

“NEVER FORGET”

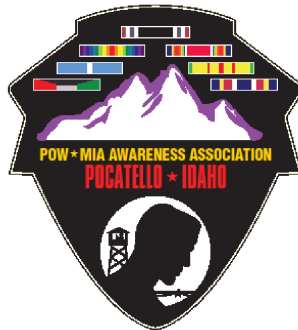
POW*MIA Awareness Rally Corporation Pocatello, Idaho

Constitution and By-Laws

Article I. Name & Status

Section 1.1 Name, Status & Seal.

The name of the organization shall be “POW*MIA Awareness Rally Corporation”, doing business as “POW*MIA Awareness Association”, hereinafter referred to as the “Association” or the “Corporation”. We are a 501(c)(3) non-profit organization as recognized by the Internal Revenue Service and the State of Idaho. The principle mailing address of this Corporation is hereby fixed and located at PO Box 2655, Pocatello, ID 83206. The Corporation shall have a common seal consisting of the design displayed below. This seal is protected under copyright laws and is under the ownership of the Corporation.



Article II. Purpose and Policy

Section 2.1 POW*MIA Awareness Rally Corporation Vision Statement.

Our vision is to promote, fund, educate and otherwise encourage accountability for past POWs

and MIAs from our nation's wars as well as the release of any current POWs (prisoners of war) or MIAs (missing in action) being unlawfully held.

Section 2.2 POW*MIA Awareness Rally Corporation Mission Statement.

We are a non-profit organization dedicated to the public awareness and financial support of the Prisoner of War and Missing in Action (POW*MIA) issue.

We are guided by the principles of freedom, sacrifice, liberty and brotherhood to ensure that we accomplish the following objectives:

- (a) Increase public awareness of the POW*MIA issue by hosting and partaking in community events.
- (b) Generate funds that will be dispersed to the National League of POW/MIA Families, the Idaho State Veterans Home in Pocatello, Idaho and local charities in our community.
- (c) Conduct safe, professional and well represented events that will engage our brother and sister patriots.
- (d) Enjoy the camaraderie of Veterans, the joy of patriotism, and the spirit of freedom we have as Americans.

We are committed as Directors, Board Members, General Members and other volunteers to work for the continued success and reputation of our corporation.

Section 2.3 General Policies.

- (a) It shall be the official policy of our organization to always "Do the Right Thing for America". Our missions and actions will, at all times, represent the common virtues and values that made and continue to make our country great.
- (b) It shall be the official policy of our organization to always be an advocate for veterans' causes.
- (c) It shall be the official policy of our organization to deal with individuals on an equal basis without regard to race, color, sex, age, or ancestry. All individuals will be afforded opportunities based upon their own actions or inactions, their merits as a citizen of this country, what they contribute to the Association's mission and how they conduct themselves.
- (d) No amendment to these bylaws may be intended or construed to alter or jeopardize the Corporation's status as a tax exempt non-profit charitable

and educational organization under Section 501(c)(3) of the Internal Revenue Code, or corresponding sections of any future federal tax code or law.

Article III. Membership Requirements

Section 3.1 General Membership.

- (a) As an advocate for a wide range of patriotic American virtues and values, we highly encourage and welcome all who wish to join in these noble endeavors to become involved with our association. Although many of our members do ride a motorcycle, we are not a motorcycle club. Owning a motorcycle is not a requirement. However, if you do own a motorcycle and intend on riding with the Association, your bike must be at least a 650cc or bigger, must be safe and must conform to state law. Membership in the association shall be open to all whom are:
1. A veteran with an Honorable or General under Honorable Conditions Discharge. Must present a copy of a DD 214 or other separation documentation.
 2. An active duty / reserve component military person in good standing.
 3. An American patriot whom is in good standing as defined by the laws of the State and Nation.
 4. A citizen of the country of the United States of America.
 5. At least 18 years of age.
 6. Becoming involved with the Association by attending (2) General Membership meetings and have volunteered or otherwise been present and assisted with at least (2) Bravo events or higher. See Section 3.6 of these By-Laws for event descriptions.
- (b) To become a member an applicant must fill out an application, pass a simple background verification, have a sponsor that is already a member in good standing and will vouch for their credibility, post a POW*MIA patch somewhere on their vest or jacket, and be fully aware of the organization's Mission Statement, internal business, meeting dates, obligations and general expectations. Any individual may be denied membership or expelled for the good order and discipline of the corporation.
- (c) To remain a General Member in good standing, one must participate as a volunteer in a meaningful way in at least (1) of our major events per year.

The major events are defined as Alpha events and include, but are not limited to the Thunder Run in May, the Motorcycle Rally in July, or the annual POW*MIA Awareness Recognition Day in September. Failure to participate in a meaningful way that contributes to the continued success of the Association during an Alpha event may be grounds to be asked for the return of your Association patch.

- (d) The process for a member that has lost their Association patch by reason of non-participation to regain their patch and status as an active member shall be the same as a brand new member, and will include additional vetting by the Board. This additional vetting will take place in person at a Board meeting and will include the person requesting reactivation to clarify the reasons they lost their status in the first place.
- (e) We must ensure that we uphold the highest standards possible to ensure that our new members are loyal, upstanding citizens of their local communities and will always “Do the Right Thing”. We welcome fellow riders from other organizations. We do not ask that an applicant disassociate themselves from another organization to be a part of this association. Nor do we ask a new member to remove another organizational patch to be a part of our association. We do require that an applicant display at least a three inch POW*MIA patch somewhere on their vest or jacket.

Section 3.2 POW*MIA Patch. The significance of wearing the official POW*MIA logo patch on your vest should not be taken lightly and, as such, should reflect a great honor. Once official membership has been granted, the new member will participate in a “Patching-In Ceremony” to be conducted at the next regularly scheduled general meeting or other appropriate time or place that may be determined by the CO. This event will be a public recognition of one’s desire to participate and their commitment to the corporation’s Mission Statement.

Section 3.3 POW*MIA Awareness Rally Corporation Association Patch.

- (a) The significance of wearing our local Association Patch on your vest is considered formal recognition of membership. It lets all who see you know that your commitment to the association, our goals and our Mission Statement are above reproach. The Association Patch is given to all new General Members and will be of such design and production that it is considered a controlled item and will be paid for and remain the property of the association. No reproductions are authorized and distribution will be strictly monitored. If, at any time, it becomes necessary to expel a member from the Association, that person will be asked to remove the patch from their vest and return it to the association. Reasons for expulsion are as follows:

1. Conduct unbecoming a member of the association, to include

allegations, convictions or pending charges in civil or criminal court that may directly affect the welfare of the Association as determined by the Board of Directors.

2. Member has violated POW*MIA Awareness Rally Corporation By-Laws.
 3. Member has committed act/acts that are inconsistent with the Mission Statement.
 4. Member has jeopardized the general welfare of the association.
 5. Member has been dishonest concerning military service.
 6. Member has become inactive and has not participated in an Alpha event in 1 year.
- (b) A member may be terminated by a unanimous vote of the Board once a recommendation for expulsion has been brought forward. Such expulsion may occur only after said member is notified of the proposed termination in writing by the Admin Board Member under the direction of the CO, and is provided an opportunity to rebut the proposed expulsion.
- (c) The member being terminated has 3 business days to rebut the proposal either by way of email or a written communication (something written is mandatory) and may also request to speak via phone call or in person to the Board.
- (d) At the Board's earliest convenience after the written and possible phone conference with the member in question has occurred, there will be a binding and recorded vote as to whether the member will be expelled. This vote may take place in person and logged into the monthly minutes or in writing via email only.
- (e) At that point it is the CO's responsibility to notify the member in question as to the outcome of the vote as well as their sponsor. If the member has been expelled, the CO, the XO or the Sgt-at-Arms will ask for the Association patch back at that point.

Section 3.4 Placement of the Association Patch. Once a member has received the Association Patch, that patch will be displayed on the front left breast (from the wearer's standpoint) of their vest and/or jacket.

Section 3.5 Sponsorship. In order for a new member to be brought into this organization there must be a current member willing to sponsor them. These sponsors are responsible to the Executive Director, the Board of Directors and the General Membership and are essentially vouching for the worthiness, honor, patriotism, service record, and general good standing in the

community of their proposed member. If at any time the integrity of the new member is compromised, the Executive Director and the Board will be looking for answers from the Sponsor as much as the new member. A sponsor must ensure that only highly qualified, motivated, honest, patriotic Americans are inducted that are always willing to “Do the Right Thing”.

Section 3.6 Expected Participation All members are expected to participate in as many Association functions as they reasonably can each year. However, understanding there are constraints on people’s time and budgets, at a minimum EVERY member of the Association is required to assist with at least one Alpha event each year as described in Section 3.1.(c). The Admin Board Member will develop a tracking mechanism into their monthly and yearly record keeping that will allow for this requirement to be briefed at the annual September Board Meeting. The CO will be responsible for enforcement of this policy in a timely manner.

(a) Event Priority Codes:

A (Alpha) = Please make it a priority to attend. Event requires "all-hands" or is considered mandatory for all members.

B (Bravo) = Please put forth an effort to support this event. We are the organizers of this event or, if not, it is of significant importance to the organization.

C (Charlie) = Please, if you can attend, do so. This is not an event we planned but our attendance and support is appreciated by the organizer.

D (Delta) = This event is a worthy cause, but it likely conflicts with other events already scheduled. Attendance would be great but is considered optional.

Article IV. Board of Directors

Section 4.1 Number and Qualification.

- (a) The Board of Directors shall be comprised of ten members, including the ex-officio members specified as such: Two (2) seats on the Board shall be reserved for the Executive Director (hereafter referred to as the CO (Commanding Officer)) and the Assistant Executive Director (hereafter referred to as the (XO) Executive Officer). These two positions shall serve in an ex-officio, non-voting manner. However, the XO, serving as a direct appointment of the CO, will vote on issues that require a tie-breaking vote. The Sergeant-at-Arms and the Recorder are the only other direct appointments made by the CO. However, the Sergeant-at-Arms and the Recorder are not members of the Board and will not vote as such. Each of the ex-officio Directors shall serve on the Board only for so long as the

designated position is authorized by the By-Laws contained herewith in. The Sergeant-at-Arms and the Recorder shall serve in this capacity only for so long as the designated position is authorized by the By-Laws contained herewith in. Each of the voting Board Members shall serve on the Board only for so long as the designated position is authorized by the By-Laws contained herewith in. The eight remaining Board Member positions shall assume responsibility and oversight of a specific committee. Those eight committees and the CO as well as the years in which there will be a vote required are as follows:

1. Entertainment (odd years starting in 2013)
2. Marketing & Advertising (even years starting in 2014)
3. Administration (even years starting in 2014)
4. Facilities (odd years starting in 2013)
5. Public Relations / Special Liaison (odd years starting in 2013)
6. Sales (even years starting in 2014)
7. Treasurer (even years starting in 2014)
8. Events (odd years starting in 2013)
9. CO (odd years starting in 2013)

(b) The individual Board Members shall have, as basic personal qualifications, intelligence, integrity, competence, good moral character, an interest in and knowledge of the operations of the Corporation and its affiliated organizations. These characteristics must be accompanied by a willingness and availability to serve the Corporation in fulfilling its mission statement, objectives and philosophies. It shall be the Board's policy to select future board members from a broad cross section of the general membership.

(c) The final qualification is that the potential Board Member agree to serve the entire term of their office barring unforeseen circumstances. The desire to only serve a partial term when known at the start is reason for disqualification.

Section 4.2 Nomination, Election and Terms of Service.

(a) Any Association Member may make a nomination to the Board with respect to an individual to be considered for a vacant or soon-to-be-vacant position on the Board. Nominations for new Board Members must be received by the Board at the regularly scheduled or special meeting prior to

the meeting at which they are to be voted upon (i.e., there must be a waiting period to allow time for consideration of qualifications and other pertinent information). Prospective Board Members may be elected to the Board at any regular or special meeting as vacancies occur. However, the annual vote for expiring terms of service as well a reaffirmation vote of Board positions will occur in the month of August each year. New Board Members are elected by sitting Board Members according to a simple majority vote after all provisions for nominations contained here within are met. In the event of a tie vote, as with other matters that require a tie-breaker vote, the sitting XO will cast that vote.

1. Terms of service will start and end on October 1st each year. Every effort will be made to allow persons interested in becoming a Board Member the opportunity to make that intent known to the CO and the Board with ample time for consideration. Not later than August 1st each Board Member who is approaching the end of their two year term of service, to include the CO, will make it known to the entire Board and the Association whether they intend to stay on beyond their 2 year term or if they intend on resigning.
2. The minimum prerequisite to become the CO shall be having served for at least two (2) years in some capacity as a Board Member. As Terms of Service applies to the CO, the period of service in this capacity shall not exceed two consecutive two-year terms with a confirmation vote by the Board Members at the mid-way point if the CO chooses a second term, or until the CO's successor is elected. The XO, Sergeant-at-Arms and Recorder positions, being ones made by appointment, will be considered terminated at any point that the CO position is filled by a new individual. If the incoming CO wishes to reappoint the standing XO, Sergeant-at-Arms or Recorder he will then make that appointment. Any person assuming the CO position shall have had at least a one year break in service if they are a prior CO before assuming those same duties.
3. The eight Board Members will serve for not more than 2 consecutive two-year terms of service, or until their successor is elected. If at any point there is a break in service of at least one year, the terms of service start over for that individual to include ex-officio Directors. Board Members elected to fill unexpired terms shall be limited to the remainder of that term.
4. The procedure for the reaffirmation vote of an existing CO or Board Member whose term is due to expire shall be the same as provided for herein, with a simple majority vote by the sitting Board Members. This is an opportunity for the Board to express confidence in those who wish to remain a member of the Board for

the second two-year term afforded to them.

5. If, at any time, it becomes necessary to expel or to elect a new Board Member or a new CO, in an effort to keep the best interest of the corporation in focus, after due diligence and careful consideration by all Board Members, a successor may be elected so long as the procedures for nominations are followed and, more importantly, the best interest of the Corporation is the driving factor in making such an important decision.
6. If expulsion is necessary of a sitting Board Member or CO, there must be $\frac{3}{4}$ majority vote by the remaining Board and those voting remaining must be physically present to make such a vote. There must be maximum opportunity provided to the Board member in question to rectify the situation. At no point will a Board Member or CO be replaced without due diligence and the opportunity to rebut the issue at hand either by written statement or by presenting their case to the Board.
7. There will be 2 Board Meetings each August. The first will be an AAR (After-Action-Review) of the Rally and occur early in the month. The second meeting is intended for the strict purpose of electing new board members and determining monies to be donated and held back for operations. This meeting will occur towards the latter part of the month.
8. Once elections are held and the new or returning Board Members are determined, there will be a transfer of authority ceremony conducted at the General Membership meeting in September. At this meeting, the incoming CO will publicly take charge of the Association. In no uncertain terms, he/she will make public knowledge of his/her responsibility and accountability of the Association.

Section 4.3 Succession of Power. In the event that the association is left without a CO for any reason and for any length of time, the XO will immediately assume any and all duties of the CO. If the CO's absence is permanent, the XO will fulfill those duties for the remainder of the term or until a new CO is elected. The decision to either allow the XO to remain or elect a new CO is at the discretion of the Board. If electing a new CO is necessary or desired by the Board, all procedures for nominations contained here within shall be followed. A simple majority vote will determine if a new CO will be elected or if the XO will fulfill the remainder of the term.

Section 4.4 Powers and Duties.

- (a) Powers. Except as otherwise provided in these Bylaws, the Board shall maintain general oversight of and shall have and exercise full authority over all aspects of the business and affairs of the Corporation and its affiliated

organizations, assuming responsibility for the proper governance, oversight, management, control and operation thereof. On behalf of the Corporation and its affiliated organizations, the responsibilities of the Board shall include, but shall not be limited to: the development, approval and monitoring of annual and capital budgets (to include monies to be disbursed according to the Corporation's mission statement), approve the acquisition or disposal of the Corporation's assets other than normal supplies or inventories required for day to day operations and compliance with all regulatory requirements pertaining to the operations and services as may be required under federal, state or local law.

- (b) Delegation of Authority. To the extent permitted in these Bylaws, any Board Member may delegate any part of their duties to any association General Member, any other Board Member or the CO or XO so long as the best interest of the Corporation remains the focus of that appointed individual. This provision will not alleviate the Board Member of their overall responsibility of their assigned committee and the implied and assumed duties associated herewith in of said committee. At any point, in consideration of performance of delegated duties, the Board Member having made the initial appointment deems it necessary to rescind such authority; said Board Member may do so at their sole discretion without recourse. No assignment, referral or delegation of authority by any Board Member to any individual, however, shall preclude the full Board from exercising the authority required to meet its responsibilities as it pertains to the overall conduct of the Corporation.
- (c) Evaluations. Without limitation, the Board shall develop policies and an informal self-evaluation process pertaining to performance improvement, event improvement, association management and planning, collaborative leadership and conflict resolution.
- (d) Miscellaneous. The Board shall, from time to time, but not less than every three (3) years, review, revise and adopt such Board policies as it deems necessary to provide direction to the Board and its Committees with respect to the governance and operations of the Corporation.

Section 4.5 Resignation. The CO and any Board Member may resign at any time by giving written notice to the Board of Directors. Such resignation shall take effect on the date of receipt or at any time later specified therein, so long as that date does not hinder the general good conduct and running of the Motorcycle Rally.

Section 4.6 Vote of No Confidence. A "Vote of No Confidence" may be initiated by any General Member in good standing against any Board Member or the CO. Such action must be brought to the attention of the CO and the entire Board and then must be placed on the agenda for the next regularly scheduled General Membership meeting. At the next regularly scheduled General Membership meeting, the issue will be given floor time with only Board Member and

General Members in good standing having the privilege of participating in dialogue. All non-members will be asked to leave the room at this point and will be invited back when the discussion involving “Vote of No Confidence” is complete. Once this dialogue is complete, the issue will be tabled for one month, until the next regularly scheduled General Membership meeting, at which point it will be put to a simple majority ballot vote of all General Members present. All non-members will be asked to leave the room during this time and until all voting is complete. Once the vote is tallied by the XO, at least one Board Member and the Sgt-at-Arms, a simple majority will determine whether the Vote of No Confidence to have passed. This is a non-binding vote and does not constitute an expulsion in any manner. Expulsions are only handled by sitting Board Members.

Section 4.8 CO Veto Power. The CO may exercise a Veto on any action the Board has voted on, only for sufficient cause as the original decision may be detrimental to the general good and welfare of the Association. This action should not be taken lightly and reserved for only the most conflicting of scenarios. Any Veto initiated by the CO will be annotated in specificity in the minutes.

Section 4.9 Board Veto Overrule. A Veto Overrule by the Board is allowed only after a time of one week has elapsed to give all parties involved sufficient time to ponder the other side of the disagreement. This Veto Overrule requires all Board Members to be present and a unanimous voice vote to pass.

Section 4.10 Compensation. The CO, XO and any Board Member shall be entitled to receive reimbursement for reasonable expenses incurred in the performance of the affairs of the Corporation to include travel and per diem, as previously approved by a unanimous vote of the Board. Signed receipts for all expenses associated with said performance of duties shall be presented to the Treasurer and verified by at least two other Board Members for payment.

Section 4.11 Conflicts of Interest.

- (a) Each member of the POW*MIA Awareness Rally Corporation Board of Directors, or any of its Sub-Committees, must place the interests of the POW*MIA Association foremost in any dealings impacting upon the corporation
- (b) Each individual shall disclose to POW*MIA any personal interest that he or she may have in any matter pending before the POW*MIA Board, or any matter that may affect the welfare of the POW*MIA Association and shall refrain from participation in any decision on such matter. A conflicted board member may not be counted in determining a quorum for the meeting in connection with the conflicted matter.
- (c) No director or Board member shall derive any personal profit or gain for themselves, their relatives or friends, directly or indirectly, by reason of his or her participation with the POW*MIA Association except as otherwise agreed to by $\frac{3}{4}$ of the voting members of the Board.

- (d) Any board or committee member shall refrain from obtaining any list of POW*MIA members for personal or private solicitation purposes at any time during the term of their affiliation.
- (e) Each year, Board Members will submit an annual statement, agreeing to these General Principles and disclosing any potential conflicts. If a potential conflict arises during the year, it is the member's responsibility to report it to the CO, who will attempt to resolve any actual or potential conflict(s) and, in the absence of resolution, refer the matter to the Board of Directors. No board member or board sub-committee member, or any member of his/her family should accept any gift, entertainment, service, loan, or promise of future benefits from any person who either personally or whose employees might benefit or appear to benefit from such board or sub-committee member's connection with POW*MIA Awareness Rally Corporation, unless the facts of such benefit, gift, service, or loan are disclosed in good faith and are authorized by the Board. Board and committee members are expected to work out for themselves the most gracious method of declining gifts, entertainment, and benefits that do not meet this standard.
- (f) No Board or sub-committee members should perform, for any personal gain, services to any POW*MIA supplier of goods or services, as employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transaction or contracts are disclosed in good faith, and the Board authorizes such a transaction. Similar association by a family member of the Board or committee member or by any other close relative may be inappropriate.
- (g) No Board or sub-committee member or any member of his/her family should have any beneficial interest in, or substantial obligation to any POW*MIA supplier of goods or services or any other organization that is engaged in doing business with or serving POW*MIA unless it has been determined by the Board, on the basis of full disclosure of facts, that such interest does not give rise to a conflict of interest.
- (h) This policy statement is not intended to apply to small gifts and/or similar entertainment of nominal value that clearly are in keeping with good business ethics and do not obligate the recipient.
- (i) Any matter of question or interpretation that arises relating to this policy should be referred to the Executive Director for decision and/or for referral to the Board of Directors for decision, where appropriate.

Article V. Local Charities

Section 5.0 Authority. The association shall adopt and maintain a subcommittee comprised of three (3) Board Members to seek and process applications for local charities to receive

donated monies from the Association. Subcommittee positions will be comprised of the XO, Treasurer and Admin Board Members.

Section 5.1 Budgeting and Distribution of Funds. An appropriate amount of the cash assets of the association, whether generated by the annual Awareness Rally or otherwise, shall be set aside for distribution to the National League of Families, the Idaho State Veterans Home located in Pocatello, ID and local area charities (of which must also be qualified tax exempt charitable, educational, or scientific associations.) Upon a majority vote of the Board at its August Board meeting, the amount of cash assets to be set aside for donations to local area charities will be agreed upon for the upcoming fiscal year (Oct –Sep)

Section 5.2 Actions.

- (a) The sub-committee shall make it known to the public on an ongoing basis that donated monies are available from the POW*MIA for local charities. An application process via hard copy application, electronic application or voice transmission application will be made available. The POWMIARODEO.ORG web site will include links to the online application or a hard copy application as well as outline the terms, limitations and deadline of acceptance of said application.
- (b) The Admin Board Member shall maintain the list of applications and schedule meetings with the subcommittee to assess and discern if the requesting organization falls within our mission statement. By simple majority vote, the sub-committee will decide if the requesting organization will be afforded an opportunity to present their case to the Board as a whole. Once an organization presents itself to the Board, a voice vote will be held either immediately thereafter or, if a research time frame is needed, then as soon as possible with a simple majority vote carrying.
- (c) Once awarded monies have been established and agreed upon by the Board , said money will be made available to the Local Charity Subcommittee for disbursement. Recipients shall be noticed via phone or email as soon as possible after a determination has been made and the receiving organizations shall be given the funds at a time and date most reasonable and convenient for the charity and the Association. Rejected applicants shall be notified with a written letter via regular mail within a reasonable amount of time.
- (d) Recipients of said awarded monies shall be invited to the most appropriate upcoming event that the Association will be participating in and shall receive their award in proper ceremony.

Article VI. Meetings

Section 6.1 Annual Board Meeting. The Board shall conduct an annual meeting in the month of August of each year for the specific purpose of organizing itself, electing officials and conducting such business as may be necessary. At this annual meeting, it shall be required that certain administrative functions be accomplished. These functions include, at a minimum:

- (a) Hold-Back Amount for next year's Rally.
- (b) Elect Board Members and Director as applicable
- (c) Determine amount of funds to be disbursed to the approved charities and any local area of interest organizations.

Section 6.2 Monthly Board Meeting. The Board shall convene once per month during all months of the calendar year except for July and August each year, in which case they will convene twice. In December there shall be no Board Meeting due to the holidays. The Board shall establish the time and place of regularly scheduled monthly Board Meetings in the month of October for entire upcoming year. From time to time there may be sufficient cause to have to adjust the dates or times of said meetings and such decisions will be at the discretion of the CO.

Section 6.3 Monthly General Membership Meeting. The General Membership of the Corporation will meet once per month except for August, September and December. . The Board shall establish the time and place of regularly scheduled monthly General Membership meetings. From time to time there may be sufficient cause to have to adjust the dates or times of said meetings and such decisions will be at the discretion of the CO.

Section 6.4 Special Board Meetings. Special Meetings of the Board may be called only by the CO or, in the absence of the CO, the XO, and will be called at their discretion or at the request of at least 50% of the Board Members.

Section 6.5 Local Charities Subcommittee Meetings. The Local Charities subcommittee shall establish times, dates and locations of meetings to discuss such issues as pertains to that subcommittee.

Section 6.6 Meeting Location. All Board Meetings, General Meetings and Special Meetings will be held at any location identified in the notice of said meeting.

Section 6.7 Quorum. In order for the Board to conduct business it shall be necessary that a number of voting Board Members equal to one half plus one of the current membership of the Board shall be present and that one duly elected or appointed Director be present also. Board Member Seconds do not count in the make-up of a Quorum. No organizational business may take place without the above referenced quorum being present.

Section 6.8 Voting. At all Board Meetings, except for elections of leadership positions, all votes shall be by voice. For election of leadership, ballots shall be provided and there shall not

appear any place on such ballot any indication of the person who cast such vote. Each Board member is entitled to one vote on any matter before the Board. In the case of a tie vote, the XO will cast a tie-breaking vote. This is the only case where any ex-officio Director will vote. The procedure for a matter to be brought to vote shall be as such: a motion will be made by a Board member only, this motion will be seconded by another Board Member, a voice vote will be taken and the results are determined by a simple majority unless otherwise noted in the By-Laws contained herewith in. As is such with the issue of voting on matters, the process of making and seconding a motion will not be initiated by or participated in by either the CO, XO or any other person that may be present in the meeting. Cumulative voting shall not be permitted. Voting by proxy shall be permitted (i.e., telephonically, emailing, etc...). In the case of voting for leadership positions, which occurs on ballot, the XO and two Board member, appointed by the CO, shall act as "Inspectors of Election". If the XO needs to cast a tie-breaking vote, he will do so at such time. The Inspectors of Election shall, at the end of balloting, certify in writing to the CO and the Board, the results of said vote. This certified copy with signatures of all three of the Inspectors of Election shall be physically affixed in the minute book to the minutes of that meeting.

Article VII. Conduct of Meetings

Section 7.1 Conduct of Board Meeting.

(a) The CO, or in his absence, the XO, shall call meetings of the Board to order and shall act as the presiding Officer of the meeting. The Recorder shall act as such during said meeting and will ensure a timely and accurate accounting of items discussed and decided upon during said meetings. In the absence of said Recorder, the presiding officer may appoint any Board Member to act as Recorder of the meeting, so that a clear and concise record of the meeting may be recorded. 1 Events of all Board Meetings shall include:

1. Roll Call
2. Presentation of Minutes from preceding Meeting and a vote to accept such minutes.
3. Reports from Team Leaders
4. Report from XO
5. Report from CO
6. Old and Unfinished Business
7. New Business
8. Adjournment

Section 7.2 Conduct of General Meeting.

(a) The Sergeant-at-Arms or in his absence, the XO shall call the General Membership meetings to order and immediately hand the floor over to the CO or, in his absence, the XO, who will then act as presiding Officer. The Recorder shall act as such during said meetings and will ensure a timely and accurate accounting of items discussed and decided upon during said meeting. In the absence of said Recorder, the presiding officer may appoint any Board Member to act as Recorder of the meeting, so that a clear and concise record of the meeting may be recorded. Events of all General Membership Meetings shall include:

1. Pledge of Allegiance
2. Opening Prayer
3. Missing Man Chair Ceremony
4. Presentation of Minutes from preceding Meeting and a vote to accept such minutes
5. Patching-in Ceremony
6. Reading of Mission Statement
7. Reports from Team Leaders
8. Report from XO
9. Report from CO
10. Old and Unfinished Business
11. New Business
12. Inspirational Moment
13. Ringing of Bell
14. Closing Prayer
15. Adjournment

Article VIII. Insurance

Section 8.1 Insurance Policy Subcommittee. A three (3) Board Member subcommittee chaired by the Treasurer and sat on by the Sales Board Member and the Events Board Member shall be established to oversee all details and administer the corporation's insurance policies.

Section 8.2 General Liability Insurance Policy. The corporation shall maintain a year round general liability insurance policy that will be in effect 24 hours a day 365 days per year. The purpose of this policy is to protect the interest of the corporation in the event there is an injury, death or personal property loss associated in any way with the conduct of any officer or director of the corporation in furtherance of the business of the corporation, or arising from any authorized activity of the corporation. Also, any vehicle or trailer owned by the Association will have a full coverage policy. The general provisions and details of the insurance policies will be discussed at the Board meeting most appropriate in terms of when the policy is set to renew. The Board Member specifically responsible for administering and maintaining all pertinent information on this policy is the Treasurer.

Section 8.3 Signing of Liability Waiver and Proof of Insurance. Any person wishing to partake in any activity deemed potentially hazardous IS REQUIRED to sign a waiver of liability releasing and forever holding harmless the POW*MIA Awareness Rally Corporation from liability for any incidents, accidents, loss of property, loss of life or limb or any other claim that may arise from any action or inaction of the Corporation or its agents. The responsibility for ensuring these waivers are being executed falls in the duties of the Events Board Member and the maintaining of these records falls within the duties of the Admin Board Member.

Section 8.4 Certificates of Insurance. Any and all persons conducting official business on behalf of the corporation or participating in any authorized activity of the corporation, when using their own vehicle, shall provide to the Treasurer a Certificate of Insurance issued by their personal insurance company. The Certificate shall identify the issuing insurance company, the named insured, and the applicable limits of coverage. Any such person shall provide the corporation with proof of general comprehensive liability coverage in an amount of not less than the minimum required by State law.

Article IX. Indemnification

Section 9.1 Indemnification. The indemnification of Executive Directors and Board Members is a standing policy of the Association, except as limited below. Whereas the Corporation shall indemnify any Executive Director or Board Member who was or is party or is threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, other than an action by or in the right of the Corporation, by reason of the fact that the individual is or was a Director or Board Member of the Corporation, or is or was serving at the request of the Corporation in any official capacity against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding; provided that no indemnification shall be

provided for any person with respect to any matter as to which the individual has not acted in good faith in reasonable belief that his actions were in the best interests of the Corporation, or with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. Notwithstanding the foregoing, the Corporation's obligation to indemnify shall not apply to any expenses, judgments, fines or amounts, or any portion thereof, which are covered by any insurance held by the Director or Board Member to be indemnified or which would be covered by such insurance if the Corporation had no obligation to indemnify such Director or Board Member for such losses.

Article X. Flag-Up/Sequence and Riding Procedures

Section 10.1 Flag-up Officer. For the purpose of maintaining a respectful, safe and quality event and to maintain the association's good standing in the community, the Board of Directors shall request and vote for a member of the corporation in good standing to become the Flag-Up Officer and so designate that individual with the responsibility of staging and establishing the order of the POW*MIA Association riders who will carry the association's official flags. This position will be designated as a one (1) year term of service, at which time the Flag-Up Officer may resign, or renew his/her desire to continue in this position. In the event of any Flag-Up Officer's misconduct, the Board of Directors shall have the authority to remove the member from this position immediately with a majority vote.

Section 10.2 Staging of Riders/Flags. The CO shall be charged with the duty and honor of flying the American Flag and will lead all parades in a safe manner in cooperation with local law enforcement authorities. As his designee, the XO shall carry the State flag, and the Sergeant-at-Arms shall carry the official POW*MIA flag. Other flags in the procession shall be assigned by prior agreed-upon requests to, or at the will of the Flag-Up Officer. The Flag-Up Officer shall have the sole responsibility and authority to assign and stage the flag procession to ensure the flags/riders are in the correct order and are able to maintain a safe procession. In doing so, the Flag Officer will make every attempt to ensure the most experienced motorcycle riders are at the front of the Columns. Inexperienced riders will be designated towards the rear of the procession for their own safety. In the event of a conflict with the staging position for a rider to carry a flag, the Flag Officer will request a vote from three (3) Board Members of his choosing that are on-site, with a simple majority decision made concerning said conflict.

Section 10.3 Under the Influence. Any member of the POW*MIA Association or any other rider intending to ride as part of the group who is suspected of being under the influence of alcohol or other drugs will NOT be allowed to ride in the procession or carry a flag. The Flag Officer and three (3) on-site Board members of his choosing shall be charged with the responsibility to ensure the removal of the affected rider.

Section 10.4 Speed. Designated speed for any Flag-Up procession shall be not less than 20 MPH and no faster than 30 MPH.

Section 10.5 Procession Procedures.

- (a) Proper distances between riders in both Right and Left columns shall be no less than 6 feet nor greater than 12 feet from the motorcycle in front of them. Riders in Column Left shall maintain their position by aligning with the motorcycle directly across from them in the Right Column and maintaining a distance of 4 feet between Column Left and Column Right.
- (b) All motorcycle pilots shall maintain a safe riding procedure by keeping both hands on their handlebars and vision focused on the motorcycle in front of them at all times to ensure proper control and group safety.
- (c) Funeral escort processions are a solemn event. Once in motion, no pilot or rear seat rider shall make any physical gesture, wave, or visual contact acknowledging whomever may be watching the procession.
- (d) Without a parade permit issued by proper authorities, all traffic laws will be strictly adhered to. Specifically, there will be no “blocking of traffic”. If asked by local law enforcement to assist with traffic control, we will comply.

Section 10.6 Violations of Procedures. Violators will be addressed by the Flag Officer and, if necessary, reported to the Board of Directors for further action.

Article XI. Amendments to By-Laws

Section 11.1 Authority and Procedure. The Board will have the authority to alter, amend, repeal or add to the By-Laws contained herewith in. All changes to the By-Laws must be brought before the Board by, either, the CO, XO or a Team Leader, be in written format and will include an explanation of why the change is requested and the actual proposed verbiage of the change. Any change to the By-Laws contained herewith in shall be voted on during the next regularly scheduled Board Meeting, unless dire circumstances dictate a vote sooner. The intent being that all Team Leaders have ample time to think over the proposed change. Once an amendment comes to vote, a 2/3 majority vote will constitute a passage of proposed amendment. Amendments are debatable, amendable and should be analyzed and discussed thoroughly before any action is taken. The best interest of the association should always be at the forethought of decisions concerning the By-Laws.

Article XII. Dissolution Clause

Section 12.1 Dissolution. If the Board of Directors should vote to dissolve the POW*MIA Awareness Rally Corporation, the Board Members of the Corporation will have the duty to complete all legal steps necessary for such dissolution, including the Treasurer filing the proper documents with the Idaho Secretary of State’s office and the Internal Revenue Service. The Board of Directors will also be required to pay the liabilities and obligations of the POW*MIA

Awareness Rally Corporation out of such assets if they are available. If there are insufficient liquid assets to satisfy the debts of the corporation, the Board of Directors are authorized and instructed to sell such capital assets to satisfy the debts of the POW*MIA Awareness Rally Corporation. If there are any assets remaining after all debts are satisfied, those assets shall be distributed for one or more exempt purposes within that meaning in section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future tax code, or shall be distributed to the National League of POW/MIA Families and the Idaho State Veterans home in Pocatello, Idaho, each receiving equal shares. No part of any of these assets may be distributed to POW*MIA Awareness Rally Corporation Members, Officers, Directors, or Board Members. Upon completion of the aforementioned, the Treasurer Board Member will be officially discharged of all fiduciary responsibility and liability.

THESE BY-LAWS WERE ALTERED, AMENDED, REPEALED OR ADDED TO, AFTER THOROUGH DISCUSSION AND REVIEW, BY AN AFFIRMATIVE VOTE OF NOT LESS THAN 2/3 OF THE CURRENT MEMBERS OF THE BOARD OF DIRECTORS AND WERE ADOPTED AS THE ONLY BY-LAWS IN EFFECT BY THE BOARD OF DIRECTORS OF THE POW*MIA AWARENESS RALLY CORPORATION, d.b.a. POW*MIA AWARENESS ASSOCIATION ON THIS DAY: 20 SEPTEMBER 2013

BY: (Signatures on file)

James Blake
CO

Roy Breshears
XO

Ted Booth
BOARD MEMBER

Char DeWall
BOARD MEMBER

Greg DeWall
BOARD MEMBER

Shannon Cowden
BOARD MEMBER

Hiedi Young
BOARD MEMBER

Jennifer K Bowen
BOARD MEMBER

Nicole Chopski
BOARD MEMBER

BOARD MEMBER