

“NEVER FORGET”

POW\*MIA Awareness Rally Corporation

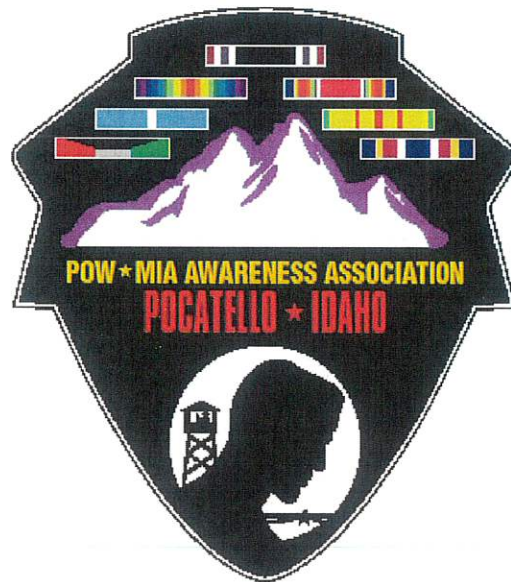
Pocatello Idaho

Constitution and Bylaws

Article I – Name and Status

Section 1.1 Name, Status and 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”. The corporation is a 501(c)(3) non-profit organization as recognized by the Internal Revenue Service and the State of Idaho. The principal mailing address 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 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 Prisoners of War (POW) and those Missing in Action (MIA) from wars involving the United States as well as the release of any current POW or MIA 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 principals 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 Board Members, General Members and other volunteers to work for continued success and reputation of our corporation.

### Section 2.3 General Policies

- (a) It shall be the official policy of the organization to always “Do the Right Thing for America”. The corporation’s mission and actions will, at all times, represent the common virtues and values that made and continue to make this country great.
- (b) It shall be the official policy of the organization to always be an advocate for veterans’ causes.
- (c) It shall be the official policy of the 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, the association highly encourages and welcomes all who wish to join in these noble endeavors to become involved with the organization. Although many of the members do ride motorcycles, the association is not a motorcycle club. Owning a motorcycle is not a requirement. However, if a member does own a motorcycle and intends on riding with the association, the motorcycle must be at least a 650cc, must be in a safe and well-maintained condition, and must conform to Idaho law. Membership in the association shall be open to all whom are:

1. A US military veteran with an Honorable or General under Honorable Conditions Discharge. (The potential member must present a copy of a DD 214 or other separation documentation), or an active duty/reserve component military person in good standing, or an American patriot who is in good standing as defined by the laws of Idaho and the United States.
2. A citizen of the United States of America.
3. At least 18 years of age.
4. Becoming involved with the association by attending two (2) general membership meetings and have volunteered or otherwise been present and assisted with at least two (2) association events.

(b) To become a member an applicant must fill out a membership application, pass a simple background verification, have a sponsor who 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 one (1) association event per year. Failure to participate in a meaningful way that contributes to the continued success of the association may be grounds to be asked for the return of the association patch.
- (d) The process for a member that has lost their association patch 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 of Directors. The additional vetting will take place in person at a meeting of the Board of Directors and will include the person requesting reactivation to clarify the reasons they lost their status in the first place.
- (e) The association must ensure that it upholds the highest standards possible to ensure that members are loyal, upstanding citizens of their local communities and will always “Do the Right Thing”. The association welcomes fellow riders from other organizations. It is not asked that a member disassociate themselves from another organization to be a part of this association. Nor is it asked that a new member remove another organizational patch to be a part of the association. It is strongly encouraged that a member 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 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 Board of Directors. This event will be 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 the association patch on a member’s vest or jacket is considered formal recognition of membership. It lets all who see the members know that their commitment to the association, its goals and mission statement are above reproach. The association patch is given to all active members and will be of such design and production that it is considered a controlled item and will be paid for and will remain the property of the association. No reproductions

are authorized and distribution will be strictly monitored. If it becomes necessary to expel a member from the association, that person will be asked to remove the association patch from their vest or jacket 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 bylaws.
3. Member has committed an act(s) that is 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 any events or meetings in one (1) year.

- (b) A member may be expelled only by a unanimous vote of the Board of Directors once a recommendation for expulsion has been brought forward. Such expulsion may occur only after said member is notified of the proposed expulsion in writing and is provided an opportunity to rebut the proposed expulsion.
- (c) The member being expelled has three (3) business days to rebut the proposed expulsion 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 of Directors.
- (d) At the Board of Directors' 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.

At that point it is the Board of Directors' 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 Board Chairman, the Board Vice Chairman or the Sergeant-at-Arms will ask for the return of the association patch.

#### Section 3.4 Placement of the Association Patch

Once a member has received the association Patch, that patch will be displayed on the front breast of their vest or jacket.

### Section 3.5 Sponsorship

In order for a new member to be brought into the association there must be a current member willing to sponsor them. These sponsors are responsible to 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 the proposed member. If at any time the integrity of the new member is compromised, the Board of Directors will be looking for answers from the sponsor as much as the new member. It is important that a sponsor ensures that only highly qualified, motivated, honest, patriotic Americans are inducted that are 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 that there are constraints on people's time and budgets, at a minimum every member of the association is expected to assist with at least one association event each year. The Board of Directors will develop a tracking mechanism into their monthly and yearly record keeping that will allow for this requirement to be tracked.

## Article IV – Board of Directors

### Section 4.1 Number and Qualification

- (a) The Board of Directors shall be comprised of not less than three (3) members, including the Board Chairman (CO), Vice Chairman (XO) and Secretary/Treasurer, but not more than six (6) members. The CO shall appoint a Sergeant-at-Arms who will not be a member of the Board of Directors and will not vote as such. However, the Sergeant-at-Arms will serve as a tie-breaking vote if the Board of Directors is deadlocked and a tie-breaking vote is necessary.
- (b) Each Board of Directors member shall serve a two-year term. Board members may apply for additional two-year terms if they wish to do so. Board members elected to fill unexpired terms shall be limited to the remainder of that term, at which point they may apply to be elected to the position for a two-year term.
- (c) 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 Association's policy to select future Board of Director members from a broad cross-section of the general membership.

- (d) 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 of Directors with respect to an individual to be considered for a vacant or soon to be vacant position on the Board of Directors. Nominations for new Board of Directors members must be received by the association at the regularly scheduled or special meeting prior to the meeting at which they are to be voted upon (i.e. a waiting period to allow time for consideration of qualifications and other pertinent information is preferred). Prospective board members may be elected to the Board of Directors at any regular or special meeting as vacancies occur. However, the annual vote for expiring terms of service as well as a reaffirmation vote for the Board of Directors positions will occur in the month of September 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 Sergeant-at-Arms will cast that vote.

Terms of service will start on October 1<sup>st</sup> 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 Board of Directors with ample time for consideration. Not later than August 1<sup>st</sup>, each board member who is approaching the end of their two-year term of service will make it known to the association whether they intend to stay on beyond their two-year term or if they intend on resigning.

1. The procedure for the reaffirmation vote of an existing 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 of Directors to express confidence in those who wish to remain a member of the Board of Directors for an additional two-year term.
2. If, at any time, it becomes necessary to expel or to elect a new board member in an effort to keep the best interests 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 election are followed and, more importantly, the best interest of the corporation is the driving factor in making such an important decision.

3. If expulsion is necessary of a sitting board member, there must be a  $\frac{3}{4}$  majority vote by the remaining Board of Directors and those voting remaining-must be physically present to make such a vote. There must be a maximum opportunity provided to the board member in question to rectify the situation. At no point will a board member be replaced without due diligence and the opportunity to rebut the issue at hand either by written statement or presenting their case in person to the Board of Directors.
4. The August meeting will include a review of the year's activities and events. The September Board of Directors meeting is intended for the strict purpose of electing new board members and determining monies to be donated and held back for operations.
5. Once elections are held and the new or returning board members are determined, the transfer of authority will occur at the October meeting. At this meeting, the incoming Board of Directors will take responsibility for the association.

#### Section 4.3 Succession of Power

In the event that the Association is left without a Board Chairman (CO) for any reason and for any length of time, the other board members will assume all duties of the CO. If the CO's absence is permanent, the board members will name an interim chairman CO until a new CO is elected. The decision to either allow the interim chairman to remain or elect a new chairman is at the discretion of the Board of Directors. If electing a new chairman is desired by the Board of Directors, all procedures for elections contained here within shall be followed. A simple majority vote will determine if a new chairman will be elected or if the interim chairman will fulfill the remainder of the term.

#### Section 4.4 Powers and Duties

- (a) Powers. Except as otherwise provided by the bylaws, the Board of Directors shall maintain general oversight of and shall 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 of Directors 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 and 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 or any other board member 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 and the implied and assumed duties associated here within. 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 of Directors 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 of Directors 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 of Directors shall, from time to time, but not less than every three (3) years, review, revise and adopt such policies as it deems necessary to provide direction to the Board of Directors and its general members with respect to the governance and operations of the corporation.

#### Section 4.5 Resignation

Any board member may resign at any time by giving 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 association.

#### 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. Such action must be brought to the attention of the entire Board of Directors 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 the 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 discussions involving “Vote of No Confidence” are 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 Sergeant-at-Arms and at least one other board member, a simple majority will determine whether the “Vote of No Confidence” has passed. In the event of a tie vote, the “Vote of No Confidence” will be considered to have failed. This is a non-binding vote and does not constitute an expulsion in any manner. Expulsions are only handled by sitting board members.

#### Section 4.7 Veto Power

The Board Chairman (CO) may exercise a veto on any action the Board of Directors 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 4.8 Board of Directors Veto Overrule

A veto overrule by the Board of Directors is allowed only after a time of at least 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 4.9 Compensation

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 of Directors. Signed receipts for all expenses associated with said performance of duties shall be presented to the Board of Directors.

#### Section 4.10 Conflicts of Interest

- (a) Each member of the Board of Directors, or any of its sub-committees, must place the interests of the association foremost in any dealings impacting upon the association.
- (b) Each individual shall disclose to the association any personal interest that he or she may have in any matter pending before the Board of Directors, of any matter

that may affect the welfare of the 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 board member or general 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 association except as otherwise agreed to by  $\frac{3}{4}$  of the voting members of the Board of Directors.
- (d) All association members shall refrain from obtaining any list of the association's members for personal or private solicitation purposes at any time during the term of their affiliation.
- (e) From time to time, as necessary, each board member will disclose any potential conflicts to the Board of Directors. If a potential conflict arises during the board member's term of service, it is the board member's responsibility to report it to the Board Chairman (CO), who will attempt to resolve any actual or potential conflict(s) and, in the absence of a 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 of Directors or sub-committee member's connection with the association, unless the facts of such benefit, gift, service, or load are disclosed in good faith and are authorized by the Board of Directors. Board of Directors and general members are expected to work out for themselves the most gracious method of declining any gifts, entertainment, and benefits that do not meet this standard.
- (f) No Board of Directors or general members should perform, for any personal gain, services to any of the association's suppliers of goods or services, as an employee, consultant, or in any other capacity which promises compensation of any kind, unless the fact of such transactions or contracts are disclosed in good faith, and the Board of Directors authorizes such a transaction. Similar association by a family member of the Board of Directors or general member or by any other close relative may be inappropriate.
- (g) No Board of Directors or general member or any member of his/her family should have any beneficial interest in, or substantial obligation to, any of the association's suppliers of goods or services or any other organization that is engaged in doing business with or serving the association unless it has been determined by the Board of Directors, 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 does not obligate the recipient.
- (i) Any matter of question or interpretation that arises relating to this policy should be referred to the Board Chairman (CO) for decision and/or referral to the Board of Directors for decision, where appropriate.

## Article V – Local Charities

### Section 5.1 Authority

The association shall seek and process applications for local charities to receive donated monies from the association.

### Section 5.2 Budgeting and Distribution of Funds

An appropriate amount of the cash assets of the association, whether generated by the association's events or otherwise, shall be set aside for distribution to the National League of POW/MIA Families, the Idaho State Veteran's Home located in Pocatello ID, and local area charities (of which must also be qualified tax exempt charitable, educational, or scientific organizations). Upon a majority vote of the general membership at its September 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 5.3 Actions

- (a) The association shall make it known to the public on an ongoing basis that donated monies are available from the association 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 Board of Directors shall maintain a list of applications and schedule meetings to assess and discern if the requesting organization falls within the association's mission statement and meets the association's qualifications. By simple majority vote, the Board of Directors will decide if the requesting organization will be afforded an opportunity to present their case to the general membership. Once an organization presents itself to the membership, a voice vote will be held either immediately thereafter or, if a research time frame is required, then as soon as possible with a simple majority vote carrying.

- (c) Once awarded monies have been established and agreed upon by the general membership, said money will be made available for disbursement. Recipients shall be notified via phone or email in a timely manner after a determination has been made and the receiving organization shall be given the funds at a date and time most reasonable and convenient for the charity and the association. Rejected applicants shall be notified in writing within a reasonable amount of time.
- (d) Recipients of said awarded monies may be invited to the most appropriate upcoming event that the association will be participating in and shall receive their award in a proper ceremony.

## Article VI – Meetings

### Section 6.1 Annual Board of Directors Meeting

The Board of Directors shall conduct an annual meeting in the month of September 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) Amount of cash assets to be retained for the operations of the association for the upcoming fiscal year.
- (b) Elect board members 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 of Directors Meeting

The Board of Directors shall convene once per calendar month during all months of the year except for December, where there will be no required Board of Directors meeting due to the holidays. The Board of Directors shall establish the time, place and method of regularly scheduled monthly Board of Directors meetings in the month of October for the 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 Board Chairman (CO).

### Section 6.3 Monthly General Membership Meeting

The general membership of the corporation will meet once per month. The Board of Directors shall establish the time and place of regularly scheduled monthly general

membership meetings. From time to time there may be sufficient cause to adjust the dates or times of said meetings and such decisions will be at the discretion of the Board Chairman (CO).

#### Section 6.4 Special Board of Directors Meetings

Special meetings of the Board of Directors may be called only by the Board Chairman (CO) or, in the absence of the CO, by the Board Vice-Chairman (XO), and will be called at their discretion or at the request of at least 50% of the board members.

#### Section 6.5 Meeting Location

All Board of Directors' meetings, general meetings and special meetings will be held at any location identified in the notice of said meeting.

#### Section 6.6 Quorum

In order for the Board of Directors to conduct business it shall require that the number of voting board members equal to one half plus one of the current members of the Board of Directors be present and that the duly elected or appointed Board Chairman (CO) or Vice Chair (XO) be present also. No organizational business may take place without the above referenced quorum being present.

#### Section 6.7 Voting

Each Board Member is entitled to one vote on any matter before the Board of Directors. In the case of a tie vote, the Sargeant-At-Arms will cast the tie breaking vote. This is the only case where any ex-officio member will vote. The procedure for a matter to be brought to a 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 bylaws contained here within. As is such with the issue of voting on matters, the process of making and seconding at motion will not be initiated by or participated in by 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). If the Sargeant-at-Arms needs to cast a tie breaking vote, he will do so at that time.

## Article VII – Conduct of Meetings

### Section 7.1 Conduct of Board of Directors Meeting

(a) The Board Chairman (CO) or, in his absence, the Vice Chairman, shall call meetings of the Board of Directors to order and shall act as the presiding officer of the meeting. The Secretary/Treasurer will ensure a timely and accurate accounting of items discussed and decided upon during said meetings. In the absence of the Secretary/Treasurer, 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 board meetings shall include:

1. Roll Call
2. Presentation of minutes from preceding meeting and a vote to accept such minutes.
3. Reports from board members
4. Old/Unfinished business
5. New Business
6. Adjournment

### Section 7.2 Conduct of General Meeting

(a) The Sergeant-at-Arms or, in his absence, the Board Vice Chairman (XO), shall call the general membership meeting to order and immediately hand the floor over to the Board Chairman (CO) or, in his absence, the XO, who will then act as the presiding officer. The Secretary/Treasurer shall act as Recorder and will ensure a timely and accurate accounting of items discussed and decided upon during said meeting. In the absence of said Secretary/Treasurer, 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 for preceding meeting and a vote to accept such minutes
5. Patching-In Ceremony
6. Reading of the Mission Statement
7. Old/Unfinished Business
8. New Business
9. Open Discussion

10. Inspirational Moment and Welcome Home of those accounted for since last general membership meeting
11. Ringing of the Bell
12. Adjournment

## Article VIII – Insurance

### Section 8.1 – 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 a 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 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 corporation will have a full-coverage policy. The general provisions and details of the insurance policies will be discussed at the Board of Directors 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 Secretary/Treasurer.

### Section 8.2 – Signing the 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. It is the responsibility of the Board of Directors to ensure that these waivers are being executed and recorded.

### Section 8.3 – 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 Secretary/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 Financial Recordkeeping and Oversight

### Section 9.1 Annual Internal review

The Board Vice Chair (XO) shall meet with the Secretary/Treasurer annually in the month of September to review the books. This less formal review is intended to identify a glaring discrepancy, if it were to exist. A document shall be entered into the record indicating such review was completed.

### Section 9.2 Biennial third-party review

In an effort to ensure the integrity of the 501(c)(3) status of the corporation, the financial records of the organization shall be reviewed at least every other year by an outside entity with knowledge in and capability of conducting such a review. Timing of the review shall coincide with the two-year term served by the Board Chairman (CO). Such a review is intended to provide confidence to the organization of its financial standing as well as provide a clean transition between Board Chairmans and board members.

## Article X Indemnification

### Section 10.1 – Indemnification

The indemnification of board members is a standing policy of the corporation, except as limited below. Whereas the corporation shall indemnify any 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 board member of the corporation, or is or was serving the request of the corporation in any official capacity against expenses (including attorney's fees), judgements, 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, judgements, fines or amounts, or any portion thereof, which are covered by any insurance held by the board member to be indemnified or which would be covered by such insurance if the corporation had to obligation to indemnify such board member for such losses.

## Article XI – Flag-Up Sequence and Riding Procedures

### Section 11.1 – 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 association in good standing to become the Flag-Up Officer for each event involving flag-ups and so designate that individual with the responsibility of staging and establishing the order of the riders who will carry the association's official flags. In the event of any Flag-Up Officer's misconduct, the Board of Directors shall have the authority to remove the member from this duty immediately with a majority vote.

### Section 11.2 – Staging of Riders/Flags

So long as present, The Board Chairman (CO) shall by default have 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 Board Vice Chair (XO) shall carry the State flag, and the Sergeant-at-Arms shall carry the official POW\*MIA flag so long as they are present. 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-Up 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-Up 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 11.3 – 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 procession or carry a flag. The Flag-Up 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 11.4 – Speed

Designated speed for any Flag-Up procession shall be not less than 20 mph and no faster than 30 mph.

### Section 11.5 – Procession Procedures

- (a) Proper distances between riders in both right and left columns shall be no less than 15 feet nor greater than 20 feet from the motorcycle in front of them. Riders in left column 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 the left and right columns.
- (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 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, association riders will comply.

### Section 11.6 – Violations of Procedures

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

## Article XII – Amendments to Bylaws

### Section 12.1 – Authority and Procedure

The Board of Directors will have the authority to alter, amend, repeal or add to the bylaws contained herein. All changes to the bylaws must be brought before the Board of Directors, 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 bylaws contained herein shall be voted on during the next regularly scheduled Board of Directors meeting, unless dire circumstances dictate a vote sooner. The intent being that all board members have ample time to think over the proposed change. Once an amendment comes to a 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 interests of the association should always be at the forethought of decisions concerning bylaws.


Article XIII – Dissolution Clause

Section 13.1 – 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 Secretary/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 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 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 Veteran's Home in Pocatello ID, each receiving equal shares. No part of any of these assets may be distributed to corporation members or board members. Upon completion of the aforementioned, the Secretary/Treasurer will be officially discharged of all fiduciary responsibility and liability.

**THESE BYLAWS WERE ALTERED, AMENDED, REPLACED 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 BYLAWS IN EFFECT BY THE BOARD OF DIRECTORS OF THE POW\*MIA AWARENESS RALLY CORPORATION, dba POW\*MIA AWARENESS ASSOCIATION ON THIS DAY: \_\_\_\_\_**

**SIGNATURES:**

  
Mike Fitzen  
Cami Chopko  
Michelle Chopko  
Alan L Wyler  
Brad H  
Walt Long

Ashlee Fitzen  
~~Mace Wyler~~  
Brenda L Wyler  
Linda Henner  
~~Brenda L Wyler~~  
Brenda L Wyler  
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