

Blue Knights®

International

Law Enforcement Motorcycle Club, Inc.



Constitution & By-Laws

2013

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Constitution

CONSTITUTION
ARTICLES OF INCORPORATION
OF
BLUE KNIGHTS' INTERNATIONAL LAW
ENFORCEMENT MOTORCYCLE CLUB, INC.

VOTE OF THE INTERNATIONAL
MEMBERSHIP AT THE ANNUAL MEETING,
JULY 18, 2005

ARTICLE 1. NAME

The name of the Corporation is “Blue Knights” International Law Enforcement Motorcycle Club, Inc.”

ARTICLE 2. PURPOSES

The purposes of the Corporation, thereafter referred to as the International, are to provide for the mutual assistance, enjoyment, entertainment, education, physical, mental and social benefit of its members and the general public; to promote, and advance the sport of motorcycling and the safety of motorcycling, to serve the interests of motorcycle owners and users; to promote by example and any other acceptable means, safe use, operation and enjoyment of motorcycles; to develop a fraternal spirit between law enforcement personnel and the general public; to acquire, own, lease, mortgage, sell and develop real and personal property necessary or incidental to the operation of the corporation; to borrow money, contract debts and make contracts necessary or incidental to the operation of the Corporation; and to do any and all lawful acts and things necessary pertaining, convenient or incidental to the foregoing purposes, or any part thereof, tending to increase

the value, usefulness, comfort or convenience of the property or any part thereof at any time held by the Corporation, and to have or exercise all the rights, powers and privileges pertaining to corporations of a similar nature organized and existing under the laws of the State of Maine, but not, however, to have or exercise any right, power or privilege for any purpose for which corporations are not permitted to be formed under the general laws of the State of Maine as provided in the Maine Nonprofit Corporations Act, Title 13-B of the Maine Revised Statutes and any Acts amendatory or additional thereto.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(10) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the corporate assets in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Maine Superior Court of the County in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE 3. ADDRESS, REGISTERED AGENT

The address of the main office or headquarters of the Corporation is 38 Alden Street, Bangor, Maine 04401. The name of its Registered Agent is Bessie Small and the address of the Registered Office of the Corporation is 38 Alden Street, Bangor, Maine 04401.

ARTICLE 4. DIRECTORS

The minimum number of Directors constituting the International Board of Directors shall be fifteen (15) and the maximum number shall be twenty five (25). Of these, four (4) shall be the elected officers of the International, one (1) shall be the Immediate Past President, one (1) shall be the Chairman of the Board of Governors, and the remainder shall be comprised

of representatives from each of the geographic Conferences established by the Board of Directors in accordance with the Bylaws.

ARTICLE 5. MEMBERSHIP

There shall be five membership classifications:

- (1) Regular membership
- (2) Associate membership
- (3) Honorary Membership
- (4) Special Honorary Membership - Chapter Chaplain
- (5) Life Membership

The rights, titles, and interest of any member in and to the Corporation shall cease upon termination of his membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

ARTICLE 6. MEMBERSHIP CLASSIFICATIONS

The following membership classifications are established:

SECTION 1. REGULAR MEMBERSHIP

Except as otherwise provided in this Section, all Regular members must be persons who are full time (32 hours per week minimum) employees of a governmental law enforcement agency or department. Such employment must be the primary source of employment of all Regular members. All Regular members must have arrest authority.

Persons receiving disability income or job reclassification due to injuries received while engaged in law enforcement employment or who are receiving retirement income for full-time

employment, as herein defined by a governmental law enforcement agency or department are eligible for Regular membership although they are not presently employed by such a law enforcement agency or department.

Persons who have served twenty (20) years or more and have been a Blue Knight for one (1) year or more, who have taken a retirement option and have taken a separation from law enforcement employment, under honorable circumstances, and will at some time receive retirement income for full-time employment, as herein defined, by a government law enforcement agency or department are eligible for Regular membership although they are not presently employed by such a law enforcement agency or department. The person must provide letters of proof of honorary separation from all departments.

Persons who are presently Regular members for one (1) year or more and have served fifteen (15) years or more with a law enforcement agency or department who have for any honorable circumstance, taken a separation from an agency or department are eligible for Associate membership although they may not be employed by a law enforcement agency or department. The person must provide letters of proof of honorable separation from all departments.

Persons who are presently Regular members for five (5) years or more and have served ten (10) years or more with a law enforcement agency, who have for any honorable circumstance taken a separation from their agency, are eligible for Associate membership, even though they are no longer employed by a law

enforcement agency. The person must provide proof of honorable separation.

Each Regular member must be properly licensed to drive a motorcycle by the State or Province in which he resides and must own a motorcycle, excepting, however, that persons who otherwise qualify as Regular members, but do not own motorcycles, may become members if they have plans to own a motorcycle and do in fact acquire ownership rights in a motorcycle within six (6) months of their acceptance as members.

Any Regular member who because of an injury or medical or physical condition is unable to continue riding a motorcycle, may retain his/her membership as a Regular member.

SECTION 2. ASSOCIATE MEMBERSHIP

Except as otherwise provided in this Sections, all Associate members must be Persons who are employed on a part time basis (less than 32 hours per week, minimum 96 hours per year) by a governmental law enforcement agency or department and receiving monetary compensation for such employment. All Associate members must have arrest authority. Any Associate member on May 24, 1983 shall have the right to continue as an Associate member if he meets all other requirements.

Persons who have been employed on a part time basis (less that 32 hours per week, minimum 96 hours per year) by a governmental law enforcement agency or department for fifteen (15) years or more and have been a Blue Knight for five (5) years or more, who have taken an honorable separation from his/her law

enforcement agency or department (reasons - health, retirement, age, or injury) are eligible for Associate membership although they may not be employed by any law enforcement agency or department, and are not receiving retirement compensation. They must provide letters of proof of honorable separation.

A person may also qualify for Associate membership as per Article 6, Section 1, Paragraphs 4 and 5 of this Constitution.

Each Associate member must be properly licensed to drive a motorcycle by the State or Province in which he resides and must own a motorcycle, excepting however, that persons who otherwise qualify as Associate members, but do not own (a) motorcycle, may become members if they have plans to own a motorcycle and they do in fact acquire ownership rights in a motorcycle within six (6) months of their acceptance as a member.

Any Associate member, who because of an injury or medical or physical condition is unable to continue riding a motorcycle, may retain his/her membership as an Associate member.

SECTION 3. HONORARY MEMBERSHIP

Honorary members must be persons who have substantially contributed to the promotion of the Corporation and to the purposes for which the Corporation is organized. Honorary membership in any given chapter may not exceed more than ten percent (10%) of the previous year's membership of Regular, Associate and Life members.

SECTION 4. LIFE MEMBERSHIP

Life membership is restricted to the Founding Fathers of the International and Past International Presidents in good standing. Life members are not obligated to be a member of a chapter.

SECTION 5. SPECIAL HONORARY MEMBERSHIP

Special honorary members may be granted to an ordained member of a recognized religious order for the position of chapter Chaplain. This is limited to one (1) per chapter and will not affect the chapter's ten percent (10%) honorary limit.

SECTION 6. VOTING

Individual Regular, Associate, Honorary, Special Honorary, and Life members shall have the right to vote on general business submitted to them by the International Board of Directors at the annual or any special meeting of the International. All Regular, Associate, Honorary, and Life members in good standing may vote on matters of chapter business.

ARTICLE 7. AMENDMENTS OF THE ARTICLES OF INCORPORATION (CONSTITUTION)

SECTION 1. THE ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended by a seventy-five percent (75%) vote of the members present and entitled to vote at any annual or special meeting. No such vote shall be effective unless the Board of Directors shall have first adopted a resolution setting forth the proposed amendment and directing it to be submitted to a vote at a meeting of

the members entitled to vote. Written notice setting forth the proposed amendments or a summary of the changes to be effected by such amendments shall be given to the membership as provided in the bylaws.

Notwithstanding the foregoing, changes in the Registered Agent or Office set forth in Article 3 may be implemented in accordance with the procedures permitted in Title 13-B of the Maine Revised Statutes.

There shall be no amendments to the Articles of Incorporation, which would alter the purpose of the Corporation to operate as an organization whose members are principally involved in law enforcement occupations.

SECTION 2. AMENDMENTS TO THE BYLAWS

The Board of Directors shall have the power to make, alter, amend and repeal the bylaws of the Corporation by affirmative vote of a majority of the entire Board, provided however, that any such amendment shall be submitted to a vote of the voting membership of the Corporation at the next annual or special meeting of the membership. Such amendments by the Board are effective until and unless they are disapproved by a seventy-five percent (75%) vote of the members present and entitled to vote at the annual or special meeting next following the amendment so made by the Board.

There shall be no amendments to the bylaws which

are contrary to the purpose of the Corporation to operate as an organization whose members are principally involved in law enforcement occupations.

SECTION 3. AMENDMENTS BY THE BOARD OF GOVERNORS

- a) The amendment must be on the agenda of the Board of Governors meeting and must be passed by 2/3 vote of members present and eligible to vote at the annual Board of Governors meeting. No amendment will be accepted from the floor. The amendment will then be forwarded to the Board of Directors for it's immediate action.

- b) The amendment is then subject to any membership approval as specified in Sections 1 and 2.

ARTICLE 8. ANNUAL MEETING

The annual meeting of the membership shall be held during the annual convention at a time and place as determined by the convention host chapter, subject to the approval of the International Board of Directors.

CERTIFIED TRUE AND CORRECT, BLUE KNIGHTS
INTERNATIONAL LAW ENFORCEMENT MOTORCYCLE
CLUB, INC. July 18, 2005

BYLAWS

**BYLAWS OF
BLUE KNIGHTS INTERNATIONAL LAW
ENFORCEMENT
MOTORCYCLE CLUB, INC.**

**ARTICLE I.
NAME, CORPORATE SEAL, COLORS,
UNIFORMS, ANTHEM, HEADQUARTERS**

SECTION 1.01. NAME

The name of the Corporation (hereinafter sometimes referred to as the “International”) is Blue Knights International Law Enforcement Motorcycle Club, Inc.

SECTION 1.02. SEAL

The corporate seal of the International shall have inscribed thereon the name of the Corporation and the date “18 December 1974”. A facsimile may be used and the following is an impression of the International’s corporate seal.



**SECTION 1.03. THE CORPORATE EMBLEM
SHALL BE AS DEPICTED BELOW**



SECTION 1.04. COLORS

The colors of the International shall consist of a curved white background enclosed by a blue border with the words “Blue Knights” in blue, centered within the border. The center of the colors shall consist of the official Blue Knights emblem. A curved white background enclosed by a blue border with the State or Province in which the chapter is located, in blue, centered within the border.

Any chapter may design an alternate, unique, identifiable patch for display on the front of the chapter jacket or vests after receiving written permission to do so from the International Board of Directors. Chapters must submit their requests for front patch approval by sending the artwork design to the International Office prior to producing and wearing the designed patch to any sanctioned Blue Knights event.

SECTION 1.05. UNIFORMS

Any chapter may adopt a uniform that shall be in good taste and worn in such a manner as to project a positive image of the Blue Knights. The general design of any uniform adopted should be based on uniforms of a law enforcement agency.

SECTION 1.06. ANTHEM

The Corporate anthem shall be “Gallant Knights of Blue” with words and music by Joseph O. Stebbins.

SECTION 1.07. HEADQUARTERS

The International Headquarters shall be established and operated for the conduct of corporate business in the Bangor/Brewer Maine area.

SECTION 1.08. EXCLUSIVE RIGHT TO NAME AND MARKS

The International and its licensed authorized chapters shall have the exclusive right to use the name “Blue Knights International Law Enforcement Motorcycle Club, Inc.” and the words “Blue Knights”. The Corporation shall retain the exclusive and sole right to use, or to allow or refuse the use of all emblems, seals, badges, or other items incorporating the words “Blue Knights” or any of the Corporation’s Registered Marks. All use of the International’s name, trademarks and logos by members, chapters or other subdivisions of the Corporation and all goodwill relating thereto shall inure to the benefit of the International for the purpose of preserving its name, trademarks and logos.

No member, chapter, or other subdivision of the Corporation shall use the corporate name or any of its marks or logos which are confusingly similar in

any business pursuit or in any other activity, which violates the Constitution, Bylaws or Guidelines set forth by the International Board of Directors.

All items, not distinctly marked as an event, chapter, or conference item offered for sale by any member, chapter, or other subdivision of the Corporation bearing the Corporate name, or the name “Blue Knights”, or any registered mark of the Corporation, shall be submitted and approved in writing by the International Board of Directors in accordance with guidelines which the International Board of Directors may adopt. Unauthorized use of the corporate name, emblems, or marks or any marks which are confusingly similar shall be cause for fine procedures, removal, or suspension of the offending members, chapters or other subdivision of the Corporation in accordance with Article X of the Bylaws.

The International Board of Directors shall penalize violators of this section with a letter of warning. Such letter to include the date, time, location, identity of sales person present, and a complete description of item(s) in violation. A copy of this letter shall be forwarded to the Chairman and Secretary of the Conference to which the Chapter belongs. In the event it is a single member or members found to be in violation and not representing their respective chapter, a copy of the warning letter will also be sent to the member’s chapter President and Secretary for corrective actions with the member of members. This letter will be authored and mailed from the Chairman of the International Sales Committee within 30 days of notification and verification of the violation. Prior to mailing the letter with witnesses and files from the International Office, the International Sales

Committee Chairman will verify the violation.

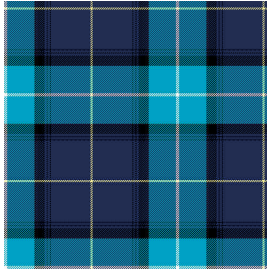
Any subsequent violation or any failure to remove the item(s) after receipt of notification of such violation, in accordance with guidelines which the International Board of Directors may adopt, may be fined for such a second offense in an amount not to exceed \$100.00, or in the event of any such third or subsequent offense, a fine not to exceed \$250.00 and/or suspension or revocation of the violating chapter's charter or the violating person's membership. If a member or members are found to be in violation, and the member or members are found to be in violation, and the member or member's chapter does not take corrective actions after being notified in writing of the violation(s), the chapter may also be held to such fines and penalties as stated in accordance to the decision of the International Board of Directors. All monies received as a result of such fine(s) shall be placed in the "Special Fund Account".

SECTION 1.09. OFFICIAL CLUB ANIMAL

The Corporate animal shall be the seal.

SECTION 1.10. OFFICIAL TARTAN

The Official tartan of the Blue Knights will be the tartan, which was designed by Scotland I which contains the official colors of the Blue Knights International.



ARTICLE II.
INTERNATIONAL MEMBERSHIP

SECTION 2.01. MEMBERSHIP
CLASSIFICATIONS
AND TENURE

The five membership classes are:

- 1) Regular membership
- 2) Associate membership
- 3) Honorary membership
- 4) Special honorary membership - Chapter Chaplain
- 5) Life membership

No member shall hold membership in more than one (1) duly chartered chapter.

SECTION 2.02. REGULAR MEMBERSHIP

Only those persons who qualify under the applicable provisions of the International Constitution (Articles of Incorporation) may be Regular members of the

International. The term of Regular memberships shall be for one year commencing on the date of the annual election meeting of the Corporation.

SECTION 2.03. ASSOCIATE MEMBERSHIP

Only those persons who qualify under the applicable provisions of the International Constitution may be Associate members. The term of Associate memberships shall be for one year commencing on the date of the annual election meeting of the Corporation.

SECTION 2.04. HONORARY MEMBERSHIP

Persons who have contributed substantially to the promotion of the international motorcycle safety and enjoyment, or to the development of the sport of motorcycling may be designated honorary members by the International Board of Directors or by Chapters as herein provided. Except where the International Board of Directors designates Honorary members-at-large, a person must first have his Honorary membership proposed in writing by at least seven (7) members of a chapter who are in good standing. The Chapter Board of Directors shall make the final determination whether a person qualifies as an honorary member of the chapter, by virtue of his contributions to the International or the sport of motorcycling. Honorary memberships will be granted by chapter boards on a one-year basis and will be evaluated by each concerned chapter on a one-year basis and will be evaluated by each concerned Chapter Board of Directors at the chapter annual meeting. Chapter Boards of Directors may appoint committees to evaluate honorary membership grants and renewals.

The honorary membership in any given chapter may not exceed more than ten percent (10%) of the previous year's membership of Regular, Associate, and Life members in the chapter. The International Board of Directors may confer honorary membership at their discretion, provided, however, that honorary membership conferred by the International Board of Directors may not exceed one percent (1%) of the membership of Regular, Associate and Life members of the International. Persons designated Honorary members by the International Board of Directors shall be Members-at-Large of the International.

SECTION 2.04.1. SPECIAL HONORARY MEMBERSHIP (CHAPTER CHAPLAIN)

Each chapter may grant Special Honorary membership status to an Ordained member of a recognized religion or religious order for the position of chapter Chaplain. Such membership is limited to one (1) per chapter on an annual basis and selection may be by criteria established by the chapter not inconsistent with the Constitution and Bylaws.

SECTION 2.05. LIFE MEMBERSHIP

Life membership is restricted to the Founding Fathers of International and Past International Presidents in good standing. Life members are not obligated to be a member of a chapter.

SECTION 2.06. MEMBERSHIPS-AT-LARGE

Persons who qualify for membership in one of the four membership classes of the International may be granted Member-at-Large status by the International Board of Directors if such persons reside at least fifty (50) miles from the nearest chapter headquarters

or when a chapter has no headquarters, its mailing address. The International Board of Directors may grant memberships-at-large without limit.

SECTION 2.07. ANNUAL MEETING

The annual meeting of the membership shall be held during the annual convention at a time and place as determined by the convention host chapter, subject to the approval of the International Board of Directors.

SECTION 2.08. SPECIAL MEETING

Special meetings may be called by a vote of the International Board of Directors or upon the written petition of at least twenty-five percent (25%) of the Board of Governors. Upon such vote or petition, the President shall call a special meeting of the International at such time and place as he shall deem appropriate, and the Secretary shall give due notice of the special meeting in the same manner as for the annual meeting. Only such business as is clearly set forth in the notice for the special meeting shall be transacted at such meeting. The rules governing quorum at the annual meeting shall also govern special meetings.

SECTION 2.09. NOTICE OF ANNAUL MEETING

Notice of the time and place of the annual meeting or any special meeting shall be served either personally or by mail, not less than thirty (30) or more than fifty (50) days before the meeting, upon each member of the International or to every regular chapter at its address of record, by the International Secretary. The

Secretary's statement that such notice was mailed shall be deemed to be due notice of the meeting.

SECTION 2.10. QUORUM FOR MEETINGS

At any annual meeting or special meeting of the International, the presence of twenty-five (25) Regular members shall constitute a quorum for all purposes. In the absence of a quorum, or when a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members present, without notice other than by announcement at the meeting and without further notice to any absent members.

SECTION 2.11. MAJORITY VOTE

At all meetings of the Corporation at which there is a quorum present, except as otherwise provided in these Bylaws or the Articles of Incorporation, a majority of the votes cast on any matter before the meeting shall control.

SECTION 2.12. PROCEDURE

Robert's Rules of Order shall govern the conduct of any meeting unless inconsistent with the Articles of Incorporation or these Bylaws.

SECTION 2.13. PROHIBITION OF PROXY VOTING

There shall be no voting by proxy at any annual or special meeting of the members of the International.

ARTICLE III.

**INTERNATIONAL GOVERNMENT -
INTERNATIONAL BOARD OF DIRECTOR**

SECTION 3.01. NUMBER

The number of the members on the International Board of Directors shall be four (4) elected officers, the Immediate Past President, the Chairman of the Board of Governors, and each Conference Representative.

SECTION 3.02. QUALIFICATION AND ELECTION

The International Board of Directors shall be composed of the President, Immediate Past President, Vice-President, Secretary, Treasurer, Chairman of the Board of Governors, and one (1) Representative from each of the sanctioned conferences. The Conference Representatives who are not also concurrently serving as International officers or as Chairman of the Board of Governors shall be selected at the annual meeting of each conference, and under rules and procedures established by each conference not inconsistent with the International Constitution and Bylaws.

Only Regular members of the International who have previously served as a Chapter President or is presently serving as Chapter President may serve on the International Board of Directors.

SECTION 3.03. ADVISORS TO THE BOARD OF DIRECTORS

ANY PERSON WHO HAS AN EMERITUS TITLE CONFERRED UPON HIM BY THE BOARD OF DIRECTORS MAY SERVE THE BOARD IN AN ADVISORY CAPACITY, AND MAY ATTEND MEETINGS OF THE BOARD IF SO REQUESTED, BUT SHALL HAVE NO POWER TO VOTE.

SECTION 3.04. RESIGNATION

Any director may resign at any time by giving written notice of such resignation to the International Board of Directors.

SECTION 3.05. VACANCY

Any vacancy in the International Board of Directors occurring during the year may be filled for the unexpired portion of the term by a majority vote of the Directors then serving, even though less than a quorum, at any meeting of the Board. Any Director so elected by the Board of Directors shall hold office until the next succeeding annual meeting of the members of the International or until the election and qualification of his successor.

SECTION 3.06. ANNUAL MEETINGS

Immediately after each annual membership meeting, the Directors shall meet for the purpose of the organization and transaction of any International business, and if a quorum of the Directors is then present, no prior notice of such meeting shall be required to be given, The place and time of such first meeting may, however, be fixed by consent of all directors.

SECTION 3.07. SPECIAL MEETING

Special meetings of the Board of Directors may be called by the President or Vice President at the discretion of either and must be called by either of them whenever a majority of Directors shall so request, or upon the written petition of at least twenty-five percent (25%) of the Board of Governors. A majority of the Directors present shall constitute a quorum for the transaction of business at any meeting of the Board, except as otherwise provided in these Bylaws or the Articles of Incorporation, although a

lesser number may adjourn the meeting to another date.

SECTION 3.08. NOTICE OF MEETINGS

Notice of all International Board of Directors meetings, except as otherwise provided in these Bylaws, must be given by mailing such notice at least ten (10) days or by telegraphing the same at least three (3) days before the meeting, to the usual business or residence address of each Director, but such notice may be waived by any Director. Regular meetings of the Board of Directors may be held without notice at such time and place as shall be determined by the Board. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 3.09. PRESIDING OFFICERS

At all meetings of the Board of Directors, the President or Vice President, or in their absence a person chosen by the Directors present, shall preside.

SECTION 3.10. QUORUM

At all meetings of the International Board of Directors a majority of the Directors shall constitute a quorum for the transaction of business. The vote of a majority of the Directors present at any meeting at which there is a quorum shall control except that a majority of the entire Board must approve any change in the Bylaws and a two-thirds (2/3) majority of the entire Board must approve any change in the Articles of

Incorporation. If at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time without further notice to any absent Director and may take such other and further action as is provided by law or elsewhere in these Bylaws.

SECTION 3.11. UNANIMOUS ACTION OF DIRECTORS WITHOUT A MEETING

Any action which may be taken at a meeting of the Directors or of a committee of the Directors may be taken without a meeting if all of the Directors or all of the members of the committee, as the case may be, sign written consents setting forth the action taken or to be taken, at any time before or after the intended effective date of such action. Such consent shall be filed with the Minutes of Directors meetings and shall have the same effect as a unanimous vote.

SECTION 3.12. DUTIES AND POWERS

(a) The International Board of Directors shall supervise and be responsible for all affairs and property of the International and in no event shall any person or other entity dealing with the Directors or Officers of the International be obligated to inquire into the authority of the Directors and Officers to enter into and consummate any contract, transaction or other action.

(b) The International Board of Directors shall have the power to inspect, at their discretion, all records, books, and accounts of the International, or any subsidiary Board of Directors, Conferences, or Chapters. It shall be the obligation of all subsidiaries and subdivisions of the International to make their records reasonably available to the

Board of Directors. Such obligation shall include, but not be limited to furnishing copies of requested records to the Board of Directors at the International headquarters.

(c) The Board of Directors shall be empowered to accept or reject all applications for membership in or resignations from the International, and shall have the power to expel or suspend any member for cause.

(d) The Board may employ personnel or advisors necessary to conduct business of the International, and shall be empowered to authorize the payment of reasonable compensation for their services. By formal action, the Board may delegate specific authority to such persons or to committees to act on behalf of the Corporation.

(e) The Board of Directors may grant to any group of ten (10) or more persons, who are not presently members of the International, unless released from their chapter, and who qualify as Regular or Associate members, a Charter for the formation of a chapter of the Blue Knights International Law Enforcement Motorcycle Club, Inc. A minimum of eight (8) persons qualifying as Regular members is required before a Charter will be issued to such a group. A chapter must have a minimum of eight (8) Regular members in order to retain their Charter from year to year. Exemptions to this requirement must be requested by the chapter in writing to the International Board who may give an exemption on an annual basis. Each new chapter may adopt any legal form of organization but must adopt bylaws consistent with the Articles of Incorporation (Constitution) and Bylaws of the International.

Chapter bylaws shall not be effective until approved by the Board of Directors as being in general conformity with the purposes of the International.

(e)(1) A group of less than ten (10) but more than seven (7) may be granted a charter by Blue Knights International with prior written approval from their area Conference Executive Board.

(f) The Board shall have the power to accept on behalf of the International any contributions, appropriations, or grants-in-aid from whatever source and in any form.

(g) The Board of Directors may issue a Charter to the Board of Governors and regional Conferences granting powers and authority to those entities consistent with the Constitution and Bylaws of the Corporation.

(g) (1) A decision made or action taken by a Conference as a result of an investigation into the facts of the matter may be overturned only by a majority vote of the International Board of Directors.

In emergency circumstances, where immediate action is necessary to protect the involved parties or the organization from civil or criminal liability, the International Executive Committee may take action different than the Conference, however the matter shall be considered by the International Board of Directors at their next regular or special meeting.

(h) The Board of Directors may, by a two-thirds (2/3) vote of the entire Board membership require the Board of Governors, or any Conference or Chapter that does not conform to the Constitution and Bylaws

of the Corporation, to surrender its Charter and all funds and property of the International. Any monies and the value of any property so received shall be given to the Cystic Fibrosis Foundation in the name of the Corporation. From the date of a subsidiary entity's receipt of a written demand for surrender of its Charter made by the International Board of Directors, the entity to which such demand is directed shall immediately cease using the corporate name.

(i) All Corporate powers, except as otherwise provided for in these Bylaws and in the laws of the State of Maine, shall be and are hereby vested in and shall be exercised by the International Board of Directors. The Board may by general resolution delegate to committees, or to Officers of the Corporation, such powers as they may see fit, except as provided under the laws of the State of Maine or the Articles of Incorporation.

SECTION 3.13. COMPENSATION

Directors shall not receive any stated salary for their services as such. However, by resolution of the Board, expenses of attendance, if any may be allowed for attendance at each regular or special Board meeting, or sanctioned Conference meeting and annual convention of the International.

SECTION 3.14. INDEMNITY

The International shall, to the extent legally permissible, indemnify each of the Directors and Officers of the International against all liabilities and expenses, including amounts paid in satisfaction of judgments, in compromise or as fines and penalties, and legal fees reasonably incurred by

him in connection with the defense or disposition of any action, suit or other proceedings, whether civil, criminal, administrative or investigative, in which he may be involved or with which he may be threatened, while in office or thereafter, by reason of his being or having been such a Director or Officer, except with respect to any matter as to which he shall have been adjudicated in any proceeding not to have acted in good faith in the reasonable belief that his action was in the best interest of the Corporation; provided, however, that as to any matter disposed of by a compromise payment by such Director or Officer, pursuant to a consent decree or otherwise, no indemnification either for said payment or for any other expenses shall be provided unless such compromise shall be approved as in the best interests of the International, after notice that it involved such indemnification,

- (a) By a disinterested majority of the members then entitled to vote; or
- (b) By a majority of the disinterested Directors then in office, provided there has been obtained an opinion in writing of independent legal counsel to the effect that such Director or Officer appears to have acted in good faith in the best interest of the International. To the extent that a Director, Officer, or agent of the International has been successful on the merits in defense of any action, suit or proceeding in connection with or by reason of his being or having been a Director or Officer he shall be indemnified against expenses including Attorney's fees actually and reasonably incurred by him in connection therewith. The right of indemnification hereby provided should not be exclusive of or affect any other rights to which any Director or

Officer may be entitled. As used in this paragraph, the terms “Director” and “Officer” include their respective heirs, executors and administrators, and an “Interested” Director or Officer is one against whom in such capacity the proceedings in question or another proceeding on the same or similar grounds is then pending. Nothing contained in this Article shall affect any rights to indemnification to which International personnel other than Directors and Officers may be entitled by contract or otherwise under law.

By action of its Board of Directors, notwithstanding any interest of the Directors in the action, the International may purchase and maintain insurance, in such amounts as the Board of Directors deem appropriate on behalf of any person who is or was a Director or Officer of the International, or is or was serving at the request of the International as a Director or Officer of another organization, against any liability asserted against him and incurred by him in any such capacity or arising out of his status as such, whether or not the International would have the power or would be required to indemnify him against such liability under the provisions of this Article or of the laws of the State of Maine.

SECTION 3.15. NUMBER

The Officers of the International shall be the President, Vice President, Secretary, and Treasurer. No one person may hold more than a single office. The duties of the Officers of the International, if not specifically enumerated in these Bylaws shall be the duties specified by law of similar officers in similar non-profit corporations.

SECTION 3.16. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS

International officers shall be elected every two (2) years (odd numbered years) at the election meeting to be held at the International Convention on the Tuesday of that event at 0900 a.m. for the purpose of counting mailed paper ballots.

They shall serve in their offices until the close of the International banquet, at which their elected successors are announced and sworn into office. If the election of officers shall be delayed for any reason, an election shall be held as soon thereafter as convenient and each officer shall continue to hold office until their successor shall be duly elected. International officers shall meet all qualifications as a Regular member, set forth in Article 6, Section 1 of the Constitution. To qualify for an office on the International Executive Board the candidate must presently be or have previously served as the President of a local chapter.

1) Any regular member who wishes to be a candidate for an office on the International Executive Committee (President, Vice President, Secretary, or Treasurer) shall contact the International Executive Director between November 1st and December 31st of the year prior to the election (even year) and request their name be considered for nomination as a candidate of the specific office. The candidate shall also complete an International application form and submit it to the International Executive Director to arrive by December 31st of the year prior to the election in which the candidate intends to run for office. Members shall not make application for more than one position.

2) The Executive Director shall complete a candidate nomination form to include the position

the candidate wishes to run for and years served as Chapter President, as compared with International rosters. The “Election Verification Committee” shall verify the candidate’s eligibility and notify the candidate of their finding in writing (electronic or postal service). After the candidate has received notification of their eligibility for the specific office, they may move forward with their election campaign.

3) Eligible candidates submitting their names during the filing period shall have their names listed on the International election ballot. The candidate shall have an opportunity to place a photograph and 200-word biography, without charge, in the first edition of the election year of the “Blue Knights News” preceding the mailing of ballots. Any member who fails to file according to the outline listed above will not be eligible to run for an International executive office. There will be no write-in candidates accepted on the International ballot.

SECTION 3.17. VACANCIES

In case any office of the International becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Directors then in office, although less than a quorum, may elect a qualified person to fill the vacancy, and the Officer so elected shall hold office and serve until the next election and qualification of his successor.

SECTION 3.18. PRESIDENT

Subject to the authority of the Board, the President shall be the General Executive Head of the Corporation. He shall preside at all meetings of the Corporation, the Board of Directors, and Executive

Committee, and shall be an Ex Officio member of all other committees, except the Nominating Committee. He shall be the co-signer with the Treasurer of all notes, checks, deeds, leases, mortgages, and other legal documents given on behalf of the International, and shall if required by the International Board of Directors, execute security bonds on behalf of and at the expense of the Corporation. He shall have the power to call meetings of the Board of Directors, and shall make a report of the work of the Corporate Officers and Board of Directors at each annual meeting of the International.

SECTION 3.19. VICE PRESIDENT

At the request of the President, or in the event of his absence or disability, the Vice President may perform the duties and possess and exercise the powers of the President; and to the extent authorized by law, the Vice President shall have such other powers as the Board of Directors may determine, and shall perform such other duties as may be assigned by the Board of Directors. The Vice President may continue to perform the duties of the President until such time as the Board of Directors declares a vacancy and elects a qualified replacement to serve as President.

SECTION 3.20. TREASURER

The Treasurer shall have custody of all funds and property of the International, subject to such regulations as may be imposed by the Board of Directors. He may be required to give bond for the faithful performance of his duties, in such sum and with such sureties as the Board of Directors may require. He shall receive all International funds, depositing the same in the name of the International in such bank or trust company as may be designated

by the Board of Directors, and keep accurate record of all receipts and disbursements. When necessary or proper, he may co-sign with the President on behalf of the International checks, notes, and other obligations, given on behalf of the International. He shall not make any disbursement of corporate funds other than corporate administrative expenses in excess of one hundred dollars (\$100.00) without prior approval of the Board of Directors. He shall enter regularly, on the books of the International to be kept by him for the purpose, full and accurate account of all monies and obligations received and paid or incurred by him for or on account of the International, and shall exhibit such books at all reasonable times to any Director on application at International headquarters. He shall make a full report of the financial status of the International at each annual meeting, and upon request, at any meeting of the Board of Directors. He shall, in general, perform the entire duties incident to the office of Treasurer, subject to the control of the Board of Directors.

SECTION 3.21. SECRETARY

The Secretary shall have charge of such books, documents, and papers as the Board of Directors may determine and shall have the custody of the Corporate Seal. The Secretary shall attend all the meetings of the International and the Board of Directors and shall keep the minutes of all meetings of the Board of Directors and members of the International. He shall keep a record, containing the names, alphabetically arranged, of all the persons who are members of the International, showing their places of residence, and such book shall be open for inspection as prescribed by law. He shall collect all yearly dues

from membership and turn the same over to the Treasurer upon demand, taking a receipt therefore. He shall give adequate notice to all members in advance of the annual meeting or any special meeting of the International, and shall make a full report of the membership status of the International at each annual meeting. At the request of the President, or as otherwise provided herein, he should give adequate notice of all meetings of the Board of Directors. For purposes of this section “adequate notice” shall mean notice given as specified in Article III, Section 3.08 of these Bylaws.

SECTION 3.22. EXECUTIVE COMMITTEE

The President, Vice President, Secretary, and Treasurer shall be the Executive Committee of the Board of Directors, who shall conduct International business of the Board of Directors whenever the full Board of Directors is not in session and shall have such duties and powers as may be from time to time conferred upon it by the Board.

SECTION 3.23. APPOINTED COMMITTEES

The Board of Directors may, from time to time, appoint such other committees as they may deem necessary or advisable for carrying out the purposes and work of the International and delegate to such committees such authority and powers as it may see fit to grant within the limits of the Board’s authority. The membership of such committees shall be limited to Regular, Associate, Life or Honorary members of the Corporation, and the Board of Directors shall fix the tenure of each committee.

SECTION 3.24. VERIFICATION COMMITTEE

No later than December 1st of even numbered years,

the verification committee will be activated by the Executive Director, consisting of the chairman of each conference. In the absence of the chairman, or if the chairman is holding office on the International Board, or the chairman will be a candidate for the Executive Committee of the Board of Directors, the conference vice chairman will serve on the verification committee. If for the same reasons the conference vice chairman cannot serve on the verification committee, the conference secretary shall serve on the committee.

1) Once the election verification committee has been established, the committee shall appoint a member as the committee chairman by December 31st of even numbered years.

2) After the closing of the filing period on December 31st of even numbered years, but no later than January 10th of the election year, the International Executive Director shall provide all members of the election verification committee via electronic or postal service a nomination report of the candidates that have requested to be placed on the International ballot. The nomination report shall include a copy of all applications on file at the International, copies of the candidate nomination form, and any documents to assist in either verifying or disputing the candidate's eligibility of nomination.

3) The election verification committee shall confer and discuss all information and issues related to the International nominations. They shall review and confirm the qualifications of each nominated candidate. A written report shall be provided to all

committee members that will include the outcome of each candidates review. The written report shall include, but not be limited to, membership status review, job status review, and all information needed to ensure that the individual seeking office meets all qualifications' per Article III, Section 3.16 of the By-laws.

4) The election verification committee shall is permitted to meet at any time if any special or unusual circumstances arise that need to be addressed prior to the ballots being counted.

5) No later than January 20th of the election year, the verification committee chairman shall complete and forward a written report via electronic or postal service to the International Board of Directors and International Executive Director, which shall include the names that shall be placed on the International ballot. If a nominated person has been disqualified, the report shall include the reason(s) for disqualification. No later than January 25th of the election year, the verification committee chairman shall notify each nominated candidate, either by electronic or postal service, of the final decisions of the election verification committee as to their status of eligibility or disqualification.

ARTICLE IV.
BOARD OF GOVERNORS

SECTION 4.01. MEMBERSHIP AND ORGANIZATION

The Board of Governors shall consist of all Chapter Presidents. Officers of the Board of Governors shall be the Chairman, Vice Chairman, Secretary and Treasurer. A single person may hold the Offices of

the Secretary and Treasurer. Officers of the Board of Governors shall be elected at the annual meeting of the Board of Governors during even numbered years. The business of the Board of Governors may be submitted to a vote of the Chapter Presidents, or their designees, who must be Regular members, in accordance with any bylaws and constitution adopted by the Board of Governors.

SECTION 4.02. CONSTITUTION AND BYLAWS

Any bylaws or constitution adopted by the Board of Governors must be consistent with the Constitution (Articles of Incorporation) and Bylaws of the International.

SECTION 4.03. DUES

The Board of Governors may assess membership dues in accordance with the Bylaws of the Board of Governors.

SECTION 4.04. ADVISORS TO INTERNATIONAL BOARD OF DIRECTORS

The Board of Governors may act in an advisory capacity to the International Board of Directors at the request of the International Board. The Board of Governors shall not be entitled to vote on matters within the authority of the International Board of Directors.

**ARTICLE V.
CONFERENCES**

SECTION 5.01. DESIGNATION

The International Board of Directors may establish

geographic conference areas. Chapters within a designated conference area are eligible for membership in the Conference. Chapters may pay dues and participate in the affairs of more than one Conference, but shall only have voting rights in the Conference of geographical location.

SECTION 5.02. MEETINGS

Each Conference shall hold a meeting for the conduct of business and the election of officers. The President of each Chapter or his designee, who must be a Regular member, shall be entitled to vote in the election of officers at the meeting of the Conference. Voting on other matters of Conference business may be authorized by the Conference under the terms of its Constitution or Bylaws as long as they are consistent with the Constitution and Bylaws of the International.

SECTION 5.03. OFFICERS

The Officers of each Conference shall be the International Representative, Chairman, Vice Chairman, Secretary and Treasurer. A single person may hold the office(s) of International Representative and Chairman, or of Secretary and Treasurer. Only Regular members of the Corporation who are currently serving as President of a Chapter or who have previously served in that capacity, may hold the offices of International Representative, Chairman and Vice Chairman. Any Regular member may hold the offices of the Secretary and Treasurer. Associate and Honorary members may not hold any Conference offices either by election or appointment.

SECTION 5.03.A. INTERNATIONAL REPRESENTATIVES

The Conference International Representative's position shall be an elected position within the Conference. Further that the position be elected by the majority vote of the eligible Chapter Presidents present at the Conference's election meeting.

SECTION 5.03.B. VACANCIES

That in the event a Conference office becomes vacant by death, resignation, retirement, disqualification, or any other cause, the majority of the Board of the Conference then in office, although less than a quorum, may elect a qualified person to fill the vacancy, and the Officer so elected shall hold office and serve until the next election and qualification of his successor.

SECTION 5.04. CONSTITUTION AND BYLAWS

Conferences may establish bylaws and a constitution consistent with the Constitution (Articles of Incorporation) and Bylaws of the International and may establish reasonable dues for Conference members.

SECTION 5.05. DUES

Conferences shall receive from the International Treasury a minimum of \$1,200.00 per year to run their individual conference and for those Conferences who have more than 1,200 members they will receive one dollar (\$1.00) for each member that is registered within the Conference boundary with the International. Conferences may assess Chapter dues to its members and chapters wishing nonvoting membership.

SECTION 5.06. PURPOSES

Each Conference shall be organized for the purpose of promoting the purposes of the International and for fostering closer co-operation and support among chapters within the geographic Conference area. The International Board of Directors may designate Conference Officers or their respective committees to investigate and report on matters relating to corporate business. When the International Board of Directors requests Conference assistance, Conference Officers may make recommendations to the International Board of Directors.

**SECTION 5.07. REQUIREMENTS TO
BECOME A CONFERENCE**

Each Conference shall consist of at least three (3) Countries, States, Provinces or portion thereof, and have at least twelve (12) chapters therein. The International Board of Directors' will grant approval of the geographic area to become a Conference. Factors, which the International Board of Directors shall consider in approving conferences, are: proximity of the proposed geographic areas, the economic impact on the organization if the designation is approved, and the extent to which the "purposes of a conference" (section 5.06) will be fulfilled.

**ARTICLE VI.
CHAPTERS**

SECTION 6.01. QUALIFICATION

All chapters must be established by the Board of Directors in accordance with the provisions of these Bylaws relating to the granting of charters for the formation of chapters. A chapter so established may exercise full power and authority over chapter business to the extent that the transaction of chapter business is consistent with the Constitution (Articles of Incorporation) and Bylaws of the International. Each chapter may adopt bylaws for the conduct of its business. Chapter government is responsible for the organization of corporate activities at the chapter level, including without limitations, the collection of International dues from its members overseeing the requirements of its membership and compliance by its members with the overall purposes of the International.

SECTION 6.02. CHAPTER OFFICERS

Chapter Officers shall be the President, Vice President, Secretary, Treasurer and Immediate Past President. Other positions may be established and elected as determined by the chapter members in accordance with elections, which are consistent with the Constitution and Bylaws of the International. Only Regular members may hold the offices of President and Vice President of a chapter. Associate members may hold the offices of Secretary and Treasurer provided that there are no Regular members available to hold those positions. A single person may hold both the Secretary and Treasurer's offices. The powers and obligations of Chapter Officers shall be commensurate with the powers and duties of International Officers as outlined in these Bylaws, with respect to Chapter business.

SECTION 6.03. COMMITTEES

Chapter committees may be established in accordance with procedures set out in these Bylaws for the establishment of International committees, except that such committees shall be established under the authority of Chapter Officers.

SECTION 6.04. BOARD OF DIRECTORS

The business and property of each chapter shall be managed and controlled by a Board of Directors who shall be elected annually or bi-annually by the chapter members to hold office until the next annual meeting of the members or until the election or qualification of their respective successors. The Board of Directors shall consist of Chapter President, Vice President, Secretary, Treasurer, and Immediate Past President, as well as three (3) additional directors, or if the Secretary and Treasurer are held as one office then four (4) additional directors, who must be elected from the Regular membership of the Chapter at the annual, bi-annual or any special meeting. An Associate member may hold the offices of Secretary, Treasurer, and of a Director provided that there are no Regular members available to hold those positions. The members of the Chapter may establish other positions to be held by elected Chapter members for the conduct of Chapter business. Provisions of these Bylaws relating to the conduct of business by the International Board of Directors shall apply to actions of any Chapter Board of Directors so far as applicable.

ARTICLE VII.
DUES

SECTION 7.01. INTERNATIONAL DUES

All new Regular, Associate, Honorary, or Special

Honorary members shall be assessed a first year membership and initiation fee of twenty-five dollars (\$25.00 *) payable to the International. It shall be the responsibility of each Chapter to collect the individual member's dues and submit such funds to the International. The annual assessment for renewals of membership shall be twenty dollars (\$20.00) and submitted to the International headquarters no later than January 31 of each year. Member's-at-Large dues shall be five dollars (\$5.00) additional to cover those costs over and above chapter memberships. All dues fees include a two-dollar (\$2.00) subscription to the Blue Knights News. Members who fail to renew their membership on or before such date of each year shall be considered new members and assessed a twenty-five dollar (\$25.00) membership fee. International headquarters will issue to all paid up first year new members one patch, one decal, one pin, and an International membership card. Upon termination of membership from a chapter, all such items shall be returned to the chapter. Yearly membership cards will be issued to all renewed members.

SECTION 7.01 (A) CHARTER DUES TIER

Any Regular member who has been a member of the Blue Knights for at least 25 consecutive years and in all other ways herein contained continues to qualify for regular membership, may apply for Charter Life Membership Dues Tier. Charter Life Dues Tier shall receive a special membership card recognizing their unique membership achievement and shall maintain all the rights and privileges of a regular member except, upon acceptance of their request and one time fee of Twenty Five dollars (\$25.00) US Dollars, shall be exempt from all future dues. **This dues tier shall**

remain in effect ONLY through the year 2002.

SECTION 7.01 (B) SILVER DUES TIER

Any Regular member who has been a member of the Blue Knights for at least 20 consecutive years and in all other ways herein contained continues to qualify for regular membership, may apply for Silver Membership Dues Tier. Silver Dues Tier shall receive a special membership card recognizing their unique membership achievement and shall maintain all the rights and privileges of a regular member except, upon acceptance of their request and one time fee of One Hundred Fifty (\$150.00) US Dollars, shall be exempt from all future dues.

All Silver dues tier members must maintain their memberships to local chapters as currently described in the International Constitution and Bylaws. An affidavit proving continuous membership is required with request. An annual renewal form is required to maintain administrative records.

SECTION 7.01 (C) BRONZE DUES TIER

Any member, who has been an Associate or Regular member of the Blue Knights for at least 20 consecutive years (as confirmed the records available at the International Headquarters) and in all other ways herein contained continues to qualify for Regular or Associate membership, may apply for Bronze Membership Dues Tier. Bronze Dues Tier members shall receive a special membership card recognizing their unique membership achievement and shall maintain all the rights and privileges and responsibilities of their current membership status except, upon acceptance of their request and one time

fee of One Hundred Fifty (\$150.00) US Dollars, shall be exempt from all future International dues.

All Bronze dues tier members must maintain their memberships to local chapters as currently described in the International Constitution and Bylaws. An affidavit proving continuous membership is required with request. An annual renewal form is required to maintain administrative records.

SECTION 7.02. BOARD OF GOVERNORS AND CONFERENCE DUES

The Board of Governors and each Conference may establish a reasonable dues assessment for their members as determined by their membership at their respective annual meetings or as set out in their respective constitutions or bylaws.

SECTION 7.03. CHAPTER DUES

Each Chapter may assess an annual membership fee not to exceed \$20.00 for each member. Chapters, which maintain a clubhouse, may assess an additional annual charge not to exceed \$10.00 to cover maintenance and operating costs of the clubhouse.

SECTION 7.04. CONFERENCE/CHAPTER MEMBERSHIP CARDS

No documents, to include Chapter/Conference membership cards, are to be issued at chapter or conference level to any person and/or groups. That the status of Chapter honorary, Friends of the Knights, or any Auxiliary group by any name shall not be allowed to exist, and if it does now, that it cease and desist immediately. That any violation of the above can result, after a hearing before the International Board of Directors, in the revocation

of violator's charter. Any person that does not have a current International membership card is not to be considered a member. Any question of the official membership should be directed to the International office.

ARTICLE VIII. **VOTING**

SECTION 8.01. INTERNATIONAL BUSINESS

Individual Regular, Associate, Honorary, and Life members shall have the right to vote on general business submitted to them by the International Board of Directors at the annual or any special meeting of the International.

SECTION 8.02. BOARD OF GOVERNORS

All Chapter Presidents or their respective designees, who must be Regular members, shall have the right to vote on Board of Governors business matters and the election of officers of the Board of Governors.

SECTION 8.03. CONFERENCES

Each Conference Chapter in good standing shall have one vote for election of officers at the annual meeting of a Conference. Other voting rights may be authorized by the Conference under the terms of its Constitution or Bylaws as long as they are consistent with the Constitution and Bylaws of the International.

SECTION 8.04. CHAPTERS

ALL REGULAR, ASSOCIATE, HONORARY, SPECIAL HONORARY, AND LIFE MEMBERS IN GOOD STANDING MAY VOTE ON MATTERS OF CHAPTER BUSINESS. THE CHAPTER OFFICER

PRESIDING AT ANY MEETING WHERE A VOTE OF THE MEMBERS IS TAKEN SHALL MAKE THE DETERMINATION WHETHER A PARTICULAR MEMBER IS IN GOOD STANDING AND THUS ELIGIBLE TO VOTE. IF THE PRESIDING OFFICER MAKES SUCH DETERMINATION AT THE MEETING, THE DETERMINATION SHALL BE SUBJECT TO A VOTE OF THE MEMBERSHIP QUALIFIED TO VOTE IF THE PRESIDING OFFICER'S RULING IS QUESTIONED.

ARTICLE IX.
AMENDMENTS TO ARTICLES OF
INCORPORATION AND BYLAWS

Section 9.01.

These Bylaws and the Articles of Incorporation (Constitution) of the International May Be Amended Only In Accordance with the Provisions of the Articles of Incorporation.

ARTICLE X.
DISCIPLINE

SECTION 10.01. CHAPTER/CONFERENCE
SUSPENSION OR REMOVAL OF MEMBERS

Not with standing other provisions of the Constitution and Bylaws of the International, a Chapter/Conference may suspend or remove a member for cause. Prior to suspension or removal, the member will be served written notice containing a specific outline of the charges against him and proposed action to be taken. Such notice to the member may be by personal service or certified mail return receipt requested. However, no action will go into effect until the member waives his right to appeal

the decision, the allotted time for appeal to the next level has expired, or all appeals have been exhausted and the appeal has been denied by the final arbitrating board, or designated committee thereof.

In emergency circumstances, where immediate action is necessary to protect the involved parties or the organization from civil liability or criminal liability, action may be taken immediately by the International Board and the member/former member will be allowed a reconsideration hearing within the allotted time for an appeal under normal circumstances.

**SECTION 10.02. PROCEDURE AT CHAPTER/
CONFERENCE LEVEL**

Chapters and conferences may establish a fair and just discipline system provided there is at least one level of appeal offered at the level where the discipline is initiated. If a member is dissatisfied with a decision, he must appeal within thirty (30) days of receipt of written notice of the decision. Said appeal may be in person or by written brief, in either case, a written brief shall be submitted. Appeals of final chapter decisions will be heard at the conference level. An appeal of a final conference level decision will be heard by the International Board or a committee designated by the board to hear such an appeal.

All final decisions at the conference level shall be subject to review by the International Board or a committee designated by the Board for the purposes of such review if a review is requested by the disciplined member or the party or committee making the final decision at the chapter or conference level within thirty (30) days of such final decision. Notice

of request for review will be sent to the involved parties, member, chapter, and/or conference. Failure by the member or other parties to the action to appeal or request a review within the thirty (30) days shall be considered to be a waiver of the right to appeal the decision.

SECTION 10.03. PROCEDURES FOR REVIEW BY INTERNATIONAL BOARD OF DIRECTORS

The International Board of Directors will give all parties concerned the right to submit written documentation and appear before the Board or the appropriate designated committee of the International Board for the purposes of a review of a final conference decision. A decision rendered by the Board after a full hearing by the board or its designated committee shall be considered final. The Secretary of the Corporation or such other person as the Board may designate shall keep a written synopsis of the final hearing before the Board which shall contain a file of any documents submitted as evidence at the hearing.

SECTION 10.04. SUSPENSION OR REMOVAL OF MEMBERS BY THE INTERNATIONAL BOARD OF DIRECTORS

- The International board of Directors may by its own motion decide to suspend or remove any member for cause. In all cases the Board of Directors shall notify the member of its decision by mailing notice of the decision to the member's last known address by certified mail return receipt requested. The affected member shall be granted a hearing for the purposes

of reconsideration of the Board's decision, by the Board or a committee designated by the Board for the purposes of such a hearing, if the member requests said hearing within thirty (30) days of receipt of the decision of the board. Such request shall be in writing mailed to the Secretary of the International Board C/O the International Headquarters Office. The member shall have the right to submit written documentation and to appear before the Board or its designated committee at the reconsideration hearing. The Board shall issue its final decision within sixty (60) days of the date of the reconsideration hearing. An appeal or review of the Board's final decision shall be granted by the International Board of governors if requested by the member within thirty (30) days of receipt of the notice of the Board's final decision. This review of appeal shall be heard according to the rules of the Board of Governors who may, by an affirmative vote of eighty percent (80%) of the membership of the Board of Governors present and eligible to vote at their annual meeting, overrule the final decision of the Board of Directors. No action will go into effect until the member waives his rights to appeal or review, the allotted time for an appeal or review has expired, or the appeal has been denied by the final arbitrating board.

In emergency circumstances, where immediate action is necessary to protect the involved parties or the organization from civil liability or criminal liability, action may be taken immediately by the Board of Directors to suspend or remove a member. The suspended member or former member shall be granted a reconsideration hearing and appeal to the Board of Governors if requested within the normally allotted time for such requests.

SECTION 10.05. DISCIPLINE

Any individual that has been declared “Persona Non Grata”, shall not be allowed, to attend any Blue Knight function, either as a guest or, attend in any manner what so ever. Any individual who has had his or her membership suspended for any length of time, for disciplinary reasons, will also not be allowed to attend any Blue Knight function during the period of suspension, as a guest or in any manner what so ever. (This section would not apply until all appeals have been exhausted.) Any member who knowingly brings an individual who has been declared “Persona Non Grata” or a suspended member to any Blue Knight function shall; a.) Be disciplined up to and including loss of membership in this organization.

Any Chapter that knowingly allows an individual who has been declared “Persona Non Grata”, or a suspended member to remain in attendance at any Blue Knight function could also have their Charter revoked.

No chapter or member will be disciplined if they are unaware of the individual’s status. If any member sees a former member (as listed above) they will inform the sponsoring Chapter or Conference of that member’s status so proper action can be taken.

Only those events exclusively for Blue Knights and not open and advertised to the public would be affected.

SECTION 10.06. PERSONA NON GRATA

- (a) An individual declared “Persona Non Grata” shall be banned from joining the Blue Knights International Law Enforcement Motorcycle Club.
- (b) A Chapter declared “Persona Non Grata” shall, if still in existence, be disbanded and the chapter number never used again.
- (c) Regarding individuals, only non-members (a person who is not a member or who has had their membership terminated) may be declared “Persona Non Grata”. Any member undergoing discipline shall not be considered eligible to be declared “Persona Non Grata” until all their appeals has been exhausted and the member reverts to non-member status.
- (d) Former members who have had their membership terminated for cause shall automatically be declared “Persona Non Grata” once all appeals have been exhausted.
- (e) In other instances, when it is desired that an individual or chapter be declared “Persona Non Grata”, Chapters, Conferences and members of the International Board of Directors shall make the request to the International Board of Directors. Requests by Chapters and Conferences shall be made through their respective International Representatives. Such requests shall include all pertinent documentation of events and circumstances that were considered in forming the basis for the request.
- (f) Other than as stated above in Section 10.06,

subsection (c), Individuals or chapters may only be declared “Persona Non Grata” upon the majority vote of the International Board of Directors during a regular or special meeting of the Board.

(g) in emergency circumstances, where immediate action is necessary to protect the involved parties or the organization from civil or criminal liability, Chapters, Conferences, and Members of the International Board of Directors may have an individual or chapter tentatively declared “Persona Non Grata” until the matter can be considered by the International Board of Directors.

ARTICLE XI. **GENERAL**

All references herein to the masculine gender shall include the feminine gender where appropriate. The captions appearing in this instrument are for the purposes of easy reference and shall not be considered a part hereof, or in any way to modify, amend, or affect the provisions hereof.

MISCELLANEOUS DEFINITIONS

Governmental Law Enforcement Agency or Department:

Any agency that is duly formed and is a State, Province, Nation or Country recognized, whose primary function is to deal directly with the enforcement of criminal and/or vehicle and traffic statutes/laws of their respective jurisdictions or is responsible for the prosecution, incarceration or supervision of offenders.

Arrest Authority

Employees of a Governmental Law Enforcement Agency or Department who must be empowered “by statute” to arrest offenders (other than as a private citizen) at all times while on duty. Said employees must receive monetary compensation (as defined) from their respective agencies.

Monetary Compensation:

1. A salary in its normal meaning or workman’s compensation benefits. If a salary is received, it must be paid directly to the employee by their respective Governmental Law Enforcement Agency or Department.

Salary is deemed to mean money received as compensation for work performed, computed by the hour, day, week, month or year.

2. A pension, as that term is normally applied, received as compensation for the years of service, which may be paid out in installments or in a lump sum.

Member in Good Standing A person who is still a member of the International whose dues are up to date and has not been declared to not qualify for membership by any body having final jurisdiction.

Member Not in Good Standing A person who is a member but whose dues are not up to date, or has been sus-pended, or has been found to have committed an act which would give cause for his membership to be terminated, but has not had a final hearing and is still in the appeals process.

Non Member A person who is not a member or whose membership has been terminated for any reason.

Cause A cause of action that is legally adequate to sustain a decision to inflict negative sanctions on a member.

Suspension A temporary and reversible termination of the rights and benefits of membership. This is not a termination of the membership itself.

Removal The permanent termination of rights of membership.

Military Personnel Definition

An active member of a National or Federal Government Military Agency whose primary duty (job title or description) is in Law Enforcement, who has the right to detain and has completed a prescribed Military Law Enforcement Training Program and is eligible for Regular Membership. Any Military Personnel that has retired from active duty after serving twenty years or is or will receive Federal or National retirement income, and has the form DD-214 or its equivalent and / or a certified Military History record that identifies the primary duty (job title or description) prior to discharge as Law Enforcement is eligible for Regular Membership. Military Personnel Applicants must meet all qualifications as defined in Article 6 of the Constitution.

Persona Non Grata: A person declared “Persona Non Grata” is a person forbidden from joining the

Blue Knights International Motorcycle Club, or participating in any of the Club's functions, either as a guest, or in any manor whatsoever. Only those events exclusively for Blue Knights and not open and advertised to the public are affected.

A Chapter declared "Persona Non Grata" shall, if still in existence, be disbanded and the chapter number never used again.

THE BOARD OF GOVERNOR'S BY-LAWS

ARTICLE I. NAME

The name of the organization shall be The Board of Governor's.

ARTICLE II. PURPOSE

The purpose of the organization shall be to work to support the By-Laws and Constitution of the Corporation, Blue Knight's International Law Enforcement Motorcycle Club, Inc. The Board of Governor's shall act in an advisory capacity to the International Board of Directors.

ARTICLE III. MEMBERSHIP

The membership of the Board of Governor's shall consist of all Chapter President's and the Elected Officers of the Board of Governor's.

ARTICLE IV.

Officers and Eligibility for Office

The Officers of the Board of Governor's shall be the Chair man, Vice-Chairman, Secretary and the Treasurer. A single person may hold the Offices of

Secretary and Treasurer.

Officers of the Board of Governors shall be elected at the annual meeting of the board of Governors during even numbered calendar years. The term of office shall be (2) two years or until his/her successor in office is elected. The eligibility of a person to hold an office is that he/she must be a Present Chapter President or a Past Chapter President and must submit a letter of intent to the Board of Governor's Secretary prior to May 1st of their intent to run for a particular office, and must be a Regular Member.

The Chairman of the Board of Governor's shall serve on the Corporation's Board of Directors, as a director, for the term so elected on the Board of Governor's.

If for any reason a person cannot finish the term of office he/she was elected for, then the following procedure shall apply;

If the Chairman, then the Vice-Chairman shall serve as Chairman.

If the Vice-Chairman, then the remaining Board members may share the duties or choose a replacement to fill the remainder of the existing term of office.

If the Secretary or Treasurer, then the remaining Board members may share the duties or choose a replacement to fill the remainder of the existing term of office.

The elected Officers of the Board of Governor's shall serve as the "Trustees" of the Blue Knight's Special

Fund, and serve in those positions so elected.

ARTICLE V. VOTING RIGHTS

Each Chapter shall have only one vote at any meeting of the Board of Governor's.

The Chapter vote shall be exercised by the President of the Chapter, or in his absence, the Vice-President, or by the Chapter President's duly appointed Representative, who must be a Regular member, and who must file evidence of his/her appointment in the form of written authorization from such Chapter's President, with the Secretary/Treasurer of the Board of Governor's. In the event of an accident, it will be left up to the discretion of the Officer's of the Board of Governor's.

ARTICLE VI. ANNUAL MEETING

The Annual Meeting of the Board of Governor's shall be at the site of the International Convention of the Corporation, at a time designated by the Host Chapter.

ARTICLE VII. DUES

The Board of Governor's shall receive from the Treasury of the Corporation, up to fifty cents, (.50), per year, for every member of the Corporation, upon submission of an approved budget.

ARTICLE VIII. COMPENSATION

The Officers of the Board of Governor's shall not receive a stated salary for their services as such, but by resolution of the Executive Officers, expenses for registration and lodging if any, may be allowed for attendance at the Annual Election Meeting, and Annual Convention. Registration and lodging to be at

the host hotel/motel, with the monies being used to cover the member only.

Funds up to \$500.00 will be made available for the Chairman, Vice Chairman, Secretary and / or Treasurer, for the purpose of attending up to eleven conference events per year, with the exclusion of their home conferences. A maximum of \$6,500 per year will be budgeted for attending conference events.

ARTICLE IX. AMENDMENTS TO THE
BY-LAWS

Amendments may only be made at the Annual Meeting of the Board of Governors, and only after being placed on the agenda of the meeting. The proposed amendment must be received by the Secretary/Treasurer by May 1st, and presented to the membership by mail by May 31st. The amendment must receive approval of two-thirds, (2/3), of the majority of the members present at the meeting, and eligible to vote.