

Texas State Bylaws

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BYLAWS OF CVMA TEXAS

COMBAT VETERANS MOTORCYCLE ASSOCIATION (CVMA) – TEXAS

ARTICLE I - OFFICES

1. REGISTERED OFFICE AND AGENT

The registered office and registered agent of the CVMA Texas shall be as set forth in the CVMA Texas's Certificate of Formation. The registered office or the registered agent may be changed by resolution of the Board of Directors, upon making the appropriate filing with the Secretary of State.

2. PRINCIPAL OFFICE

- A. The principal office of the CVMA Texas shall be at 842 County Road 3150 Kempner, TX 76539, provided that the Board of Directors shall have the power to change the location of the principal office.
- B. Change of Address. The designation of the county or state of CVMA Texas 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: _____

2) Dated: _____

3. EMBLEM AND LOGO

The CVMA Texas emblem and logo used by CVMA Texas shall be that specified in the National CVMA By-Laws, Article I, Section 2 (Revision O and as may be revised in the future) which is hereby incorporated by reference as if fully set forth herein.

ARTICLE II – PURPOSE

1. IRS SECTION 501(C)(3)

The Corporation (herein “CVMA Texas”) is organized exclusively for charitable, religious, and educational purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code. The Board of Directors has the authority to

change these bylaws if any part is found to be in conflict with Federal or Texas tax laws for the purpose of maintaining the CVMA Texas in good standing with Federal and State law to continue as a charitable non-profit CVMA Texas under Section 501(c)(3) of the Internal Revenue Code as a qualified tax-exempt organization.

2. OBJECTIVES

The Combat Veterans Motorcycle Association (CVMA) Texas is formed with the following objectives:

- A. The betterment of camaraderie and fellowship between its members and their families in the CVMA chapters across the State of Texas.
- B. To promote interest in various forms of motorcycle riding with veterans.
- C. To create and maintain camaraderie among combat veterans from all U.S. branches of service and its allies.
- D. To support veteran organizations.
- E. To raise awareness for the plight of POW's, MIA's and their families, post-traumatic stress disorder (PTSD), traumatic brain injury, (TBI) and other combat related medical conditions.
- F. To conduct Association functions and activities in a manner befitting and respecting the members of the Combat Veterans Motorcycle Association.
- G. To encourage a better understanding of motorcycle riders as a constructive sport among members of the public, press, and law enforcement.

ARTICLE III – MEMBERSHIP

1. MANAGEMENT BY MEMBERS

Management of the affairs of the CVMA Texas is to be vested in its Chapter's members.

2. CLASSES OF MEMBERS

The CVMA Texas shall have three classes of members: Full, Auxiliary, and Support. Members must meet the following qualifications for membership:

- A. Members must be a Full, Auxiliary, or Support member in good standing with the National CVMA and assigned to a Texas Chapter of the Combat Veterans Motorcycle Association in accordance with the National CVMA By-Laws, Article III, Section 1 (Revision O and as may be revised in the future) which is hereby incorporated by reference as if fully set forth herein.

- B. Members must be a Combat/War Veteran in good standing with the CVMA Texas. The term "Good Standing" shall be defined as any person who has fulfilled the requirements for membership in the National CVMA, who is not currently suspended or on probationary status for disciplinary reasons or for violations of civil or criminal state laws, and who has paid the necessary dues and conformed to the requirements as set forth in these bylaws and the National CVMA bylaws.

3. ADMISSION OF MEMBERS

Members shall be permitted to join the CVMA Texas upon qualifying through the application process as determined by the NBOD.

4. TERMINATION OF MEMBERSHIP

A member may have his/her membership terminated IAW the process defined in the National bylaws and applicable policies.

5. RESIGNATION

Any member may resign by notifying his/her applicable CVMA Chapter Executive Board.

6. REINSTATEMENT

A member that has been removed from the CVMA may request to rejoin. That request will be sent to the State Representative (SR) by the local Chapter Commander for initial approval. Upon approval, the National application process will be followed.

7. TRANSFER OF MEMBERSHIP

Membership in this CVMA Texas is not transferable or assignable to another person.

ARTICLE IV – MEETINGS

1. PARLIAMENTARY PROCEDURE

Roberts Rules of Order will be applied during meetings to affect parliamentary procedures, unless otherwise amended and provided for in the bylaws.

2. PLACE OF ANNUAL STATE MEETING

The host chapter of a future annual meeting will be determined during the conduct of an annual meeting. Nominations will be received from the members and a vote will be conducted in the case of multiple nominations. All attempts to give two years notice will be given. When the host chapter is decided, the host chapter will notify the SR of the meeting location and date. The members will be notified IAW Section 4 of this Article.

3. ANNUAL STATE MEETING

The annual meeting of Texas CVMA members shall be held during the months of September through October on a date and time agreed upon by the State Board of Directors and the host Texas CVMA chapter.

4. NOTICE OF ANNUAL STATE MEETING

Notice stating the place, day, and hour of the annual meeting shall be given to the Chapter Commanders not less than thirty (30) days before the date of the meeting, either in person, by email, telephonically, or by posting to the CVMA Texas website.

5. QUORUM OF MEMBERS

The members present at the meeting entitled to vote, represented in person, shall constitute the quorum.

6. VOTING OF MEMBERS

- A. Each Full Member shall be entitled to one (1) vote on each matter submitted to a vote of the members with the exception of the SR who will only vote in the event of a tie.
- B. A member may only vote in person. No proxy vote is permitted.
- C. Full members only are eligible to vote in State business.
- D. The total of the majority of the votes cast by the members present at a meeting shall be the act of the members meeting, unless the vote of a greater number is required by law, the Certificate of Formation, or these Bylaws.
- E. Any vote may be taken by voice, show of hands, standing count, or by ballot.
- F. Members who are currently suspended are not eligible to vote at the local, State, or National level.

7. VOTING LISTS

- A. The SBOD shall prepare a list of the names of all the members who are in good standing and are eligible to vote.
- B. The SBOD shall make the list of voting members available at the meeting, and any voting member or voting member's agent or attorney is entitled to inspect the list at any time during the meeting or any adjournment.

8. SPECIAL MEETINGS

- A. Special meetings of the members may be called by the SR, a majority of the State Board of Directors, or by notice of not less than one-fifth of the Texas State full members entitled to cast a vote at such meeting.
- B. Any person or persons entitled hereunder to call a special meeting of members may do so only by written request sent by email, certified mail, or delivered in person to the State Representative or State Secretary.
- C. The officer receiving the written request shall, within ten (10) days from the date of its receipt, cause notice of the meeting to be given in the manner provided by these Bylaws to all members entitled to vote at the meeting. If the officer does not give notice of the meeting within ten (10) days after the date of receipt of the written request, the person or persons calling the meeting may fix the time of meeting and give the notice in the manner provided in these Bylaws.
- D. Only business within the purpose or purposes described in the notice or petition may be conducted at a special meeting of the members.

9. SPECIAL COMMITTEES

- A. A special committee may be appointed by the SR or designated at an annual or special meeting by a majority vote of the members present.
- B. Each such committee shall consist of three or more members. The purpose of such special committees should be to consider, investigate, or take action on certain matters or subjects. A committee shall not operate to relieve the members of any responsibility or rights contained in these bylaws.
- C. A committee will prepare and maintain minutes and notes from all committee meetings.
- D. Each committee shall continue its tasks until the next annual meeting or until the conclusion of its intended purpose where it will present its findings and conclusions to the SR for dissemination to the Chapters.

ARTICLE V - DIRECTORS

1. STATE BOARD OF DIRECTORS

- A. The powers of the CVMA Texas shall be exercised under the authority of these bylaws and the business and affairs of the CVMA Texas shall be managed under the direction of the State Board of Directors (SBOD) of the CVMA Texas.

B. Directors shall:

- a. be legal residents of the State of Texas unless active duty military from outside the State and stationed in Texas.
- b. be Texas CVMA members.
- c. reside within the State of Texas.

2. NUMBER AND ELECTION OF DIRECTORS

- A. There shall be five directors that compose the SBOD and each of the directors shall hold one officer position as described herein below.
- B. A director shall hold office until the next annual election of Directors and until said director's successor shall have been elected, appointed, or designated and qualified.

3. REMOVAL

A director may be removed from office, with or without cause, by the persons entitled to elect, designate, or appoint the director. If the director was elected to office, removal requires an affirmative vote equal to the vote necessary to elect the director.

4. RESIGNATION

A director may resign by providing written notice of such resignation to the State Representative. The resignation shall be effective upon the date of receipt of the notice of resignation or the date specified in such notice. Acceptance of the resignation shall not be required to make the resignation effective.

5. ANNUAL MEETING OF DIRECTORS

The Annual Meeting of the SBOD shall occur at the time and place of the annual Texas State Convention designated for the Annual Meeting of the members.

6. REGULAR MEETING OF DIRECTORS

Regular meetings of the SBOD will be held quarterly at a minimum at such time and place as may be determined by the SBOD.

7. SPECIAL MEETINGS OF DIRECTORS

The Secretary shall call a special meeting of the SBOD whenever requested to do so by the State Representative or by two or more directors. Such special meeting shall be held at the date and time specified in the notice of meeting.

8. PLACE OF DIRECTORS' MEETINGS

All meetings of the SBOD shall be held either at the principal office of the CVMA Texas or at another place as specified in the meeting notice.

9. NOTICE OF DIRECTORS' MEETINGS

Notice of any special meeting of the SBOD shall be given at least seven (7) days in advance by written notice delivered personally or sent by mail or electronic posting to each director at that director's address as shown by the records of the CVMA Texas. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be conducted, nor the purpose of, any regular or special meeting of the SBOD need be specified in the meeting notice.

10. QUORUM AND VOTING OF DIRECTORS

A quorum for the transaction of business by the SBOD shall be a majority of the number of directors fixed by these Bylaws. A director must vote in person or, if such meeting is conducted via teleconference, voice voting is allowed.

11. SALARIES AND COMPENSATION

Directors and appointed State officers shall not receive any salary or compensation for their services.

12. MINUTES OF DIRECTOR'S MEETING

Meeting minutes of SBOD annual, regular, and special meetings will be recorded, ~~and~~ Approved SBOD meeting minutes will be distributed to all State members within 30 days of said meeting.

ARTICLE VI - OFFICERS

1. NUMBER OF OFFICERS

The five elected State Board of Directors of CVMA TEXAS shall be the State Representative, two (2) State Sergeant at Arms (SSAA), State Secretary (SSEC), and State Treasurer (STRES). The additional staff officer positions of State Public Relations Officer (SPRO), State Chaplain (SCHAP), and State Webmaster are appointed positions and may be filled at the State Representative's discretion. The position of State Quartermaster (SQM) is also a staff officer position but is an elected position.

2. ELECTION OF OFFICERS AND TERM OF OFFICE

All officers that constitute the SBOD shall be elected by the members at the regular annual meeting

of the members for such terms not exceeding three (3) years. For continuity of the SBOD, the three-year election cycle will consist of:

1. State Representative
2. State Sergeants at Arms
3. State Treasurer and State Secretary

The SQM will be elected the same year as the STRES and SSEC.

A minimum of two (2) years of CVMA membership and prior service as a Chapter officer is required to be elected to a SBOD position. Officers on the SBOD cannot hold any Chapter or NBOD officer position concurrently.

3. REMOVAL OF OFFICERS, VACANCIES

Any officer elected or appointed may be removed by the majority of the members entitled to vote at a special meeting of the members or annual meeting of the members provided that the notice of the meeting agenda had been given in accordance with the bylaws. In addition to the removal provisions for an officer by the vote of the members, officers serving in State staff positions may be removed by the SR or a unanimous vote of the SBOD. A vacancy in any elected office because of death, resignation, removal, disqualification, or otherwise, will be filled by the SR or may be filled by a unanimous vote of the SBOD. The vacated position will be filled for the remainder of the term for that position. A vacancy in any appointed position may be filled by the State Representative.

4. STATE REPRESENTATIVE (SR)

The Texas State Representative (SR) shall be the chief executive officer of the CVMA Texas, preside as Chairman at all meetings of directors and members, schedule regular elections and ensure they are held IAW these bylaws, and ensure that all orders and resolutions of the SBOD are carried out, and act as an executive officer member of all committees.

The SR will perform all duties and obligations as outlined in the CVMA National bylaws.

The SR shall be the liaison between the CVMA Texas and any outside person or organization as it may pertain to public relations or other associations. The SR may delegate those liaison duties to the SPRO.

5. THE STATE SERGEANT AT ARMS (SSAA)

- A. The State Sergeant at Arms (SSAA) is responsible for ensuring that bylaws and Standing rules of order of CVMA TEXAS are not violated and that orders of the Officers are carried out in an expeditious manner.
- B. The SSAA is responsible for keeping order at all State events and meetings, safety and security of Texas members, will maintain order during meetings, and check member's

identification cards before each meeting and vote. The SSAA is responsible for collecting and distributing proposed amendments to these Bylaws as directed in Article XI.

- C. The State Sergeant at Arms will perform all duties and obligations as outlined in the CVMA National bylaws.
- D. The SSAA will perform other duties as assigned by the SR.

6. THE STATE SECRETARY (SSEC)

- A. The State Secretary (SSEC) shall record all votes and the minutes of SBOD and annual membership meetings and provide copies of the minutes to SBOD members and Texas Chapter Commanders within sixty days of the meeting. The SSEC shall give or cause to be given notice of all meetings of the members and all meetings of the SBOD and shall perform such other duties as may be prescribed by the SR.
- B. The SSEC shall maintain and keep all CVMA Texas records including membership lists, bylaws, Rules of Order, Standing Rules, Policies, Resolutions, Committee Reports, and all correspondence between the CVMA Texas and outside entities. The SSEC shall keep in safe custody the seal of the CVMA Texas, and when authorized by the SBOD, affix the same to any instrument requiring it, and when so affixed, it shall be attested by the SSEC's signature.
- C. The SSEC will serve as the State Historian and will gather and store Texas CVMA historical data such as membership records, new chapter or detachment records, bylaws, events, public and media news articles, and other information or artifacts deemed historical in nature.
- D. In the absence of the SSEC, the minutes of all meetings of the board and members shall be recorded by such person as shall be designated by the SR.

7. THE STATE TREASURER (STRES)

- A. The State Treasurer (STRES) shall be available to all CVMA Texas Chapters to provide guidance, mentorship, training, and assistance. The STRES shall also be available to members that are beginning new chapters by assisting them in reaching their incorporated status.
- B. The STRES shall provide oversight of the State funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the CVMA Texas.
- C. The STRES shall collect all forms of income as required and disburse the funds of the CVMA Texas as may be ordered by the SR or the SBOD, taking proper vouchers for such disbursements. The STRES shall render to the SBOD an account of all of the transactions and of the financial condition of the CVMA Texas and exhibit the books, records, and accounts to the SBOD at any time. The STRES will provide a regular report to be sent

and/or available for all members to view.

- D. The STRES shall present to the SR's attention any requests for disbursing funds if, in the judgment of the STRES, any such request is not properly authorized.
- E. The State Treasurer will perform such other duties as may be directed by the Board of Directors or by the State Representative.

ARTICLE VII - MISCELLANEOUS

1. MEETINGS BY TELEPHONE CONFERENCE, ELECTRONIC OR OTHER REMOTE COMMUNICATIONS TECHNOLOGY

Subject to the provisions required or permitted by the Texas Business Organizations Code and these Bylaws for notice of meetings, members of the SBOD, or members of any committee, may participate in and hold a meeting of such members, board, or committee by means of: (1) conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other; or (2) another suitable electronic communications system, including videoconferencing technology or the Internet, only if: (a) each member entitled to participate in the meeting consents to the meeting being held by means of that system; and (b) the system provides access to the meeting in a manner or using a method by which each member participating in the meeting can communicate concurrently with each other participant. Participation in a meeting pursuant to this section shall constitute presence in person at such meeting, except where a person participates in the meeting for the express purpose of objecting to the transaction of any business on the ground that the meeting is not lawfully called or convened.

2. CONTRACTS

The SBOD may authorize any officer or officers, agent or agents of the CVMA Texas, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the CVMA Texas, and such authority may be general or confined to specific instances.

3. CHECKS, DRAFTS, ETC.

All checks, drafts, or other instruments for payment of money or notes of the CVMA Texas shall be signed by both the STRES and SSEC.

4. DEPOSITS

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

5. GIFTS

The SBOD may accept on behalf of the CVMA Texas any contribution, gift, bequest or devise for

the general purposes or for any special purpose of the CVMA Texas.

6. BOOKS AND RECORDS

The SBOD shall keep correct and complete books and records of account and shall keep minutes of the proceedings of the members, SBOD, and committees and shall keep at the registered office or principal office in this State a record of the names and addresses of its members entitled to vote. A Texas CVMA member, on written demand stating the purpose of the demand, has the right to examine and copy, in person or by agent, accountant, or attorney, at any reasonable time, for any proper purpose, the books and records of the CVMA Texas relevant to that purpose, at the expense of the member.

7. FINANCIAL RECORDS AND ANNUAL REPORTS

The CVMA Texas shall maintain current true and accurate financial records with full and correct entries made with respect to all financial transactions of the CVMA Texas, including all income and expenditures, in accordance with generally accepted accounting practices. All records, books, and annual reports (if required by law) of the financial activity of the CVMA Texas shall be kept at the registered office or principal office of the CVMA Texas in this state for at least three years after the closing of each fiscal year and shall be available to the public for inspection and copying there during normal business hours. The CVMA Texas may charge for the reasonable expense of preparing a copy of a record or report.

8. FISCAL YEAR

The fiscal year of the CVMA Texas shall follow the calendar year and end on December 31 or each year.

ARTICLE VIII – CONSTRUCTION

1. PRONOUNS AND HEADINGS

All personal pronouns used in these Bylaws shall include the other gender whether used in masculine or feminine or neutral gender, and the singular shall include the plural whenever and as often as may be appropriate. All headings herein are for convenience only and neither limit nor amplify the provisions of these Bylaws.

2. INVALID PROVISIONS

If any one or more of the provisions of these Bylaws, or the applicability of any such provision to a specific situation, shall be held invalid or unenforceable, such provision shall be modified to the minimum extent necessary to make it or its application valid and enforceable, and the validity and enforceability of all other provisions of these Bylaws and all other applications of any such provision shall not be affected thereby.

ARTICLE IX - AMENDMENT OF BYLAWS AND POLICIES

1. GENERAL AUTHORITY

The Chapter's members may amend or repeal these Bylaws, or adopt new Bylaws, unless the Certificate of Formation or the Texas Business Organizations Code limits such powers. Any such revisions to bylaws shall be contained in a complete revision and shall supersede all prior bylaws. The Bylaws may not be repealed without the immediate and subsequent adoption of new Bylaws.

2. VOTING ON AND ADOPTION OF AMENDMENTS

All Amendments shall be voted on at the Annual Meeting of the members by two-thirds (2/3) of the full members present and casting a vote. Amendments to these bylaws will be submitted to the NBOD for review and approval before inclusion and adoption in these bylaws.

3. SUBMISSION OF PROPOSED AMENDMENTS

Proposed amendments to the bylaws will be submitted by members through the Chapters to the SSAA. Proposed Amendments must be submitted on the Bylaw change form found in National CVMA By-Laws, Annex B (Revision O and as may be revised in the future). To be considered, proposed amendments must be submitted to the SSAA no later than 30 April of each year. The SSAA will provide the collected Proposed Amendments and forward them to the State Bylaw Committee no later than 5 May of each year.

4. STATE BYLAW COMMITTEE FORMATION AND COMPOSITION

The State Bylaw Committee shall be composed of 5 full members of CVMA Texas. No member of the SBOD will be a member of the State Bylaw Committee. The Committee shall be appointed by the SR at each Annual Meeting and serve until the next Annual Meeting. The State Bylaw Committee will elect a Committee Chairman. No Member will serve on the State Bylaw Committee in consecutive years.

5. STATE BYLAW COMMITTEE DUTIES

The State Bylaw Committee shall receive the collected proposed amendments and review them for spelling, grammar, and composition errors, as well as for conflicts with National Bylaws. If errors are directed, the Committee will work directly with the submitting member to correct any errors, if possible. If multiple Proposed Amendments to the same Article or Section of the Bylaws are submitted, the Committee will coordinate among the submitting members to attempt to consolidate the proposed amendment. In the event that more than five (5) proposed amendments are received by the Committee, the Committee shall select five (5) proposed amendments that will be voted on at the Annual Meeting. Selection will be made based on the Committee's objective determination of relevance and necessity. The final selected proposed amendments shall be turned in to the SSAA no later than July 31st. The SSAA shall distribute the final proposed amendments to all Chapters for dissemination to their members no later than August 5th to allow sufficient time for Chapters to discuss the proposed amendments prior to the Annual Meeting.

6. MORATORIUM ON AMENDMENTS

No amendments to these Bylaws will be considered until after the first Annual Meeting following the adoption of these Bylaws.

7. STATE POLICIES

- A. The SR may develop policy letters or memorandum to supplement these bylaws for the purpose of outlining CVMA Texas processes, procedures, or special instructions that are not covered in these bylaws. These processes or special instructions may include administrative, safety issues, or other processes deemed necessary for the efficiency, the general safety, etc. of the CVMA Texas members.
- B. Any new policy written will be sent to the Chapters for approval. The Chapter's members will vote on the proposed State policy. Chapter meeting minutes containing the policy vote will be sent to the SR. If the policy is approved by a majority of members casting a vote State-wide, it will be in effect until such time a motion is made and carries at an annual Texas State meeting to rescind or amend the policy.
- C. The SR is the approving authority for any policy concerning the safety or welfare of CVMA Texas members.

Adopted by the Members on March 24, 2018.

Approved by the CVMA NBOD on April 29, 2018.



Brad "Bergie" Berglund
Texas State Representative