

**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 Internationals 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 Internationals 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.

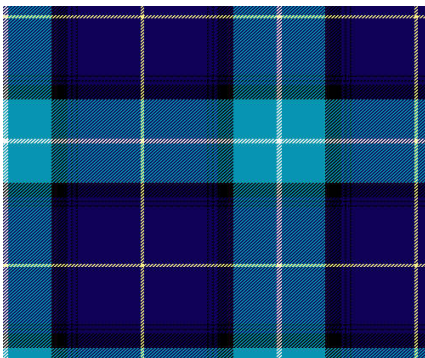
Any subsequent violation or any failure to remove the item(s) after receipt of notification of such violation, in accordance with guidelines which the International Board of Directors may adopt, may be fined for such a second offense in an amount not to exceed \$100.00, or in the event of any such third 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 ANNUAL 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 DIRECTORS

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.

(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

The Officers shall be elected every two (2) years (odd numbered years) at the election meeting of the International to be held at the International headquarters the second Saturday in January at 09:00 a.m. for the purpose of counting ballots. They shall serve in their offices until the close of business of the meeting at which their successors are elected. 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 his office until his successor shall be duly elected. All Officers of the International 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 must contact the International Office Manager after March 1st but prior to May 1st of the year prior to the election and request to be placed in consideration for the nomination of that office.

- 2) At this time, the Office Manager shall fill out a nomination sheet on each candidate and forward it to the Verification Committee, immediately after the filing period closes.
 - A) to qualify for an office on the International Executive Committee, a candidate must have served, or currently be serving as a Chapter President.
- 3) These Candidates submitting their names during the period shall have their names listed on the International Election ballot, if they meet the qualification for office as listed above. The candidates shall have an opportunity to place a photo and 200 word biography, without charge, in the last edition of the "Blue Knights News" preceding the mailing of ballots.
- 4) Any member who fails to file for International office during the filing period listed above, shall have the opportunity to run as a write-in candidate for the office they wish to pursue, but their name will not be included on the International Election ballot and they shall not be given the opportunity to place a photo and biography in the "Blue Knight News" without charge.

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

Immediately following the closing of the filing period for International Executive Committee of the board of directors positions, (March 1st to May 1st) for the Corporation, the International Board of Directors shall appoint a verification committee consisting of the Chairman of each conference. In the absence of the Chairman or if the Chairman is holding office on the International Board, the Vice Chairman of the Conference will serve on the committee. If for the same reasons the Vice Chairman cannot serve on the Committee, the Secretary of the Conference will serve on the committee.

- (1) The committee, along with the Office Manager, shall meet only once during the election period prior to the International Convention. This will be via conference call for the purpose of electing a Chairman and discussing other issues related to the International nominations. The committee and the Chairman shall conduct the business of the committee in accordance with this bylaw.
- (2) The Committee shall review the qualifications of each candidate and make sure that the individual seeking office meets those qualifications.

- (A) The International Office staff will mail to the Verification Committee a synopsis of the candidates that have requested to be nominated for an International Executive position along with the records that either verify or dispute the candidate's nomination.
- (B) This committee will disqualify any candidate not meeting proper qualifications.
- (C) To qualify for office on the International Executive Committee the candidate must have served or currently be serving as a Chapter President.

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 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 non-voting 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) SILVER LIFE 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 Life Membership Dues Tier. Silver 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 One Hundred Fifty (\$150.00) US Dollars, shall be exempt from all future dues.

All Silver Life 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

Notwithstanding 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. Any individual that has been found a non-member (having his membership revoked), 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 a member not in good standing 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 a member not in good standing 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.

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.

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

2. A pension, which shall be considered any plan approved & recognized by a governmental law enforcement agency or department, which provides compensation to an employee when he/she has retired from service whether paid out in instalments 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 suspended, 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.

MISCELLANEOUS DEFINITIONS

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.