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 **Combat Veterans**

 **Motorcycle Association**

 **TN 18-1**

 **Bylaws Revision B** Effective Date 8/19/14

 

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Bylaws Rev. A: June 2013

ARTICLE 1: NAME AND EMBLEM

Section 1 (a)
The name of the association is: Combat Veterans Motorcycle Association (CVMA) Tennessee Chapter 18-1.

1. Principle office of the Combat Veterans Motorcycle Association Chapter 18-1will be located at the following address: 209 10th Avenue South, Suite 216, Nashville, Tennessee 37203, County of Davidson, State of Tennessee
2. Change of Address. The designation of the county or state of Combat Veterans Motorcycle Association Chapter 18-1 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 State 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: 1733 Londonview PL. Antioch, TN Davidson County
	Dated: 7/19/14
	2. New Address:
	Dated:
3. Other Offices. The Combat Veterans Motorcycle Association Chapter 18-1 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 (b)
IRS Section 501(c)(19) Purposes. Combat Veterans Motorcycle Association Chapter 18-1 is organized exclusively for charitable, religious, educational and/or scientific purposes as specified in Section 501(c)(19) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(19) of the Internal Revenue Code. The BOD has the authority to change the CVMA bylaws if any part is found to be in conflict with Federal or TN state tax laws.

Section 2
The emblem / logo used by the Combat Veterans Motorcycle Association is the sole property of the CVMA. The CVMA patch and logo cannot be reproduced without license from the NBOD. The emblem of the Combat Veterans Motorcycle Association is in the shape of a skull encompassed by the following colors. The incorporated colors are: Red, representing the blood that has been shed on the battlefield. The Military Gold, representing all branches of the military service of the United States. Black, representing the heavy hearts possessed for those who gave their lives and for those that are considered missing in action or prisoners of war. The Skull and ace of spade represents the death that war leaves in its wake.

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ARTICLE 2: OBJECTIVES

General: Combat Veterans Motorcycle Association Chapter 18-1 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.

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.

Section 7
Benevolent fund for CVMA Tennessee 18-1 members will not exceed $250 per incident. Money given out will not be required to be given back. Members in need can petition Tennessee 18-1 BOD for the benevolent fund.

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ARTICLE 3: MEMBERSHIP

Definitions:
The term "Good Standing" shall be defined as any person who has fulfilled the requirements for membership in the Combat Veterans Motorcycle Association, who is not currently under disciplinary review or probationary status for disciplinary reasons, who has paid the necessary dues and conformed to the requirements as set forth in these bylaws.

Section 1
Full Member:

1. Of good character.
2. Who is a Veteran of a Foreign War, "Combat".
3. 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.
4. Annual dues of $20 will be assessed effective March 1, 2010 for all Full Members (Combat Veterans) and $10 for Support Members (non-combat veterans). Dues for CVMA members deployed in a war zone will be waived. Dues for all members must be received by June 30th of each year. Dues for all new members joining 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.
5. Must own and operate a Motorcycle of 500cc or above and should reside in Middle Tennessee.
6. 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, pay a reapplication fee and will require BOD approval.
7. Active members in good standing with the CVMA who become infirm, disabled or otherwise unable to ride their motorcycles will be able to keep their patch and be retired as members in good standing with the CVMA. Members must submit medical documentation and a minimum of one year as a member and/or BOD approval is required.
8. Life members, if for health reasons can no longer ride can at their discretion, remain members in good standing with full voting privileges and can keep their patch.
9. 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. One of which must be a National meeting. Cost for life membership is $200. 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.
10. $10.00 annual Chapter dues will be assessed by the CVMA Tennessee 18-1 BOD.
11. All Full Members of the original TN 18 in good standing may wear a patch identifying them as a Chapter 18-1 original founding member.

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Section 2 (a)
Auxiliary Members:

1. Must be of good character.
2. All Auxiliary members must be a spouse, widow or widower of a full member who is in good standing with the CVMA and should reside in Middle Tennessee.
3. Must support the efforts of ALL branches of the United States of Americas Armed Forces and the Combat Veterans Motorcycle Association.
4. Will have no vote in CVMA business.
5. Cannot hold a position on the BOD.
6. $10.00 annual Chapter dues will be assessed CVMA Auxiliary Unit.

Section 2 (b)
Support members:

1. Must be of good character.
2. Must own and operate a motorcycle of 500cc or greater and should reside in Middle Tennessee.
3. Maximum number of support members will not exceed 10% of total CVMA Tennessee 18 Full membership.
4. Support members must be a veteran of the United States Armed Forces.
5. Support members will read and abide by all CVMA by-laws applicable to them.
6. 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.
7. Will have no vote in CVMA business.
8. Cannot hold a position on the BOD.
9. $10.00 annual Chapter dues will be assessed by the CVMA Tennessee 18-1BOD.
10. 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 inch support back patch which will be supplied by their sponsor.

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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 Chapter 18-1 member should attend a minimum of at least one (1) event hosted by the Combat Veterans Motorcycle Association per year, excluding regular Chapter 18-1 meetings. This can also be an event in any member's state if prior approval is obtained From Chapter 18-1 BOD.

Section 5
All Chapter 18-1 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 Chapter 18-1 members must possess a valid motorcycle driver~~’~~s license endorsed by their state as well as proof of insurance for their motorcycle.

Section 7

1. In the event of misconduct by any Chapter 18-1 member, under the by-laws of the Combat Veterans Motorcycle Association, the National 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.
2. Bringing dishonor upon the Combat Veterans 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 do not prospect. We do have membership fees

Section 8

 Each Chapter 18-1 Full member (in good standing) is eligible one vote.

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

Section 4
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 5
 CVMA Chapter 18-1 Dues:

Chapter 18-1 dues will be $10.00, due in the month of January by the 31st with the following provisions:

a. Chapter 18-1 dues cover the period 1 January through 31 December (twelve (12) months).

b. Deployed members. Chapter 18-1 will waive Chapter dues for deployed military members within the following guidelines:

1. A member must be deployed for a minimum of three months during the twelve month period prior to 31 December

c. New Members. New members joining the Chapter 18-1 between 1November and 31 December will only pay for the upcoming year.

d. Delinquent Members - Members are considered delinquent if their dues are not current by April 31 (three months beyond due date) each year. When the member becomes delinquent the Chapter board of Directors (BOD) will declare the member “not in good standing” and the Chapter Secretary will reflect

such in the member’s 201 file. The Chapter BOD may deny Chapter voting privileges to a Member ‘not in good standing’ with State Rep. approval.

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ARTICLE 5: ELECTIONS

Section 1
All nominees for any Chapter 18-1office must be active and in good standing in Chapter 18-1 with a minimum of one (1) full year CVMA membership. Retired members cannot hold a CVMA officer position.

Section 2
All elected and or appointed Chapter 18-1 officers and Board of Directors must remain active members in good standing for the duration of the term while in office (two (2) years).

Section 3
All Chapter 18-1 officers are to be elected at the Annual meeting and will assume office within 30 days of the election and hold that office for twenty four (24) months. Consecutive terms are permitted.

Section 4
Elections to the BOD will be at the Annual meeting. All Elections will be decided by a majority vote. The Chapter Commander will only vote in a tie for the positions of XO, SAA, Treasurer, Secretary, and PRO, The State Rep. will vote only in the event of a tie for the position of Chapter 18-1 Commander.

Section 5
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 6
BOD members will be considered for election in the following order, odd numbered year Chapter Commander / Secretary / PRO, even numbered year XO / Treasurer/ SGT at Arms. Should any Officer resign or be removed for any reason the BOD has the authority to replace the officer and the new officer will be put up for approval by the CVMA members and nominations for the newly filled position will also be taken at this time.

Section 7
Should an elected officer resign from office for any reason the Chapter 18-1 BOD will appoint a replacement to serve until the next Annual Chapter 18-1 meeting.

Section 8
Chapter 18-1 candidates for office MUST declare their intentions a minimum of 10 days prior to the designated election date unless the election is to fill a vacated position due to a previous election.

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ARTICLE 6: DUTIES OF OFFICERS

Section 1
The Chapter 18-1 Commander will preside over all meetings of the Chapter serve as Chairman of the Board of Directors, act as executive officer member of all committees, issue the call for regular and special Board of Directors meetings, schedule regular elections, and be sure they are held IAW this constitution, and carry out the directives of the Chapter 18-1 Board of Directors. Treasurer and Secretary positions are both accountable to the Chapter 18-1 BOD the Chapter 18-1 BOD is allowed to temporarily fill these positions as required.

Section 2
The Executive Officer will perform all duties of the Chapter Commander in his absence.

Section 3
The Secretary shall keep minutes of the membership meetings. The Secretary shall provide copies of minutes to Chapter 18-1 members within thirty days of meeting. The Secretary will assume all duties assigned to the office by the Chapter 18-1BOD

Section 4
The Treasurer will collect dues and other forms of income due to Chapter 18-1, maintain the accounting books, make payments from Chapter 18-1 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 Chapter 18-1 BOD 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 Chapter 18-1 functions. He or she will be in charge of all Chapter 18-1’s publicity, in conjunction with and approved by the Chapter’s BOD. Duties will include: Historian, club file, pictures, newspaper articles, TV and radio announcements and Chapter 18-1’s web site.

Section 6
Sgt. of Arms has and will maintain order during Chapter 18-1 meetings, enforce the Bylaws governing Chapter 18-1, and perform such duties as directed by the Chapter 18-1 BOD.

Section 7
Chapter 18-1 Board of Directors (BOD) constitutes the Executive Board of Chapter 18-1, 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 Chapter ‘s meetings and recommendations affecting the policies of the association which have been previously approved

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Section 8

Non liability of Officers and Appointees

Neither CVMA Chapter 18-1 Officers nor Appointees shall be personally liable for the debts, liabilities or other obligations of the corporation.

Section 9

Indemnification by Corporation of Officers

The officers are indemnified to the fullest extent permissible under the laws of the state.

ARTICLE 7: MEETINGS

Section 1

A quorum of conducting business shall be those present at any given Chapter 18-1 meeting.

Section 2
Special membership meetings and special Board of Directors meetings can be called by the Chapter Commander, two BOD officers or a majority vote by the membership.

Section 3 Chapter 18-1 meetings Order of Business will use Roberts Rule of Order / Parliamentary Procedures as a guideline

Section 4

An annual meeting of the CVMA Chapter 18-1 members shall take place each year. The specific date, time, and location will be designated by the Chapter 18-1 Commander. At the annual meetings the membership shall elect officers, receive reports of activities of the national association, and determine the direction of Chapter 18-1 for the coming year

Section 5

Notice of Meetings

Notice of meeting dates, times, and locations will be disseminated to all Chapter 18-1 members by electronic means, telephonically, postal mail, or face-to-face depending on communication devices accessible to the Chapter 18-1 member. Notice will be given at least two weeks prior to a scheduled meeting; however, for regularly scheduled meetings (e.g. monthly), reminders will be sent out prior to the meeting – electronically (i.e. email, web site).

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ARTICLE 8: EXECUTION OF INSTRUMENTS, DEPOSITS AND FUNDS

Section 1

Authorizations

The Chapter Board of directors (BOD), except as otherwise provided by these bylaws, may by resolution authorize any Officer or Agent of Chapter 18-1 to enter into any contract or execute and deliver any instrument in the name of and on behalf of Chapter 18-1, and such authority may be general or confined to specific instances. Unless authorized, no Officer or Agent shall have any power or authority to bind Chapter 18-1 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 BOD, 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 Chapter 18-1 Treasurer or Chapter Commander and countersigned by another BOD Officer.

ARTICLE 9: AMENDMENTS

Section 1

Alterations

These bylaws may be altered or repealed and new bylaws adopted at the annual Chapter 18-1 Meeting by a majority vote of the Full members present or by the BOD, only to revise a conflicting Article and/or Section with the CVMA National Bylaws..

Section 2

Amendments

Approved or accepted amendments take effect after receiving approval of the TN

SR, R2R, and the NBOD

Section 3

Changes

Any changes to any Article and/or Section of the CVMA Chapter 18-1 bylaws will be discussed and voted on by a quorum.

Section 4

Precedence

If any CVMA Chapter 18-1 bylaws conflict with the CVMA National bylaws, the National bylaws will take precedence over the Chapter bylaws.

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ARTICLE 10: CHAPTER 18-1 DETACHMENTS

Section 1

Detachments

Detachments of Chapter 18-1 may be formed and will be sponsored by and accountable to Chapter 18-1, provided they receive CVMA TN State Representative approval and meet the following:

a. Membership

Detachments of Chapter 18-1 require a minimum of eight (8) Full Members in good standing.

b. Distance

Detachments of Chapter 18-1 must be at least one (1) hours riding distance away from the Principle office of Chapter 18-1 as defined in these bylaws.

Section 2

Chapter Status

Detachments of Chapter 18-1 may apply for Chapter status provided they meet Chapter guidelines. (See CVMA National bylaws).

Section 3

Naming Convention

Detachments of CVMA Chapter 18-1 shall be recognized in chronological order with the first Detachment being 18-1-1 followed by 18-1-2 and so on numerically.

Section 4

Chain-of-Command

The Detachment members may elect the Detachment Commander or the TN State Representative can appoint the Detachment Commander, until such time the Detachment is organized, or within one year, whichever comes first. This provision can be exercised at the discretion of the TN State Representative. The Chapter 18-1 Commander reports directly to the TN State Representative; The Detachment Commander reports directly to the 18-1 Chapter Commander; Detachment Full Members will elect all Detachment Officers, except in the case of the provision above in this section, executed for the purpose of organizing a Detachment..

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ARTICLE 11: LIMITATION ON ACTIVITIES

Section 1

No substantial part of the activities of 1 Chapter 18-1 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 anyother provisions of these Bylaws, this corporation shall not carry on any activities not permitted to be carried on by:

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 Inurnment

No part of the next earnings of Chapter 18-1 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 Chapter 18-1, its assets remaining after payment, or provisions for payment, of all debts and liabilities of this corporation shall be distributed for more or other exempt purposes within the meaning of Section 501(c) (19) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Such 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 CVMA Chapter 18-1 becomes 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

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ARTICLE 12: CONFLICT OF INTEREST POLICY

Section 1

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Chapter 18-1) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or member of the Chapter, 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 Chapter has a transaction or arrangement.

2. A compensation arrangement with the Chapter or with any entity or individual with which Chapter 18-1 has a transaction or arrangement.

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

4. 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 18-1 BOD 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 18-1 BOD or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining 18-1 BOD 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 18-1 BOD 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 BOD or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement

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3. After exercising due diligence, the 18-1 BOD or committee shall determine whether the Chapter 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 18-1 BOD or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Chapter'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 Chapter 18-1 Board of Directors (BOD) 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 18-1 BOD 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 18-1 BOD 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 18-1 BOD'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 the18-1 BOD who receives compensation, directly or indirectly, from the Chapter 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 Chapter for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the 18-1BOD or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Chapter, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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Section 7

Annual Statements

Each Chapter officer and member of a committee with governing board-delegated powers shall annually sign a statement, facilitated by the Chapter Secretary 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.

d. Understood Chapter 18-1 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

Section 8

Periodic Reviews

To ensure the Chapter 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 Chapter's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurnment, impermissible private benefit or in an excess benefit transaction.

Section 9

Use of Outside Experts

When conducting the periodic reviews, the Chapter may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the BOD of its responsibility for ensuring periodic reviews are conducted.

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ARTICLE 13: 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 portions 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.

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