

ARIZONA STATE CHAPTER BY-LAWS



ARTICLE 1: NAME AND EMBLEM

Section 1 (a).

The name of the association is: Combat Veterans Motorcycle Association.

Section 1.1- Name

The name of the association is: Combat Veterans Motorcycle Association Arizona.

- a. Principle office of the Combat Veterans Motorcycle Association will be located at the following address: 1019 Highland, Liberty, MO 64068 USA
- b. Change of Address. The designation of the county or state of Combat Veterans Motorcycle Association principal office may change by amendment of these bylaws. The board of Officers may change the principal office from one location to another within the named country by noting the changed address and effective date below, and such changes shall not be deemed minor, and require an amendment of these bylaws.
 1. New Address:
Dated:
 2. New Address:
Dated:
- c. Other Offices. The Combat Veterans Motorcycle Association may also have offices at such other places, within or without its state of incorporation, where it is qualified to do business, as its business and activities may require, and as the board of directors may from time to time, designate.

Section 1.2 Principle Office

The principle office of the Combat Veterans Motorcycle Association, Arizona Chapter will be located at the following address: CVMA Arizona Chapter (TBD by CVMA-Secretary).

Section 1 (b)

IRC Section 501(c)(19) Purposes. Combat Veterans Motorcycle Association is organized exclusively for charitable, religious, educational and/or scientific purposes as specified in Section 501(c)(19) of the Internal Revenue Code, includes, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (19) of the Internal Revenue Code.

Section 2.

The emblem / logo used by the Combat Veterans Motorcycle Association (CVMA) is Trade Marked and the sole property of CVMA. The CVMA patch and logo cannot be reproduced without license from the BOD. The emblem of the Combat Veterans Motorcycle Association is in the

shape of a skull encompassed by the following colors. The incorporated colors are: Red, representing the blood that has been shed on the battlefield. Military Gold, representing the many ethnic backgrounds of all nations. 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 represents the death that war leaves in its wake.

ARTICLE 2: OBJECTIVES

General: Combat Veterans Motorcycle Association Protocol.

The Combat Veterans Motorcycle Association is formed for the betterment of communication and camaraderie between other Motorcycle Associations, Veterans Organizations, and or Motorcycle Groups. The Combat Veterans Motorcycle Association was formed to promote camaraderie among veterans from all branches of the United States Armed Forces and our Allies who ride motorcycles; to foster working relationships with other Veteran's Motorcycle Associations and Motorcycle Groups; to promote interest in motorcycling among Veterans; to maintain a positive image with the public, law enforcement and the media to raise public awareness of the plight of MIA's, POW's and their families. Our goal is to support Veteran Organizations, Active Duty Military personnel and their families.

Section 1.

To promote interest in various forms of motorcycle activity associated with Veterans.

Section 2.

To create and maintain camaraderie among Combat Veterans from all U.S. Branches of Service and its allies.

Section 3.

To support Veteran Organizations.

Section 4.

To raise awareness for the plight of POWs, MIAs and their families.

Section 5.

To conduct Association functions and activities in a manner befitting the members of the Combat Veterans Motorcycle Association and as well as the association's Auxiliary Members.

Section 6.

To encourage a better understanding of motorcycle riders as a constructive sport among members of the public, press, and law enforcement agencies.

ARTICLE 3: MEMBERSHIP

Section 1. – Full Membership

Any person:

- a. Of good character.
- b. Who is a Veteran of a Foreign War, "Combat".
- c. The ONLY Acceptable proof for membership to the Combat Veterans Motorcycle Association is a copy of one's DD 214 or ERB which must be surrendered to the BOD for verification.
- d. Annual dues will be \$20 for full Combat members and \$10 for military support members. Dues for CVMA members deployed in a war zone will be waived. Dues for all members are due in June of each year. Dues for new members will cover the balance of the current year and dues will be collected again in June. Dues for all new members joining after

March 1st will be considered as paid in full for the balance of the current year and the following year.

- e. Must own and operate a Motorcycle of 500cc or above.
- f. Should a full member resign they will be given a 5 day grace period to rescind their resignation with no repercussions. After the 5 day grace period a member will have to re-apply for membership as a new member and will require BOD approval.
- g. Active members in good standing with the CVMA who after 5 years become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as life time members in good standing with the CVMA.
- h. Life membership requirements: 3 years active in the CVMA. Member must be in good standing for all three years and minimum participation of one sanctioned CVMA event per year is required. Cost for life membership is \$150. If a life member quits for any reason or the member is removed from the CVMA rolls for any reason, no refunds will be made.

Section 2 (a). -- Auxiliary Members:

- a. Must be of good character.
- b. All Auxiliary members must be a spouse, widow or widower of a full member who is in good standing with the CVMA
- c. Must support the efforts of ALL branches of the United States of Americas Armed Forces and the Combat Veterans Motorcycle Association.
- d. Will have no vote in CVMA business.
- e. Cannot hold a position on the BOD
- f. \$10.00 annual dues will be assessed by the CVMA Auxiliary Unit

Section 2 (b). -- Support members:

- a. Must be of good character.
- b. Must own and operate a motorcycle of 500cc or greater.
- c. Maximum number of support members will not exceed 10% of total CVMA full Combat membership.
- d. Support members must be a veteran of the United States Armed Forces.
- e. Support members will read and abide by all CVMA by-laws applicable to them. Sections excluded:
 - a. Section 6 and subsection 2
 - b. Section 3
 - c. Elections
 - d. Duties of Officers
- f. Support members are required to submit their application with proof of military service through a full member of the CVMA who has held a membership for not less than one year. Support members are required to have either ridden a minimum of 3,000 miles with their sponsor, attended three CVMA events or be known by their sponsor for a minimum of 6 months. A full member submitting an application for a support member should verify they meet the above criteria. Only 1 support member can be vouched on per year by an individual CVMA member. Support members will be at a 1 to 10 ratio, 1 support member to 10 full members based on state.
- g. Will have no vote in CVMA business.
- h. Cannot hold a position on the BOD
- i. \$10.00 annual dues will be assessed and a CVMA Support ID will be issued.
- j. Support members in good standing can wear a small CVMA Support Patch on the front of their vest or jacket which will be supplied by their sponsor. Support members can also wear the 10" support back patch which will be supplied by their sponsor.

Section 3.

By applying for membership with the Combat Veterans Motorcycle Association, you are giving the Combat Veterans Motorcycle Association and its Board of Directors the right to verify any membership application and DD 214 records.

Section 4.

Each member should attend a minimum of at least one (1) event hosted by the Combat Veterans Motorcycle Association per year. This can also be an event in any member's state if prior approval is obtained by the state representative from the governing body of the Combat Veterans Association.

Section 5.

All members MUST conduct themselves in a manner that is not an embarrassment to themselves, the Combat Veterans Motorcycle Association, or the United States of America.

Section 6.

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

Section 7.

- a. In the event of misconduct by any member, under the by-laws of the Combat Veterans Motorcycle Association, the Board of Directors possesses the right to revoke that member's membership. Misconduct is defined as failure to abide by the by-laws of the Combat Veterans Motorcycle Association and any organization that the Combat Veterans Motorcycle Association supports.
- b. Bringing dishonor upon the Combat Veterans Motorcycle Association in action, word(s), or deeds. Always remember WE ARE NOT, NOR DO WE CLAIM TO BE, A MOTORCYCLE CLUB! WE DO NOT HAVE COLORS WE HAVE A VETERANS INSIGNIA!!! We do not prospect. We do have membership fees.

Section 8. -- Rights of Members

Each full member in good standing, shall be eligible to one vote.

Section.9 -- Resignation and Termination

Any member may resign by filing a written resignation with the secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member can have their membership terminated by a majority vote of the membership.

Section, 10 -- Non-Voting Membership

The Board of Directors shall have the authority to establish and define non-voting categories of membership. Non-voting categories of membership are not eligible to cast vote in any association activities, elections and proposed transactions or arrangements.

Section.11 -- Non-Voting Categories

The non-voting categories are defined as auxiliary, support, not in good standing, and non-chapter member.

ARTICLE 4 - MEMBERSHIP DUES

Section 1.

Membership dues shall be at such rate, schedule or formula as may from time to time be prescribed by the governing body of the association and approved by the general membership.

Section 2.

The governing body of the association shall determine deadlines for payment of renewal membership dues.

Section 3. ARIZONA State Chapter Dues:

State Chapter dues will be \$10.00, due in the month of September, due by the 30th. With the

following provisions:

A. Deployed members. The Chapter will waive State dues for deployed military members within the following guidelines:

1. State dues cover the period 1 September through 31 August of the following year.
2. A member must be deployed for a minimum of six months during the fifteen month period prior to 31 August. An example would be deployed beginning 1 July 07 for a six month period. The member would be exempt from dues normally covering 1 SEP 07 – 31 August 08. Additionally, any new member joining the organization within three months prior to 31 August would only pay for the upcoming FY. For example – a new member joins 15 Jun 07; they would pay the state dues of ten dollars and that would cover their membership from 15 Jun 07 until 31 August 08.

B. Delinquent Members. With the exceptions noted in Sections 3.3/ 3.4 covering Auxiliary and Support members and that noted above for deployed military members, state dues are payable on 1 September each year and cover a period until 31 August the following year. Members are not considered delinquent if their dues are current by 31 January (five months beyond due date) each year. When the member becomes delinquent the State Chapter BOD will declare the member “not in good standing” and notify the National to reflect in their membership record. Additionally it will be the recommendation of the State Chapter BOD that some punitive action be taken against the delinquent member up to and including denial of membership.

Section 4.

New members purchasing patches of the Combat Veterans Motorcycle Association will be done so at cost plus shipping and handling.

Section 5.

Charter members will not be required to pay annual dues and may wear the 45 patch designating that they are an original starter member, or support member, of the Combat Veterans Motorcycle Association.

Section 6.

Chapters can collect local dues. A cap of \$10.00 annual chapter dues can be assessed. All national dues continue to go straight to national.

ARTICLE 5: NATIONAL ELECTIONS

Section 1.

All nominees for any office must be active and in good standing in the association with a minimum of 1 full year CVMA membership with the exception of new chapter start-up.

Section 2.

All elected and or appointed officers and Board of Directors must remain active members in good standing for the duration of the term while in office.

Section 3.

All National officers are to be nominated and elected at the CVMA National and will assume office within 60 days of the election and hold that office for 36 months or until their successors are duly qualified. Consecutive terms are permitted.

Section 4.

National Nominations and elections to the National BOD must be made at the CVMA national.

The President will vote only in the event of a tie.

ARTICLE 6: CHAPTER Elections:

Section 1.

Members nominated for office are qualified if he or she is a paid member in good standing with the CVMA for a minimum of 1 year.

Section 2.

BOD members will be considered for re-election in the following order, Pres., VP, and SGT at Arms/PR. The office of Treasurer and Secretary will be filled by the President of the CVMA at his discretion.

Section 3.

Should an elected officer resign from office for any reason the BOD will appoint a replacement to serve until the next CVMA Meeting.

B. Officers must remain active members in good standing during their term of office.

C. Elections will occur at a State's Chapter meeting.

D. Officers will hold a term of office for two years.

E. Officers may hold consecutive terms.

F. The Chapter Executive Board (CEB) is as follows:

1) Commanding Officer (CO)

2) Executive Officer (XO)

3) Secretary

4) Sergeant at Arms (SAA)

5) Treasurer

G. During elections for Officer positions, the CO may only vote in the event there is a tie vote. Should an elected officer resign from office, the remaining CEB may appoint a replacement.

Section 4. Elected

State Representatives are appointed by the National Board of Directors and the President (Commander) would be picked by the members. The State Representative would be over the President (Commander); all below the State Representative would be elected by members. ***SR position should be voted on by the membership by the time of the each annual meeting in June 2011, in Arizona. Per national guidance from 2010 National Meeting.

Section 5. Offices

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

Section 6. Good Standing

Elected and appointed officers and Board of Directors must remain active members of the Combat Veterans Motorcycle Association/ and Combat Veterans Motorcycle Association Arizona and in good standing for the duration of the term in office.

Section 7. Resignation

Should an elected officer resign from office for any reason the State Representative will appoint a replacement to serve until the next State Meeting.

Section 8. Vacancies - Vacancies on the Board of Directors of Combat Veterans Motorcycle Association Arizona shall exist,

(a). on the death, resignation or removal of any director.

(b). whenever the number of authorized director is increased.

Section 9 - Non liability of Directors - The directors shall not be personally liable for the debts, liabilities or other obligations of the corporation.

Section 10 - Indemnification by Corporation of Directors and Officers -The directors and officers are indemnified to the fullest extent permissible under the laws of the state.

ARTICLE 7: DUTIES OF OFFICERS

Section 1.

The President will preside over all meetings of the association; serve as Chairman of the Board of Directors, act as ex-officer member of all committees, issue the call for regular and special Board of Directors meetings, schedule regular elections, and are sure they are held IAW this constitution, and carry out the directives of the Board of Directors. Treasurer and Secretary positions are both accountable to the CVMA President the CVMA President is allowed to fill these positions at his discretion.

Section 2.

The Vice-President will perform all duties of the President in his absence.

Section 3.

The Secretary shall keep minutes of the Board of Directors and general membership meetings, and assume all duties of office.

Section 4.

The Treasurer will collect dues and other forms of income due to the association, maintain the accounting books, make payments from the associations funds when so ordered by the board of Directors, sign all associations checks (along with another officers signature) and make regular reports of the associations financial status to the Board of Directors, State Representative and the general membership.

Section 5.

The Public Relations Officer will maintain a file and have it ready to present at each meeting and all association functions. He or she will be in charge of all the Combat Veterans Motorcycle Associations publicity, in conjunction with and approved by the associations President. Duties will include: Historian, club file, pictures, newspaper articles, TV and radio announcements and the associations web site.

Section 6.

Sgt of Arms has and will maintain order during CVMA meeting's and check members ID cards before each meeting will start.

Section 7.

The Board of Directors constitutes the Executive Board of the Association, responsible for the execution, through its officers of the authorized policies, by majority votes, fills vacancies in any office of the Board of Directors and submits to the associations meetings and recommendations affecting the policies of the association which have been previously approved.

Section 8.

The regional directors (once regions are organized) will be appointed by the Board of Directors.

Section 9.

State Representatives are appointed by the BOD and the Chapter Commander would be picked by the Chapter members. The State Representative would be over the State Chapter Commander, all below the State Representative would be elected by state members.

Section 10.

State and Regional Officers would use military terms to describe their position.

ARTICLE 8: MEETINGS

Section 1- Regular Meetings

Regular meetings of the members will be held quarterly at a time and place designated by the President/Commander.

Section 2- Annual Meetings

An annual meeting of the members shall take place every year, and the specific date, time, and location of which will be designated by the President/Commander. At the annual meetings members shall elect officers, receive reports of activities of the association, and determine the direction of the association for the coming year.

Section 3- Special Meeting

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

Section 4 Notice of Meeting

Printed notice of each meeting shall be given to each voting member, by mail not less than two weeks prior to the meeting.

Section 5 Quorum

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

Section 6 Voting

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

ARTICLE 9: DELEGATIONS

Section 1.

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

Article 10: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1. Execution of Instruments, Deposits and Funds

The Board of Directors, except as otherwise provided by these By-laws, may by resolution authorize any officer or agent of the chapter to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter, and such authority may be general or confined to specific instances. Unless authorized, no officer, agent or employee shall have any

power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

Section 2. Checks and Notes

Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money and other evidence of indebtedness shall be signed by the Treasurer and countersigned by the President (Commander) of the Chapter.

Section 3. Deposits

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

Section 4. Gifts

The Board of Directors may accept on behalf of the Chapter any contribution, gift, bequest, or device for the non-profit purposes of this Chapter.

Article 11: AMENDMENTS

Section 1. Altered

These By-laws may be altered or repealed and new By-laws adopted at the yearly State Meeting by a two-thirds vote of the members present or by the Board of Directors, only to revise a conflicting Article and/or Section.

Section 2. Amendments

Approved or accepted amendments take effect immediately.

Section 3. Changes

Any changes to any Article and/or Section of the State Chapter of the Combat Veterans Motorcycle Association Arizona will be discussed and voted on by a quorum.

Section 4. Precedence

If any Arizona State Chapter By-laws conflicts with Combat Veterans Motorcycle Association National By-laws, the National By-laws will take precedence over the Arizona State Chapter By-laws.

Section 5. Conflicting

If any Combat Veterans Motorcycle Association Arizona By-laws conflicts with Federal and/or State or Arizona Domestic Non-profit Veterans 501(c) (19) provisions and/or statutes, the conflicting Article(s) and/or Sections(s) shall be revised, by the Board of Directors and shall take effect immediately.

ARTICLE 12: STATE CHAPTERS

Section 1.

State chapters require a minimum of 15 members.

Section 2.

Initial State chapters are based on when they were recognized; KY being chapter one, MA chapter two, etc. Subsequent chapters within the same state shall be numbered in accordance to their initial recognition as a full chapter within that state. Example Kentucky Chapter is KY Chapter 1-1; the next full chapter will be KY Chapter 1-2.

Section 3.

Chapters should not be located closer than a 1-hour ride from a previously established Chapter within the same state unless approved by the State Rep and/or National BOD.

Section 4.

The Chapter members would elect the Chapter Commander. The State Representative would be over the Chapter Commander; state members would elect all below the State Representative.

Section 5.

Chapter Commanders within the state are considered to be equal in "rank" regardless of chapter recognition dates.

Section 6. (DETACHMENTS)

Detachments are sponsored by and accountable to a state chapter.

Section 7.

Detachments require a minimum of 8 members.

Section 8.

Detachments may apply for Chapter status provided they meet Chapter guidelines. (See Article 12 sections 1).

Section 9.

The Detachment members would elect the Detachment Commander. The State Representative would be over the State Chapter Commander; State Chapter Commander would be over the Detachment Commander; state members would elect all below the State Representative.

Article 13: Limitation on Activities

Section 1. No substantial part of the activities of Combat Veterans Motorcycle Association Arizona shall be for propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this corporation shall not participate in, or intervene in (including publishing or distribution of statements), any political campaign on or behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by a:

(a). Corporation exempt from federal income tax under section 501[c][19] of the Internal Revenue Code.

(b). Corporation, contributions to which are deductible under section 170[c][2] of the Internal Revenue Code.

Section 2. Prohibition against Private Inurement - No part of the next earnings of the Combat Veterans Motorcycle Association - Arizona (32-1) shall inure to the benefit of, or be distributable to, its members, directors, or trustees, officers or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this corporation

Section 3. Distribution of Assets - Upon the dissolution of the Combat Veterans Motorcycle Association - Arizona (32-1), its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for more or more exempt purposes within the meaning of Section 501 © (19) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such distributions shall be made in accordance with all applicable provisions of the laws of this state.

Section 4. Private Foundation Requirements and Restrictions - In any taxable year in which the Combat Veterans Motorcycle Association - Arizona (32-1) become a private foundation as described in Section 509(a) of the Internal Revenue Code the corporation:

A. Shall distribute its income for said period as such time and manner as so subject to tax under Section 4942 of the Internal Revenue Code.

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

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

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

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

Article 14: CONFLICT OF INTEREST POLICY

Section 1. Purpose - The purpose of the conflict of interest policy is to protect this tax-exempt organization's Combat Veterans Motorcycle Association Arizona interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

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

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

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

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

(3). A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 13.3, Line 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures

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

B. Determining Whether a Conflict of Interest Exists - After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest -

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

(2). The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(3). After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

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

Section 4. Violations of the Conflicts of Interest Policy -

(A). If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(B). If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 5. Records of Proceedings - The minutes of the governing board and all committees

with board delegated powers shall contain:

(A). The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

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

Section 6. - Compensation

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

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

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

Section 7. Annual Statements -- Each director, principal officer and member of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person has:

(A). Received a copy of the conflicts of interest policy,

(B). Read and understands the policy,

(C). Agreed to comply with the policy, and

(D). Understood the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Section 8. Periodic Reviews -- To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(A). Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(B). Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess

benefit transaction.

Section 9. Use of Outside Experts -- When conducting the periodic reviews, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Article 15: CONSTRUCTION and TERMS

Section 1. Conflict

If there is a conflict between the provisions of these Bylaws and the Articles of Incorporation of this corporation, the provisions of the Articles of Incorporation shall govern.

Section 2. Unenforceable or Invalid

If any of the provisions or provisions of these Bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these Bylaws shall be unaffected by such holding.

Section 3. Articles of Incorporation

All references in these Bylaws to the Articles of Incorporation shall be to the Articles of Incorporation or any other founding document filed with an office of this state and used to establish the legal existence of this Incorporation.

Section 4. References

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