

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, therein after 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 its 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