



Montana POW/MIA Awareness Association



Constitution and Bylaws

**Montana POW/MIA
Awareness Association
Helena, Montana**

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Article I. Name & Status

Section 1.1 Name, Status & Seal.

The name of the Association shall be “Montana POW/MIA Awareness Association”, doing business as “Montana POW/MIA Awareness Association”, hereinafter referred to as the “Association”. The principle mailing address of this Association is hereby fixed and located at P.O. Box 7693, Helena, MT 59604. The Association 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 Association.



Article II. Purpose and Policy

Section 2.1 Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association Mission Statement.

We are an Association 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 POW/MIA issues by hosting and participating in community events that support the issues and concerns to which our Association is dedicated.
- (b) Generate funds that will be dispensed to various POW/MIA issues and the continued maintenance of the flags along the Helena section of U.S. Highway 287 and to support other veteran charities throughout the state of Montana.
- (c) Enjoy the camaraderie of Veterans, the joy of Patriotism, and the Spirit of Freedom we have as Americans.
- (d) Conduct safe, professional, and well represented events that will accommodate our fellow Brother and Sister patriots and all others who wish to attend.

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

Section 2.3 General Policies.

- (a) 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 Association to be an advocate for veterans' causes.
- (c) It shall be the official policy of our Association 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 Association's status as a tax exempt nonprofit charitable and educational Association 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 street legal, able to maintain posted highway speeds and be covered by a minimum of liability insurance to protect the other members of the ride, and you must possess a motorcycle endorsement. Membership in the Association shall be open to all whom are:
1. A patriot who is in good standing as defined by the laws of the State and Nation.
 2. At least 18 years of age.
 - a. Riders under the age of 18 will ride at the back of the group, due to lack of experience riding with large groups at highway speeds.
 - b. Below 18 must have signed parental consent.
 - c. Those under 16 years of age must be accompanied by a parent or guardian at all times.
 3. Be actively involved with the Association by attending planning meetings and/or posting colors, helping with fundraisers, and/or other events as frequently as possible.
 4. Volunteered or otherwise been present and assisted with at least two (2) events.
 5. Be invited as a guest of a registered member.
- (b) To become a member an applicant must fill out and sign an application and be fully aware of the Association'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 Association.
- (c) To remain a General Member in good standing, one must stay current on the \$10 annual dues, participate as a volunteer in a meaningful way in at least (2) of our events per year, wear a Montana POW/MIA Awareness Association patch on your person (e.g.; vest, jacket, hat, t-shirt, etc.) while participating in our events. The events include, but

are not limited to the MT Ride to Remember 3rd Saturday in August, the annual POW/MIA Recognition Day on the 3rd Friday of September at Memorial Park in Helena, Wreaths Across America. Failure to participate in a meaningful way that contributes to the continued success of the Association during an event may be grounds for removal from the Association.

- (d) A member that has lost their standing in the Association due to non-participation (See section 3.1.c), may reapply for membership as a new member, and will include vetting by the Executive Board. This 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. We welcome fellow riders from other Associations. We do not ask that an applicant disassociate themselves from another Association to be a part of this Association. Nor do we ask a new member to remove another Association patch to be a part of our Association. We require members to display a Montana POW/MIA Awareness Association member patch somewhere on their vest, jacket, or elsewhere while participating in Association functions.

Section 3.2 Montana POW/MIA Awareness Association and Member Patch

The significance of wearing the official Montana POW/MIA Awareness Association patches should not be taken lightly and, as such, should reflect a great honor. Once official membership has been granted, the new member will be presented with the Montana POW/MIA Awareness Association patch at the next regularly scheduled general meeting or other appropriate time or place that may be determined by the President. This event will be a public recognition of one's desire to participate and their commitment to the Association's Mission.

Section 3.3 Montana POW/MIA Awareness 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 Montana POW/MIA Awareness Association ByLaws.
 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 become inactive and has not participated in an event in one year, to include meetings.
- (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 Executive Board, 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 Executive Board'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 President 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 person (e.g.; vest, jacket, hat, t-shirt, etc.).

Section 3.5 Sponsorship.

In order for a new member to be brought into this Association 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 patriotism, and general good standing in the community of their proposed member. If at any time the integrity of the new member is compromised, the President and the Board will be looking for answers from the Sponsor as much as the new member. A sponsor must ensure that only motivated, honest, patriotic Americans are inducted.

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 event each year as described in Section 3.1.(c). The Secretary will develop a tracking mechanism into their monthly and yearly record keeping that will allow for this requirement to be briefed at the annual November Board Meeting. The President will be responsible for enforcement of this policy in a timely manner.

Section 3.7 Association Dues

Association members will be required to pay a \$10 annual fee, considered dues, to help fund Association goals. These dues will be paid on a calendar year basis (January – December) and will not be prorated for new members who joined after the first of the year. All new members joining in months other than January, as well as all existing members, will be expected to pay their renewal dues of \$10 at the next January planning meeting, or as soon after as possible.

Article IV. Board of Directors

Section 4.1 Number and Qualification.

- (a) The Board of Directors shall be comprised of 3 to 7 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 President and the Assistant Executive Director hereafter referred to as the Vice President. These two positions shall serve in

an ex officio, nonvoting manner. However, the Vice President, serving as a direct appointment of the President, will vote on issues that require a tiebreaking vote. Each of the ex officio Directors shall serve on the Board only for so long as the designated position is authorized by the ByLaws contained herewith in. The Secretary shall serve in this capacity only for so long as the designated position is authorized by the ByLaws 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 ByLaws contained herewith in.

- (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 Montana POW/MIA Awareness Association and its affiliated Associations. These characteristics must be accompanied by a willingness and availability to serve the Montana POW/MIA Awareness Association 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 November 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 tiebreaker vote, the sitting Vice President will cast that vote.
 - 1. Terms of service will start and end on December 1 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 President and the Board with ample time for consideration. Not later than August 1 each Board Member who is approaching the end of their two year term of service, to include the President, 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 President shall be having served for at least two (2) years in some capacity as a Board Member. As Terms of Service applies to the President, 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 midway point if the President chooses a second term, or until the President's successor is elected. Any person assuming the President position shall have had at least a one year break in service, after having served two consecutive terms as President, before being eligible to run again.
3. The Board Members will serve for not more than two 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 President 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 President, in an effort to keep the best interest of the Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association is the driving factor in making such an important decision.
6. If expulsion is necessary of a sitting Board Member or President, 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 President 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 a Board Meeting/General Membership meeting in September. The purpose will be an AAR (After-Action-Review) of the MT Ride to Remember and will occur early in 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 December. At this meeting, the incoming President 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 President for any reason and for any length of time, the Vice President will immediately assume any and all duties of the President. If the President's absence is permanent, the Vice President will fulfill those duties for the remainder of the term or until a new President is elected. The decision to either allow the Vice President to remain or elect a new President is at the discretion of the Board. If electing a new President 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 President will be elected or if the Vice President 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 Montana POW/MIA Awareness Association and its affiliated Associations, assuming responsibility for the proper governance, oversight, management, control and operation thereof. On behalf of the Montana POW/MIA Awareness Association and its affiliated Associations, 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 Montana POW/MIA Awareness Association's mission statement), approve the acquisition or disposal of the Montana POW/MIA Awareness Association'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) 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.
- (c) 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 with respect to the governance and operations of the Montana POW/MIA Awareness Association.

Section 4.5 Resignation.

The President 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 MT Ride to Remember.

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 President. Such action must be brought to the attention of the President 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 Vice President, and at least one Board Member, a simple majority will determine whether the Vote of No Confidence to have passed. This is a nonbinding vote and does not constitute an expulsion in any manner. Expulsions are only handled by sitting Board Members.

Section 4.8 President Veto Power.

The President 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 President 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 President, Vice President and any Board Member shall be entitled to receive reimbursement for reasonable expenses incurred in the performance of the affairs of the Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association Executive Board must place the interests of the Association foremost in any dealings impacting upon the Montana POW/MIA Awareness Association.
- (b) Each individual shall disclose to the Montana POW/MIA Awareness Association any personal interest that he or she may have in any matter pending before the Executive Board, or 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 shall derive any personal profit or gain for their self, 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.
- (d) Any board or committee member shall refrain from obtaining any list of Montana POW/MIA Awareness Association 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 President, 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 subcommittee 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 subcommittee member's connection with Montana POW/MIA Awareness Association, 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 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 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 Association 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 may 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 Vice President, Treasurer and Secretary.

Section 5.1 Budgeting and Distribution of Funds.

An appropriate amount of the cash assets of the Association, whether generated by the annual MT Ride to Remember or otherwise, shall be set aside for POW/MIA flag maintenance along the Helena section of Highway 287 and for distribution to the National League of Families, the Montana State Veterans Homes located in Columbia Falls and Glendive and local Veterans' charities (of which must also be qualified tax exempt charitable, educational, or scientific Associations.) Upon a majority vote of the Board at its November 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) To be determined

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 Associations.

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 President.

Section 6.3 Monthly General Membership Meeting.

The General Membership of the Montana POW/MIA Awareness Association 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 President.

Section 6.4 Special Board Meetings.

Special Meetings of the Board may be called only by the President or, in the absence of the President, the Vice President, 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 makeup of a Quorum. No Association 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 Vice President will cast a tiebreaking vote. This is the only case where any exofficio 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 ByLaws 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 President, Vice President 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 Vice President and two Board members, appointed by the President, shall act as "Inspectors of Election". If the Vice President needs to

cast a tiebreaking vote, he will do so at such time. The Inspectors of Election shall, at the end of balloting, certify in writing to the President 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.

The President, or in his absence, the Vice President, shall call meetings of the Board to order and shall act as the presiding Officer of the meeting. The Secretary 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 Secretary, the presiding officer may appoint any Board Member to act as Secretary of the meeting, so that a clear and concise record of the meeting may be recorded. Events of all Board Meetings shall include:

- (a) Roll Call
- (b) Presentation of Minutes from preceding Meeting and a vote to accept such minutes.
- (c) Reports from Committee Chairs, when attendance is requested by the President
- (d) Report from Vice President's notes
- (e) Report from President's notes
- (f) Old and Unfinished Business
- (g) New Business
- (h) Adjournment

Section 7.2 Conduct of General Meeting.

The President or in his absence, the Vice President shall call the General Membership meetings to order and immediately hand the floor over to the President or, in his absence, the Vice President, who will then act as presiding Officer. The Secretary 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 Secretary, the presiding officer may appoint any Board Member to act as Secretary of the meeting, so that a clear and concise record of the meeting may be recorded. Events of all General Membership Meetings shall include:

- (a) Pledge of Allegiance
- (b) Opening Prayer
- (c) Missing Man Chair Ceremony
- (d) Presentation of Minutes from preceding Meeting and a vote to accept such minutes
- (e) Patching-in Ceremony
- (f) Reading of Mission Statement
- (g) Reports from Committee Chairs
- (h) Report from Vice President's notes
- (i) Report from President's notes
- (j) Old and Unfinished Business
- (k) New Business
- (l) Inspirational Moment
- (m) Ringing of Bell
- (n) Closing Prayer
- (o) 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 Montana POW/MIA Awareness Association's insurance policies. TBD~~

Section 8.2 General Liability Insurance Policy.

~~The Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association in furtherance of the business of the Montana POW/MIA Awareness Association, or arising from any authorized activity of the Montana POW/MIA Awareness Association. 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. TBD~~

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 MT Ride to Remember 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 Montana POW/MIA Awareness Association 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. TBD~~

Section 8.4 Certificates of Insurance.

~~Any and all persons conducting official business on behalf of the POW/MIA Awareness Association or participating in any authorized activity of the Montana POW/MIA Awareness Association, 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 Montana POW/MIA Awareness Association with proof of general comprehensive liability coverage in an amount of not less than the minimum required by State law. TBD~~

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 Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association, by reason of the fact that the individual is or was a Director or Board Member of the Montana POW/MIA Awareness Association, or is or was serving at the request of the Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness Association, or with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was unlawful. Notwithstanding the foregoing, the Montana POW/MIA Awareness Association'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 Montana POW/MIA Awareness Association had no obligation to indemnify such Director or Board Member for such losses. TBD~~

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 Montana POW/MIA Awareness Association 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 Montana POW/MIA Awareness 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 President shall be charged with the duty and honor of flying the American Flag, POW/MIA Flag, and State Flag, and will lead all parades in a safe manner in cooperation with local law enforcement authorities. As his designee, the Vice President shall carry the State flag, and the President 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 onsite, with a simple majority decision made concerning said conflict.

Section 10.3 Under the Influence.

Any member of the Montana POW/MIA Awareness 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) onsite 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 ByLaws

Section 11.1 Authority and Procedure.

The Board will have the authority to alter, amend, repeal or add to the ByLaws contained herewith in. All changes to the ByLaws must be brought before the Board by, either, the President, Vice President or a Committee Chair, 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 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 Committee Chairs 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 ByLaws.

Article XII. Dissolution Clause

Section 12.1 Dissolution.

If the Board of Directors should vote to dissolve the Montana POW/MIA Awareness Association, the Board Members of the Montana POW/MIA Awareness Association will have the duty to complete all legal steps necessary for such dissolution, including the Treasurer filing the proper documents with the Montana 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 Montana POW/MIA Awareness Association out of such assets if they are available. If there are insufficient liquid assets to satisfy the debts of the Montana POW/MIA Awareness Association, the Board of Directors are authorized and instructed to sell such capital assets to satisfy the debts of the Montana POW/MIA Awareness Association. 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 Montana State Veterans homes in Columbia Falls and Glendive, Montana, each receiving equal shares. No part of any of these assets may be distributed to Montana POW/MIA Awareness Association 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 BYLAWS 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 BYLAWS IN EFFECT BY THE BOARD OF DIRECTORS OF THE MONTANA POW/MIA AWARENESS ASSOCIATION, d.b.a. MONTANA POW/MIA AWARENESS ASSOCIATION ON THIS DAY:

8 MAY 2015

BY: (Signatures on file)

President

Vice President

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER

BOARD MEMBER