of an Auxiliary member at any time and no 5-day grace period would apply to those circumstances.
- (iv) Should an Auxiliary 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 must re-apply for membership as a new member and will require NBOD approval. A Life Member that resigns from the CVMA and applies to come back after the grace period will start over as a new member.
- (v) For any Auxiliary member that is removed and reinstated, membership records from their prior activities will be made a part of the new member record. A new membership date will be assigned.

(l) Chapter Assignments

Each Auxiliary member will be assigned to the same local Chapter where their sponsor is assigned. If an Auxiliary Chapter has been established within that same local Chapter, then the Auxiliary Member shall also be assigned to the established Auxiliary Chapter.

Article IV. Directors

Section 4.01 Qualifications

Each nominee and each Director must be an Auxiliary Member of the organization. All nominees for a Director must be in good standing for a period of two (2) consecutive years prior to the date of the election.

All elected Directors must remain active and in good standing during their entire term. No Director may serve concurrently as a state Officer or an Officer of any Chapter, to include elected and appointed staff positions.

Section 4.02 Number

The number of Directors that constitute the entire ANBOD shall be exactly six (6) Directors. References to the “Board” or the “ANBOD” in these bylaws refers to the Auxiliary National Board of Directors for Combat Veterans Motorcycle Association Auxiliary. References to Directors in these bylaws refers to any member of the ANBOD.

Section 4.03 Offices

The ANBOD shall consist of the following offices, and each office shall be filled by a Director who was specifically elected to that office by a majority of the members present at the National Meeting:

(a) Auxiliary National President

The Auxiliary National President (ANPRES) will: (a) preside over all meetings of the organization, (b) serve as Chairman of the National Board of Directors (ANBOD), (c) act as Executive Officer Member of all committees, (d) issue the call for regular and special ANBOD meetings, (e) schedule regular elections and be sure they are held in accordance with these bylaws and applicable laws, and (f) carry out the directives of the ANBOD. In the absence of a specific limitation, the National President shall serve as the organization’s Chief Executive Officer with plenary authority to sign contracts on behalf of CVMA Auxiliary, and to take all such action on behalf of CVMA Auxiliary not specifically reserved to any other office or committee, subject to approval by the majority of the ANBOD. The president shall be the presiding Officer over any committee but shall have no voting authority within any committee unless it is necessary to make or break a tie or as otherwise provided by these bylaws.

(b) Auxiliary National Vice President

The Auxiliary National Vice-President (ANVP) will perform all duties of the Auxiliary President in their absence and all other duties assigned by the ANBOD.

(c) Auxiliary National Secretary

The Auxiliary National Secretary (ANSEC) shall keep and maintain the corporate records, shall make minutes of the ANBOD and general membership meetings, and shall keep accurate membership records and voting rolls. The ANSEC shall provide copies of minutes to ANBOD, NBOD and Auxiliary membership within sixty (60) days of the national meeting. ANSEC will assume all other duties assigned to office by the ANBOD.

(d) Auxiliary National Treasurer

The Auxiliary National Treasurer (ANTRES) will: (a) collect dues and other forms of income due to the organization, (b) maintain the accounting books, (c) make payments from the organization’s funds when so ordered by the ANBOD, (d) sign all organization’s checks (along with another Officer’s signature), (e) make regular reports of the organization’s financial status to the ANBOD and the general membership, and (f) assume all other duties assigned by the ANBOD.

(e) Auxiliary National Public Relations Officer

The Auxiliary National Public Relations Officer (ANPRO) will oversee all of CVMA Auxiliary’s publicity in conjunction with and approved by the organization's NBOD. Duties will include: (a) being the Historian, (b) pictures (c) news articles, TV and radio announcements, (d) the organization’s web site, and (e) all other duties assigned by the ANBOD.

(f) Auxiliary National Sergeant at Arms

The Auxiliary National Sergeant at Arms (ANSAA) will: (a) maintain order during CVMA Auxiliary meetings, (b) may verify membership of individuals before each national meeting, (c) be the ANBOD Point of Contact for all discipline issues, and (d) assume all other duties assigned by the ANBOD.

Section 4.04 Limits

Each Director is to be nominated and elected at the CVMA National Meeting and will assume office within 60 days of the election and hold that office for 36 months from the date of election or until their successors are duly elected and assume office. Consecutive terms are permitted. The Directors' terms shall be staggered, so that only two offices are up for election each year, unless otherwise provided for in these bylaws.

No member may serve as a Director in the same office for more than two full terms or more than eight (8) cumulative years. No member may serve as a Director for more than ten (10) cumulative years regardless of which offices they held.

Elections for offices shall be staggered as follows:

- 2022 Auxiliary National Secretary and Auxiliary National Public Relations Officer
- 2023 Auxiliary National Vice President and Auxiliary National Treasurer
- 2024 Auxiliary National President and Auxiliary National Sergeant at Arms.

After which, the pattern will repeat annually.

Section 4.05 Nominations and Elections

An Auxiliary Member seeking nomination and election as a Director of CVMA Auxiliary must declare their intention to seek the office not less than ninety (90) days prior to the National Meeting by submitting their letter of intent to the ANSEC and ANSAA. The ANSEC shall distribute the letter of intent to the Auxiliary Membership after the ANBOD verifies the applicant's qualifications. The ninety (90) day requirement may be waived by the ANBOD if the person seeking election is for an office that was vacated less than ninety (90) days prior to the annual meeting.

If an Auxiliary member has declared their intent for an Auxiliary National Board position recants their intention, they cannot reverse that decision within the 90 days prior to the Auxiliary National meeting.

Qualified candidates who have timely submitted their intent to run, must be formally nominated during the annual meeting. At the annual meeting, after nominations are closed, the members shall cast their vote for the office that is then up for consideration. No Director shall be elected with less than a majority of the votes cast. If more than two candidates are up for the same office, and no candidate receives a majority, the candidates with the two highest tallies shall enter into a run-off and the candidate receiving the majority of the votes shall be elected to the office. In the event of a tie, the ANPRES shall cast the deciding vote, unless the ANPRES is one of the candidates, in which case the ANVP shall cast the deciding vote.

Section 4.06 Voting by the Directors

For any matter where a vote is required, each Director shall be entitled to one vote. Any matter so voted upon shall pass upon a simple majority voting in favor of the matter. In the event of deadlock, the ANPRES shall cast the deciding vote.

Section 4.07 Powers of the ANBOD

The property and business of the organization shall be managed by the Directors, acting as the ANBOD. The ANBOD shall have and is vested with all necessary power and authority, except as may be expressly limited by law or these bylaws or the CVMA Bylaws or NBOD policy, to do or cause to be done any and all lawful things for and on behalf of the Auxiliary. Unless specifically prohibited, the ANBOD may delegate some or all of its authority to a committee or Officers for such time and upon such terms as the ANBOD deems necessary.

The ANBOD shall have the power to adopt policies regarding the operation of the Auxiliary and the interpretation and administration of these bylaws and the affairs of the Auxiliary. The policies shall be submitted to the NBOD for review and comment. The policies shall be limited in duration and scope. Policies may be renewed from time to time, but unless specifically renewed shall automatically expire within eighteen months of their effective date.

The ANBOD has the power to appoint a qualified Auxiliary Member to fill vacancies of any Auxiliary State Office.

Section 4.08 Annual Meeting of the ANBOD, Notice

Directors are expected to attend the annual meeting of the Auxiliary Members and the ANBOD. The annual meeting of the ANBOD shall be called and held for the purposes of organization, election of Officers, and transaction of any other business. If such meeting is held within three (3) days prior to the annual meeting of members, no notice of the annual meeting of the ANBOD need be given. Otherwise, such annual meeting shall be held at such time (not more than thirty days after the annual meeting of Auxiliary Members) and place as may be specified in a notice of the meeting.

Section 4.09 Regular Meetings, Notice

Regular meetings of the ANBOD may be held without notice at such times and places either within or without the State of Missouri as shall from time to time be fixed by resolution adopted by the full ANBOD. Except as otherwise provided by law, any business may be transacted at any regular meeting.

Section 4.10 Special Meetings, Notice

Special meetings of the ANBOD may be called at any time by the President or by two or more of the Directors. The place may be within or without the State of Missouri as designated in the notice.

Written or printed notice of each special meeting of the ANBOD, stating the place, date, and hour of the meeting and the purpose or purposes thereof shall be given to each Director (i) if mailed, at least three (3) days before the date on which the meeting is to be held, (ii) if by email or other electronic means, at least two (2) days before the date on which the meeting is to be held, or (iii) if delivered personally or orally by telephone or otherwise, not later than one (1) day before the date on which such meeting is to be held. If mailed, such notice shall be deemed to be given when deposited in the United States mail, with postage thereon prepaid and addressed to the Director at their residence or usual place of business. The notice may be given by any Officer having authority to call the meeting or by any Director.

Section 4.11 Action in Lieu of Meetings

Unless otherwise restricted by these bylaws or any law or the bylaws of the CVMA, any action required to be taken at a meeting of the ANBOD, or any other action which may be taken at a meeting of the ANBOD, may be taken if a consent in writing setting forth the action so taken shall be signed, severally or collectively, by all the Directors entitled to vote with respect to the subject matter thereof. Any such consent signed by all the Directors shall have the same force and effect as a unanimous vote of the Directors at a meeting duly held and may be stated as such in any document describing the action taken by the ANBOD. The Secretary or ANBOD designee shall file such consent with the minutes of the meetings of the ANBOD.

Section 4.12 Remote or Virtual Meetings

Unless otherwise restricted by these bylaws or any law, members of the ANBOD, or any committee designated by such ANBOD, may participate in a regular or special meeting of such ANBOD or committee by means of

electronic conference, phone, or similar communications equipment, whereby all persons participating in the meeting can hear each other, and participation in a meeting in such manner shall constitute presence in person at such meeting.

Section 4.13 Meeting Protocols

The Directors shall observe agendas and keep regular minutes of their meetings. The records of the meetings shall be part of the organization's records and are subject to disclosure in accordance with Chapter 355 of the Revised Missouri Statutes. Directors shall conduct meetings outside the presence of any other person who is not a Director, except that the President or a majority of Directors may allow third parties to participate in the meeting upon such terms as the Directors shall deem appropriate.

For any matter involving the advice of counsel, advice of a tax or accounting professional, personnel matters, confidential health or financial matters of a particular member, or removal of an Officer or Director, the ANBOD shall move into Executive Session. Matters discussed in Executive Session shall be kept confidential, although actions taken as a result of the Executive Session shall be duly recorded in the minutes of the organization. The records and notes discussed or reviewed by the ANBOD shall not be disclosed except upon unanimous consent of the ANBOD, request from the NBOD, or upon advice of legal counsel that the disclosure is required.

Section 4.14 Waiver of Notice

Whenever notice is required to be given to the Directors under the provisions of these bylaws or any law, a waiver thereof in writing, signed by any of them, whether before or after the time stated therein, shall be deemed the equivalent to notice.

Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends a meeting for the express purpose, and so states at the opening of the meeting, of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Neither the business to be transacted nor the purpose of any regular or special meeting of the ANBOD or members of a committee need be specified in any written waiver of notice.

Section 4.15 Quorum

At all meetings of the ANBOD, a majority of the ANBOD shall constitute a quorum for the transaction of business, and the act of a majority of the Directors present at any meeting at which there is a quorum shall be the act of the ANBOD.

Less than a quorum may adjourn a meeting successively until a quorum is present and notice of adjournment and the new meeting date and time shall be required.

Section 4.16 Vacancies

If the office of any one or more Directors becomes vacant for any reason, a majority of the Directors then in office, although less than a quorum, or a sole remaining Director, may fill the vacancy by appointing a qualified Auxiliary member, who shall serve until the earlier of: (a) the balance of the remaining term OR (b) until the next annual meeting at which time a special election shall be held and the membership shall vote on a replacement for the vacated office, and the duly elected Director shall serve the balance of the remaining term so that the staggered terms of office shall be preserved. The ANBOD reserves the right to change deadlines or procedures for nominations and declaring intent to run in the event of a vacancy if the vacancy occurs less than 90 days prior to an annual meeting. In the absence of all qualifying ANBOD Directors, the NBOD may appoint Directors

to fill any vacancies.

Section 4.17 Compensation of Directors and Committee Members

Directors and members of all committees shall not receive any stated salary or compensation for their services as such. Directors and Committee Members who are required to incur expenses for travel and lodging or other expenses in the discharge of their duties (except for attendance at the Annual Meeting of Members or Directors) may be reimbursed for those expenses after providing a written request to the ANBOD in a form approved by the ANTRES and shall only be reimbursed for such amounts actually spent and only upon unanimous approval of the remaining Directors who are not submitting such reimbursement requests. Such request and reimbursement or rejection thereof shall be entered into the minutes of the ANBOD meeting upon approval or rejection. Upon approval, the ANTRES will issue reimbursement within ten (10) days.

Section 4.18 Staff Positions

The ANBOD is authorized to appoint individual members to serve in Staff Positions that may be created from time to time by a majority of the ANBOD to provide assistance in the administrative responsibilities of the ANBOD. Unless otherwise provided in these bylaws, appointment shall be through a written resolution of the ANBOD, which shall summarily state the responsibilities and the duration of the position not to exceed three years, and the name of the member so appointed. Staff Position appointees shall have no vote in ANBOD actions. Individuals serving in a Staff Position do so at the discretion of the ANBOD, which may be revoked for any reason at any time. Staff Positions shall have only such authority as may be delegated, and that is not otherwise expressly granted or reserved to State Officers or Standing Committees.

Section 4.19 Removal of Directors

Any Director may be removed for cause by vote of a majority of the entire ANBOD at a duly called Special Meeting, if the Director to be removed fails to meet any qualifications for election as a Director as stated in these bylaws or the CVMA Bylaws or shall be in breach of any agreement between such Director and the organization relating to such Director's services as a Director or employee of the organization. Notice of the proposed removal shall be given to all Directors and to the ANBOD prior to action thereon. The NBOD may remove or suspend an ANBOD Director as part of the disciplinary process.

Article V. Reserved

Section 5.01 Reserved

Article VI. Auxiliary State Representatives and ANBOD Committees

Section 6.01 General Provisions - Auxiliary State Representatives and ANBOD Committees

Any person serving as a State Officer or Committee member derives their authority from the powers vested in the ANBOD that are granted and reserved to the respective positions subject to these bylaws.

No ASR may serve concurrently as a Director or Officer of any Chapter, to include elected and appointed staff positions.

All Officers and committee members must be in good standing during their entire term of office.

Section 6.02 Auxiliary State Representative

Each state is authorized to elect an Auxiliary State Representative, who must be an Auxiliary Member within the state for which they are being elected:

- (a) General Responsibilities.** The ASR will be responsible for: (a) overseeing the operations and management of each local Auxiliary Chapter, (b) overseeing and managing compliance with CVMA Bylaws, NBOD policies, these bylaws, and ANBOD Policies or SOPs, (c) fundraising protocols, and (d) other requirements of Auxiliary Members and Chapters.
- (b) Disciplinary Proceedings.** The ASR may recommend disciplinary action and/or assist in any investigation to be taken against an Auxiliary Member in accordance with the then current Discipline Policy adopted by the NBOD, provided that the recommendation is in writing and is submitted through the chain of command. ASR's do not have the authority to impose any discipline on any member.
- (c) Chain of Command.** The ASR shall report directly to the ANBOD concerning Auxiliary business, unless specifically directed otherwise by the NBOD acting as a whole.
- (d) Election and term.**

 - (i) The ASR will serve for a term of three (3) years. Consecutive terms are permitted.
 - (ii) Members seeking an Auxiliary State Representative position must announce their intentions to run 90 days prior to the scheduled election unless the position is vacated less than 90 days prior to the election. The 90-day requirement will be waived if the position is vacated less than 90 days prior to the election.
 - (iii) Nominees must be active and in good standing for one (1) continuous year of Auxiliary Membership prior to the date of the election.
 - (iv) Auxiliary State Representatives who vacate their office for any reason must inform the entire ANBOD in writing, (electronic format acceptable).
- (e) Vacancy.**

In case of a vacancy, the ANBOD may appoint an interim ASR after receiving guidance from the SR and the Auxiliary Members for that state. The appointee must otherwise meet the qualifications for nomination and election as is required for ASRs. The interim appointee shall serve the remainder of the term that was vacated, or until a meeting and a vote is held to elect a replacement State Representative, who shall serve the balance of the vacated term.

Section 6.03 Committees

The ANBOD may appoint committees and delegate to each committee such degree of authority as the ANBOD deems necessary and appropriate. In addition to any committees the ANBOD may appoint, there shall be standing committees as required by these bylaws, whose authority shall be derived from the bylaws and not by delegation from the ANBOD.

(a) General Conditions and Record Keeping

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.

(b) Standing Committees

(i) Scholarship Committee

The scholarship committee shall consist of all the ASRs, the entire ANBOD and other members as deemed necessary by the ANBOD.

The ANBOD shall be responsible for the administration and finances of the scholarship fund.

(c) Ad Hoc Committees

The ANBOD may, by written resolution, authorize two or more persons to serve as a committee and to act on behalf of the organization for any purpose as the ANBOD may proscribe, provided however, that the authority of such persons to act shall be limited in time, not to exceed one year, and shall be limited to the scope of the resolution.

Article VII. National Meeting

Section 7.01 Meeting of Members

(a) Annual Meeting of Members

(i) Timing and Location

The annual meeting shall be held in the same location and concurrent with the CVMA annual meeting of members.

(ii) Notice

Notice of meetings shall be given through electronic means and published on the organization's website. Any other notice allowed or required by law or these bylaws may be transmitted to the member's email address of record.

(iii) Standing Agenda, Procedures

The annual meeting shall consist of Officer reports, election of Officers, voting on bylaws, approval of charitable giving, committee reports, and any new business.

Robert's Rules of Order should be used during meetings to effect parliamentary procedures, unless otherwise amended and provided for in these bylaws. The President may appoint an Auxiliary Member to serve as parliamentarian. Robert's Rules are not adopted nor incorporated into these bylaws. The ANPRES, or the presiding Officer, reserves the authority to end any debate on any topic or motion and to call for a vote on the motion.

(iv) Adjournment

The meeting will not be adjourned until all business is conducted, unless extraordinary circumstances exist. In the event where a member, through a duly seconded motion, moves for an adjournment prior to the conclusion of all business on the agenda, the meeting will only be adjourned upon approval of 2/3 of those members present and voting. In such a situation, the ANBOD retains all right and authority to take any action on any item of business not taken up by the members, including voting on Officer positions and amendments to the bylaws.

(v) Quorum

Unless otherwise specified in these bylaws, for any matter upon which a vote is authorized for a member to vote on, there must be a minimum of 5% of Auxiliary Members present. The ANBOD shall retain the authority to declare a quorum exists of less than 5%, if in the ANBOD's sole discretion, the number of members present and eligible to vote would serve the interests of the organization. Unless otherwise specified in these bylaws, any matter on which a member may cast a vote shall pass upon approval of a simple majority 50% + 1 vote of those present voting in the affirmative.

(vi) Voting

- 1) Only those Auxiliary Members certified as active and in good standing by the ANSEC shall be eligible to vote.
- 2) No member may vote by proxy.
- 3) Each Auxiliary Member shall have one vote per office, per bylaw proposal, or per motion before the auxiliary membership.

Article VIII. Indemnification of Officers and Directors

Section 8.01 Indemnification

(a) General

In addition to and without limiting the rights to indemnification and advancement of expenses specifically provided for in these bylaws, the organization shall secure an adequate policy of insurance that insures Officers and Directors against liability for damages arising from their actions or inactions in performing their duties as an Officer or Director of the organization. For purposes of this Article, the grant of insurance and right of indemnification shall only extend to Directors.

(b) Indemnification in Actions by Third Parties

The organization shall indemnify each Director or qualifying Officer who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative or appellate, other than an action by or in the right of the organization, by reason of the fact that such person is or was an Officer or Director of the organization against all liabilities and expenses, including without limitation judgments, amounts paid in settlement (provided that such settlement and all amounts paid in connection therewith are approved in advance by the organization in accordance with this Article which approval shall not be unreasonably withheld), attorney's fees, ERISA excise taxes or penalties, fines and other expenses actually and reasonably incurred by such person in connection with such action, suit or proceeding (including without limitation the investigation, defense, settlement or appeal of such action, suit or proceeding). The indemnification in this Article shall only apply if such person acted in good faith and in a manner not opposed to the best interests of the organization and, with respect to any criminal action or proceeding, had no reasonable cause to believe such person's conduct was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or under a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interests of the organization and, with respect to any criminal action or proceeding, had reasonable cause to believe that such person's conduct was unlawful.

(c) Indemnification in Derivative Actions

The organization shall indemnify each qualifying person who has been or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding by or in the right of the organization to procure a judgment in its favor by reason of the fact that such person is or was a qualifying Officer or Director of the organization (provided that such settlement and all amounts paid in connection therewith are approved in advance by the organization in accordance with this Article, which approval shall not be unreasonably withheld) and all expenses actually and reasonably incurred by such person in connection with the defense or settlement of such action, suit or proceeding, including without limitation attorney's fees, investigation, defense, settlement or appeal of such action, suit or proceeding. The indemnification shall only apply if such person acted in good faith and in a manner not opposed to the best interests of the organization.

(d) Determination of Right to Indemnification

Prior to indemnifying a person pursuant to the provisions of subsections (a), (b) or (c) of this Article, unless ordered by a court and except as otherwise provided by subsection (d) of this Article, the organization shall determine that such person has met the specified standard of conduct entitling such person to indemnification as set forth under subsections (a), (b) or (c) of this Article VIII. Any determination that a person shall or shall not be indemnified under the provisions of subsections (a), (b) or (c) of this Article VIII shall be made (i) by the ANBOD by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding, or (ii) if such quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members and such determination shall be final and binding upon the organization.

(e) Advancement of Expenses

Expenses, including attorney's fees, actually and reasonably incurred by a person who may be entitled to indemnification hereunder in defending an action, suit or proceeding, whether civil, criminal, administrative, investigative or appellate, shall be paid by the organization in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it is ultimately determined that such person is not entitled to indemnification by the organization. Notwithstanding the foregoing, no advance shall be made by the organization if a determination is reasonably and promptly made by (i) the ANBOD by a majority vote of a quorum consisting of Directors who were not parties to the action, suit or proceeding for which the advancement is requested, or (ii) if a quorum is not obtainable, or even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (iii) by the members, that, based upon the facts known to the ANBOD, counsel, or members at the time such determination is made, such person acted in bad faith and in a manner such person did not believe to be in or not opposed to the best interest of the organization and, with respect to any criminal proceeding, had reasonable cause to believe such person's conduct was unlawful. In no event shall any advance be made in instances in which the ANBOD, counsel, or members reasonably determine that such person deliberately breached such person's duty to the organization or its members.

(f) Enforcement of Right to Indemnification and Advancement of Expenses

Notwithstanding any other provision of this Article VIII, including without limitation subsections (b), (c) and (d) hereof, in the event a determination is made by the ANBOD, members, or independent legal counsel that a person or persons are not entitled to be indemnified or to have expenses advanced hereunder, such person or persons shall have the right to maintain an action in any court of competent jurisdiction against the organization to determine whether or not such person or persons have met the requisite standard of conduct and are entitled to such indemnification or advancement of expenses. If such court action is successful and such person or persons are determined to be entitled to such indemnification or advancement of expenses, such person or persons shall be reimbursed by the organization for all fees and expenses actually and reasonably incurred in connection with any such action, including without limitation attorney's fees, investigation, defense, settlement, or appeal of such action.

(g) Non-Exclusivity

The indemnification and advancement of expenses provided by this Article VIII shall not be exclusive of any other rights to which a person seeking indemnification or advancement of expenses may be entitled under any bylaw, agreement, vote of members or disinterested Directors, policy of insurance, statute or otherwise, both as to action in such person's official capacity and as to action in another capacity while holding such office, and shall not limit in any way any right which the organization may have to make additional indemnifications with respect to the same or different persons or classes of persons. The indemnification and advancement of

expenses provided by or granted pursuant to this Article VIII shall continue as to a person who has ceased to be a Director, Officer, employee, or agent and shall inure to the benefit of the heirs, executors, administrators, and estate of such person.

Section 8.02 Severability

If any provision of this Article or the application of any such provision to any person or circumstance is held invalid, illegal, or unenforceable for any reason whatsoever, neither the remaining provisions of this Article nor the application of the provision held invalid, illegal or unenforceable to other persons or circumstances shall be affected thereby and, to the fullest extent possible, the court finding such provision invalid, illegal or unenforceable shall modify and construe the provision to render it valid and enforceable as against all persons or entities and to give the maximum possible protection to persons subject to indemnification hereby within the bounds of validity, legality, and enforceability.

Article IX. Administration of Financing and Fundraising Protocols

Section 9.01 Separate Books of Account

The ANTRES shall keep separate books of account for the organization, shall comply with all federal, state, and local reporting laws, and generally adopt bookkeeping practices in accordance with Generally Accepted Accounting Principles (GAAP). These records shall be separate from any Chapter, the CVMA, and from any state or region office.

Not less than once per year, generally on or around the deadline to file a federal income tax return, the Treasurer shall prepare and file the organization's tax returns. Not less than once every 5 years, the books of the organization shall be reviewed by a certified public accountant, who shall report their findings to the ANBOD.

Section 9.02 Fundraising Protocols

The organization is authorized to engage in fundraising as allowed by law. The organization shall comply with all federal, state, and local laws applicable for fundraising by a charitable organization.

Section 9.03 Scholarship Fund

The ANBOD shall set aside 35% of all annual dues collected as part of a "Scholarship Fund." The ANBOD shall disburse payment for tuition, books, or education-related expenses of CVMA Full, Support, or Auxiliary Members in good standing, or their children, stepchildren, and grandchildren.

Section 9.04 Benevolent Fund

The ANBOD shall set aside 20% of all annual dues collected as part of a "CVMA Benevolent Fund." The purpose of the Benevolent Fund is to provide funds to members or their families in need of assistance. The Benevolent Fund for CVMA will be administered by the NBOD. Qualifying recipients may be provided a payment of up to, but not exceeding, \$1,500.00 per recipient per year to be paid to the member coordinated by the member's local Chapter. The NBOD will establish an application process that shall be coordinated with the applying members' local Chapter through their chain of command. The applying Chapters must help raise money on their own prior to applying for additional funds from the NBOD. Money given out will not be required to be given back.

Article X. Emergency Powers

Section 10.01 Emergency Bylaws

In an emergency (such as an epidemic or a nuclear disaster), the ANBOD (or, if a quorum cannot readily be convened, a majority of Directors present) may suspend any portion of the bylaws and adopt in lieu thereof emergency bylaws for the duration of the emergency, notwithstanding any contrary provision in the law. Such emergency bylaws are subject to repeal by a majority of the members present at the next Annual National Meeting following the enactment of the emergency bylaws. The emergency bylaws may only include provisions that are practical and necessary for the specific circumstances of the emergency, including:

- Allowing Director to call ANBOD or committee meetings,
- Reducing ANBOD quorum requirements, even to a single Director present; and
- Deeming as Directors for ANBOD quorum purposes any persons designated on a list approved by the NBOD before the emergency.

Emergency bylaws may not alter or change qualifications for membership.

Section 10.02 Lines of Succession

The ANBOD, either before or during any such emergency, may provide, and from time to time modify, lines of succession in the event that during such emergency any or all Directors or agents of the organization shall for any reason be rendered incapable of discharging their duties.

Section 10.03 Consistency with Bylaws

To the extent not inconsistent with any emergency bylaws, the bylaws shall remain in effect during any emergency, and, upon its termination, the emergency bylaws shall cease to be operative.

Section 10.04 Limitation of Liability

No Director or employee acting in accordance with any emergency bylaws shall be liable except for willful misconduct.

Section 10.05 Plenary Power

The Directors may adopt any and all such bylaws, policies, or other provisions affecting the governance of the organization as it deems necessary and appropriate, and which is consistent with Chapter 355 of the Revised Missouri Statutes.

Section 10.06 Notice of ANBOD Meetings

Unless otherwise provided in emergency bylaws, notice of any ANBOD meeting during such emergency may be given only to Directors who can feasibly be reached and by such means as may be feasible at the time.

Article XI. Disciplinary Actions

Discipline shall be in accordance with the then current CVMA Bylaws and applicable policies as adopted by the NBOD.

Article XII. Conflict of Interest Policy

The CVMA Auxiliary, its members, Directors, and Officers, shall make every effort to protect the integrity and purpose of the organization. The CVMA Auxiliary will take every effort to refrain from entering transactions that would disqualify CVMA Auxiliary from qualifying as a tax-exempt organization. To that end, CVMA Auxiliary adopts and implements the conflict-of-interest policy as set forth in Appendix A of these bylaws, attached and incorporated to these by-laws as though fully set forth herein.

Article XIII. Chapters

Section 13.01 Chapters Executive Boards Authorized

The ANBOD is authorized to give permission to Auxiliary Members to form a local Auxiliary Chapter within their CVMA Chapter. The application process shall be governed by the then-current policy for approval of new Chapters. No Auxiliary Chapter Officer may serve concurrently as a Director or State Officer, to include elected and appointed staff positions.

Section 13.02 Procedures and Qualifications for Local Chapters

- (a) An Auxiliary State Representative is in place prior to the Chapter request.
- (b) The Chapter must have a minimum of five (5) Auxiliary members.
- (c) Auxiliary chapters will be numbered and aligned with the sponsoring CVMA chapter.
- (d) Auxiliary Chapters will function in the same manner as CVMA Detachments.
- (e) Formation of auxiliary chapters shall be in accordance with National Auxiliary bylaws. The request will be compiled by the prospective Auxiliary Chapter Commander submitted through the sponsoring Chapter Commander, State Representative, and Auxiliary State Representative to the ANBOD, and submitted to the ANSEC. The NBOD and the ANBOD will confer if necessary.

Section 13.03 Chapter Structure

(a) Chapter Executive Board

Chapters must have clearly established Officers responsible for executive actions (Chapter Commander and Executive Officer), and record keeping (Secretary). May include a Sergeant at Arms, Treasurer, or Public Relations Officer as the Chapter may authorize in accordance with the Auxiliary CEB Standard Operating Procedure.

- (i) Auxiliary Chapter Executive Board (ACEB) nominees must have a minimum of one (1) continuous year of CVMA Auxiliary membership in good standing, or a minimum of six (6) months of continuous CVMA Auxiliary membership in good standing if a member of one year or more does not seek office.
- (ii) Auxiliary CEB terms reflect the sponsoring CVMA Chapter CEB terms and election cycle.
- (iii) Auxiliary Chapter Executive Boards must maintain three (3) qualified officers (Chapter Commander, Executive Officer, and Secretary). Auxiliary Chapter status will be revoked if vacancies to these positions are not filled within 90 days of a position being vacated.
- (iv) Auxiliary Chapter Officers who vacate their office for any reason must inform the Auxiliary State Representative in writing, electronic format acceptable.

(b) Chapter Bylaws

Auxiliary Chapters are prohibited from establishing Bylaws separate from the Sponsoring CVMA Chapter, or the CVMA Auxiliary, and CVMA.

The ACEB must comply with the established CVMA, CVMA Auxiliary, CVMA Chapter Bylaws and the Auxiliary Chapter Standard Operating Procedures.

(c) Dissolution or Revocation of an Auxiliary Chapter

Auxiliary Chapters may be disbanded by the ANBOD at the request of the ASR, NBOD, CVMA State Representative or sponsoring CEB.

- (i) In the event a Chapter is dissolved on its own, or if it is revoked by the ANBOD, then the assets of the that Chapter shall be transferred to the sponsoring CVMA Chapter, minus any funds specifically raised for the Auxiliary Scholarship Fund or other specific charities.
- (ii) No direct distribution may be made to a member.

Section 13.04 Auxiliary Liaison

The role of Auxiliary Liaison may be established by the sponsoring CVMA Chapter CEB in lieu of Auxiliary chapters if desired. Auxiliary Liaisons must comply with the established CVMA, CVMA Auxiliary, and CVMA Chapter Bylaws and the Auxiliary Liaison Standard Operating Procedures.

Article XIV. Jurisdiction, Venue, and Choice of Law

Any dispute arising out of membership, the official acts of the organization, or any provision of these bylaws shall be governed by Missouri Law. For any action brought by or against the organization for any reason, jurisdiction and venue shall be in the 7th Circuit of Missouri, Clay County, Missouri, and all matters shall be governed by Missouri law, including choice of law issues. Notwithstanding the foregoing, disputes only involving a Chapter may be brought by or against such Chapter in the Chapter's state of domicile in accordance with that state's rules for venue.

Article XV. Dissolution

Section 15.01 Dissolution by Unanimous Consent

At any time, and for any reason, the ANBOD and the Auxiliary State Representatives may unanimously vote to dissolve the organization followed by NBOD approval. Upon such vote and approval, the Auxiliary President shall cause the organization to be dissolved consistent with the laws of dissolution for a nonprofit corporation, and in accordance with any applicable tax law or regulation.

Section 15.02 Distribution of Assets Upon Dissolution

Upon the dissolution of the Auxiliary, after paying or making provisions for the payment of all the legal liabilities of the Auxiliary, assets shall be distributed to the CVMA; or if the CVMA is unable to receive such funds, then to a qualifying charitable organization that supports veterans of the United States Armed Services.

Article XVI. Priority

The current, and future bylaws, policies, protocols, and standing rules of the CVMA shall supersede these bylaws and any Auxiliary standing rule, policy, or protocol of the National Auxiliary organization. Notwithstanding any other term or of any policy, any standing rule, or any correspondence, and to the maximum extent allowed by law, these bylaws shall have priority and be controlling over: all prior Auxiliary bylaws, every previously enacted or any future enacted standing rule, policy, or protocol of the national Auxiliary organization. To the maximum extent allowed by law, these bylaws shall have priority over any applicable statute.

Article XVII. Amendments to these Bylaws

Section 17.01 Generally

Amendments to these bylaws shall be administered by ANBOD until such time as a Bylaw Committee is established, except that the ANBOD will reserve the right to amend any provision herein in order to ensure compliance with applicable law or compliance with CVMA bylaws. The ANBOD reserves the right to propose other amendments, subject to a 2/3 approval of the votes cast at the next annual meeting. Any amendment of these bylaws must be approved by the NBOD prior to inclusion and implementation.

Section 17.02 Member Amendments, and Voting

Unless otherwise allowed by these bylaws, amendments shall only be adopted if ratified by two thirds (2/3) of the votes cast at the Annual Meeting of Members in accordance with the then-current BLCP voting policy as established by the ANBOD.

Amendments shall take effect on July 1 following the National Meeting at which they are ratified unless a later date is specifically authorized by the Amendment.

Amendments approved by the members as provided herein shall be reconciled by the ANSEC with advice of legal counsel, when applicable, and the final form shall be published to the members as soon as practically possible, but no later than August 31 following the National Meeting at which they were ratified.

Section 17.03 Amendment Procedure

Proposed amendments from members will only be submitted for consideration by the members in accordance with procedures adopted and promulgated from time to time by the ANBOD or Bylaws Committee if such committee is established. All proposals must be approved by the NBOD prior to consideration by the members.

Appendix A ~ CONFLICT OF INTEREST POLICY
COMBAT VETERANS MOTORCYCLE ASSOCIATION® AUXILIARY

Article I. Purpose

The purpose of the conflict-of-interest policy is to protect CVMA Auxiliary's (Organization) 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.

Article II. Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

- 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 Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the ANBOD decides that a conflict of interest exists.

Article III. 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 directors 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

ANBOD meeting while the determination of a conflict of interest is discussed and voted upon. The remaining ANBOD 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 ANBOD 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 ANBOD shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the ANBOD 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 ANBOD 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.

4. Violations of the Conflicts of Interest Policy

- a. If the ANBOD 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 ANBOD determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV. 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 board or committee 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.

Article V. 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.

Article VI. Annual Statements

Each director, principal officer, and member of a committee with governing board delegated powers shall annually sign a statement which affirm such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the 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.

Article VII. 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.

**Appendix B ~ Auxiliary BYLAW CHANGE PROPOSAL
COMBAT VETERANS MOTORCYCLE ASSOCIATION® AUXILIARY**

Instructions

When any CVMA Auxiliary member desires to seek a national vote to change the bylaws of this association, they must complete the “BYLAW CHANGE PROPOSAL FORM” and submit through the Auxiliary State Rep to the Bylaws Committee.

The proposal shall include the following:

1. Name and number of State, 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 National By-Laws.
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. Auxiliary State Rep will sign off that proposal has been presented, discussed, and meets the criteria to submit to the Bylaws Committee. If there is no ASR proposals may be submitted to the ANSEC directly.
10. The Bylaws Committee 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 ABOD and the membership at the following national 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.

Auxiliary BYLAW CHANGE PROPOSAL

Submitter (Name of AUX Member, Chapter #):	Contact Person:
Email Address:	Contact Telephone #
Indicate Article, Section and Subsection(s):	
Article <input style="width: 80px;" type="text"/>	Section <input style="width: 80px;" type="text"/>
Subsection(s) <input style="width: 250px;" type="text"/>	
<input type="checkbox"/> Changes shown here <input type="checkbox"/> See attached	
<input checked="" type="checkbox"/> Justification for change shown here <input type="checkbox"/> See attached	
AUX State Rep. Name & Signature:	Signature of submitter if this state does not currently have an ASR.
BYLAWS COMMITTEE ACTION: FORWARD ___ TABLE ___ RETURN ___	
MEMBERSHIP ACTION: APPROVE: ___ DISAPPROVE: ___	