

Constitution & By-Laws Of The Red Knights International Firefighters Motorcycle Club[®] Inc.



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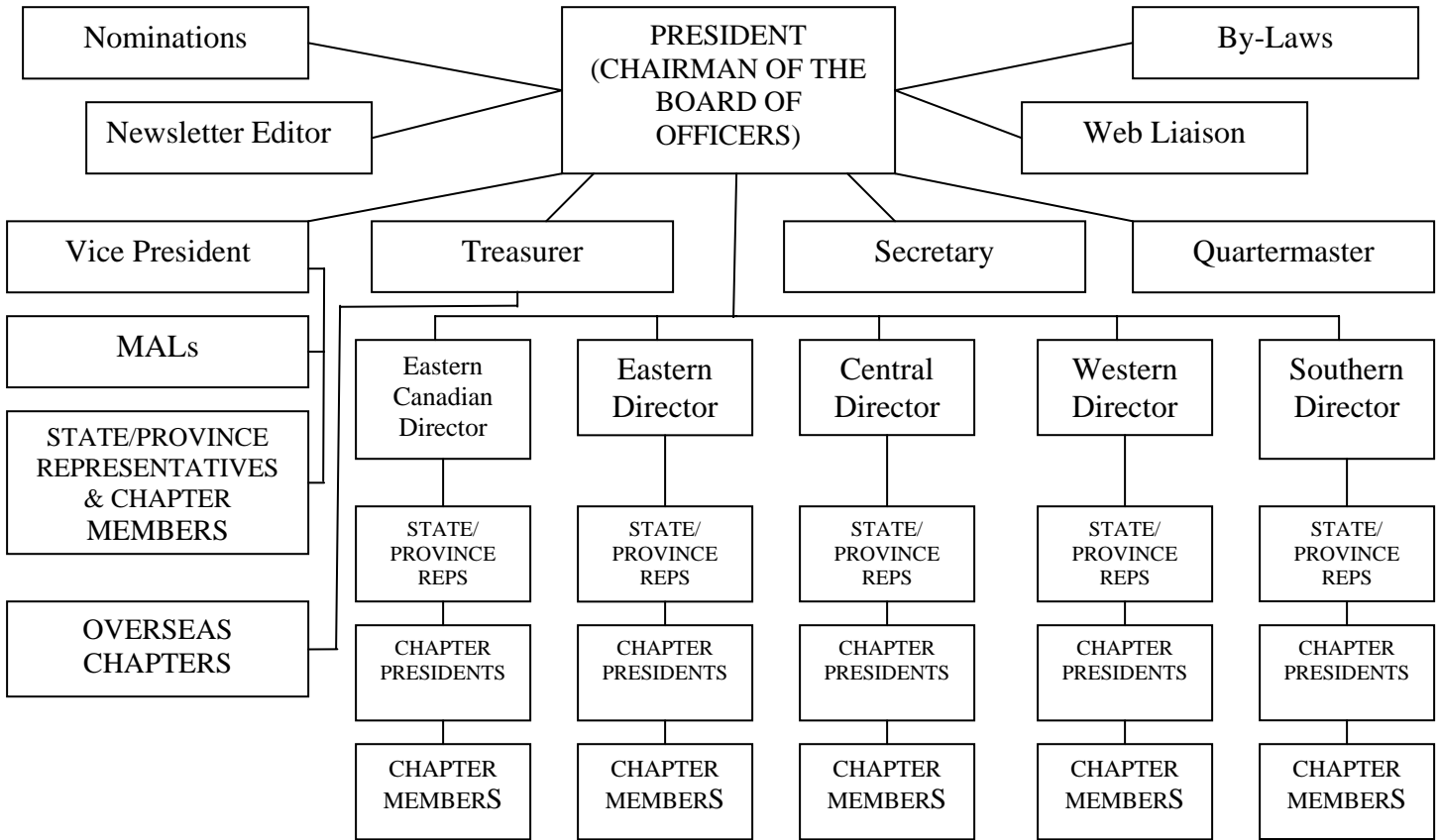
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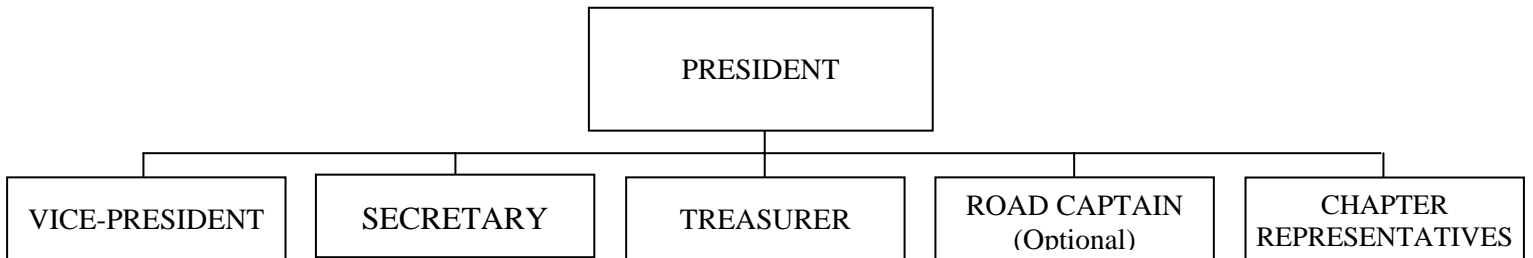
MISSION STATEMENT
OF THE
RED KNIGHTS INTERNATIONAL
FIREFIGHTERS MOTORCYCLE CLUB® INC.

The Red Knights share the common interest of motorcycling,
Promoting motorcycle education, safety and the Community of Firefighting.
To support the Associations, Chapters and all members and assist
in the welfare and growth of the International organization.

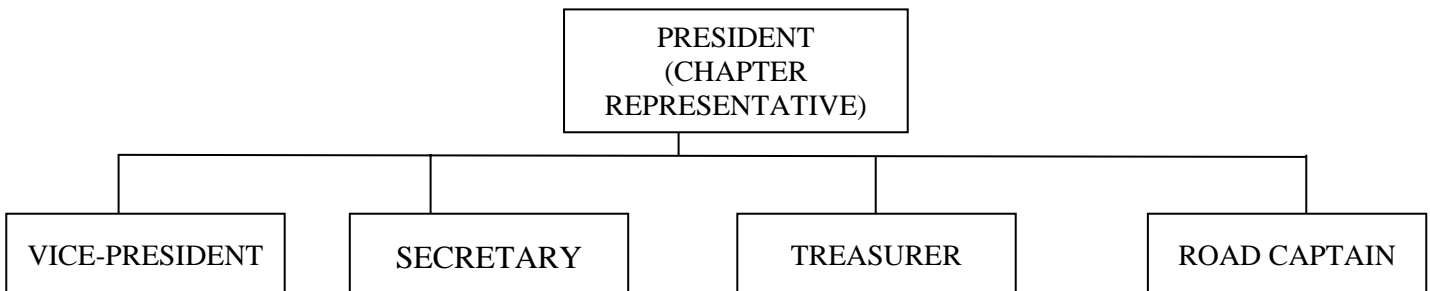
THE INTERNATIONAL EXECUTIVE BOARD
OF THE RED KNIGHTS INTERNATIONAL FIREFIGHTERS
MOTORCYCLE CLUB® INC. INTERNATIONAL EXECUTIVE BOARD OFFICERS



STATE/PROVINCE/REGION EXECUTIVE BOARD OFFICERS



CHAPTER EXECUTIVE BOARD OFFICERS



CONSTITUTION AND BY-LAWS
RED KNIGHTS INTERNATIONAL
FIREFIGHTERS MOTORCYCLE CLUB® INC.

ARTICLE 1: INTERNATIONAL CONSTITUTION

NAME ~ CORPORATE SEAL ~ COLORS ~ UNIFORMS ~ HEADQUARTERS.

SECTION 1:01 NAME

The name of the Corporation (referred to as the INTERNATIONAL CORPORATION) is THE RED KNIGHTS INTERNATIONAL FIREFIGHTERS MOTORCYCLE CLUB® INCORPORATED.

SECTION 1:02 SEAL

The Corporate Seal of the International shall have inscribed thereon, the name of the Corporation and the date “ 1983 ”The following is an impression of the International Corporate Seal. The International Corporate Seal shall consist of a Blue Circle bordered by gold. Within shall be the Red Maltese Cross with a border and the words “RED KNIGHTS INTERNATIONAL FIREFIGHTERS MOTORCYCLE CLUB® 1983.” Any Chapter wishing to alter the official colors or design to be used by members in such Chapters shall submit a copy of proposed design change to the International Executive Board for approval. Permission to alter or change if given must also have the proper paper work filled out and approved in regards to our trademark licensing agreement. No Chapter shall adopt or wear the Red Knights International Firefighters Motorcycle Club® Inc. colors not approved by the International Executive Board.



SECTION 1:03 EMBLEM & CREST

The International Corporate EMBLEM/CREST shall be the Red Maltese Cross, with a white or gold border at the preference of the local Chapter and the words, “ RED KNIGHTS MOTORCYCLE CLUB[®].” The Corporate EMBLEM/CREST shall be as depicted below. (Rules on altering or use of the Emblem, Ref: Section 1:02.)



SECTION 1:04 UNIFORMS

That from the date of the August 2002 Convention, the official uniform of the Red Knights International Firefighters Motorcycle Club[®] Incorporated shall be as follows: With no exceptions except the New York City Fire Riders, who have been previously granted the concession to wear their Fire Riders Colors with a small Red Knights International Firefighters Motorcycle Club[®] Inc. crest showing dual membership in both the Fire Riders and the Red Knights International Firefighters Motorcycle Club[®] Inc. This, however, does not extend to other Chapters of the Fire Riders located outside of New York City. The uniform (Vest or Club Jacket) currently worn by Chapters preceding this date will be allowed for current existing members in good standing that have prior approval by the International Executive Board.

All new members joining an existing Chapter or all new Chapters forming after the date of August 2002 shall comply with the uniform standards set forth in these By-Laws.

SECTION 1:04 A INSIGNIA PLACEMENT

1. CHAPTER JACKET

The color of the Club jacket shall be at the discretion of the individual Chapters. The design on the back of the jacket must first be submitted to the International Executive Board for approval.

2. CLUB VEST

The Club vest color shall be at the discretion of the members, RED being the recommended color of choice of the International Executive Board. If a Chapter chooses to write into their By-Law, that only Red can be worn then it will be up to the Chapter to enforce that rule. Cresting on the back shall consist of.

- a. The official International Emblem/Crest as shown.
- b. A top rocker showing membership status may be worn as listed in Section 2:01 of the By-Laws or another option available is a top rocker that reads "RED KNIGHTS" or "FIREFIGHTER." A "FIREFIGHTER" top rocker may be worn only by an active or retired firefighter.
- c. The bottom rocker showing Chapter identification of the State/Providence and number as assigned in Section 5:01 may also be worn.
- d. The front of the vest may have name tags and or rank insignias of the individual wearing the vest.
- e. All other markings are to be in good taste and consistent with the image of the Red Knights International Firefighters Motorcycle Club[®] Inc.
- f. The Red Knight International Firefighters Motorcycle Club's, 10 inch, 3 piece patch or any part of it cannot be worn on anything but the back of the vest.

3. CLUB UNIFORM SHIRT

The official uniform shirt for the Club shall be white or blue in color at the discretion of each Chapter with the recommendation of white being the color of choice by the International Executive Board. The cresting for the uniform shirt shall be:

- a. Shoulder of the left sleeve shall have the official International Emblem/Crest as shown in Section 1:03. The Emblem/Crest shall be centered on the left sleeve with the top center of the Emblem/Crest being one-quarter (1/4) of an inch from the shoulder seam. Spacing for additional rockers top or bottom of the Emblem/Crest shall maintain the same one-quarter (1/4) inch spacing.
- b. Shoulder of the left sleeve shall have the Chapter rocker under the official International emblem.
- c. Shoulder of the right sleeve shall have the National Flag of the country of the Chapter origin.
- d. The front of the shirt may have nametags and rank insignias of the individual wearing it.
- e. All other marking are to be in good taste and consistent with the image of the Red Knights International Firefighters Motorcycle Club[®] Inc.

SECTION 1:05 ANTHEM

The Anthem shall be the National Anthems of those countries represented at the Annual Meetings. The host country's anthem shall be the first anthem played at the International Convention.

SECTION 1:06 MOTTO

“LOYAL TO OUR DUTY”

SECTION 1:07 HEADQUARTERS

The International Headquarters shall be established at Boylston, Massachusetts. The mailing address shall be that of the Massachusetts State resident agent as listed in the Commonwealth of Massachusetts letter of Incorporation. Agent's name and address can be obtained from the International Executive Secretary or Treasurer. The Corporation Mailing address shall be that of the International Executive Secretary.

SECTION 1:08 OFFICIAL CLUB MASCOT

The Corporate mascot shall be the Dalmatian Dog.

SECTION 1:09 EXCLUSIVE RIGHT TO NAME AND MARK

The International Corporation and its authorized Chapters shall have the exclusive right to use the name “RED KNIGHTS INTERNATIONAL FIREFIGHTERS MOTORCYCLE CLUB[®] INCORPORATED,” “RED KNIGHTS” and any affiliation thereof. The Corporation shall retain the exclusive and sole right to use or allow or refuse the use of all emblems, seals, badges or other items incorporating the words “RED KNIGHTS” or any of the Corporation's registered marks.

No Member, Chapter, Association or other subdivision of the Corporation shall use the corporate name or any of its marks in any business pursuit or in any other activities which violates the Constitution, By-Laws or guidelines set forth by the International Executive Board.

All items offered for sale by any member, Chapter, Association or other subdivision of the Corporation bearing the corporate name or the name “RED KNIGHTS” or any registered trade mark of the Corporation shall be submitted and approved by the International Executive Board utilizing the trade marking license agreement form which the International Executive Board has adopted. Unauthorized use of the corporate name, emblems or marks shall be cause for procedures, removal or suspension of the offending member, Chapter, Association or other subdivision of the Corporation.

The International Executive Board may penalize violators of this section with a fine not exceeding one hundred dollars, U.S. (\$100.00) in the first (1st) incident; not exceeding two hundred fifty dollars, U.S. (\$250.00) in the second (2nd) incident, and revocation of the Chapter or Association's Charter in the third (3rd) incident.

ARTICLE II: INTERNATIONAL BY-LAWS

INTERNATIONAL MEMBERSHIP.

SECTION 2:01 MEMBERSHIP CLASSIFICATION AND TENURE

The eight membership classifications are:

- | | |
|----------------------------------|--|
| 1. Charter Member | Ref; Section 5:08 |
| 2. Active Member | Ref; Section 5:04 |
| 3. Associate Member | Ref; Section 5:05 |
| 4. Social Member | Ref; Section 5:06 |
| 5. Special Honorary Member | Ref; Section 5:07 |
| 6. Member-at-Large | Ref; Sections 2:01- II, IV, A, B, & C. |
| 7. Life Member | Ref; Section 2:01- I. |
| 8. Compassionate Honorary Member | Ref; Section 5:09 |

I. Life Membership may be granted by the International Executive Board or the Executive Board of a Chapter to a member in good standing that has been a continuous member for 25 or more years, or to a member that, due to disability, declining health or age, no longer has a motorcycle license or the ability to ride a motorcycle. The organizational level proposing the member for Life Membership shall pay such membership costs annually.

II. Any Member-At-Large wishing to transfer membership to a designated chapter may do so upon the written request to the International Secretary from the Chapter President that the M.A.L. is transferring to. There shall be no refund of M.A.L. dues or will any International dues be payable by the chapter he/she transfers to for the calendar year of the transfer. The M.A.L. shall notify the chairman of the Member-At-large committee of his/her transfer.

III. All annual Members dues will be set by the majority vote at the Annual Business Meeting. Annual Dues are from January 1st to December 31st of each year and renewals are due January 1st of each year. Members renewals that are received after February 15th will be assessed a late payment fee approved by majority vote at the Annual Business Meeting.

IV. Members-at-Large Active and Members-at-Large Social annual dues will be set by the majority vote at the Annual Business Meeting. Dues are from January 1st to December 31st of each year and renewals are due January 1st of each year. Renewals paid after Feb.15 of each year of the year in which they are due will be considered a new applications and charged the approved member-at large application fee set by a majority vote at an Annual Business Meeting. The Membership dues will be prorated for applications received after August 1st at a rate of twenty-five percent (25%) reduction for the third (3rd) quarter and fifty percent (50%) for the fourth (4th) quarter of the year.

V. New Chapter dues shall be twenty-five dollars (\$25.00) application fee and sixteen dollars (\$16.00) per new member. The membership dues portion of the application will be prorated for

applications received after August 1st at a rate of twenty-five percent (25%) reduction for the third (3rd) quarter and fifty percent (50%) reduction for the fourth (4th) quarter of the year. All dollar amounts stated herein shall be in U.S. Currency. The amounts charged for any Chapter application or Member-at-Large fee and dues for applications from outside Continental North America shall, because of restricted amount of service and participation that a Chapter or Member may be able to have with the parent group, be the amount payable at the same rates as the North American applications but shall be prorated to the currency of their own country payable in United States funds. This rule shall also apply to all regalia sold by the International Quartermaster to these Chapters and Members-at-Large. The exception to this rule shall be countries whose currency is equal to or higher than the United States dollar. Those countries shall pay the same rate as the North American Chapters and Members-at-Large.

SECTION 2:01A MEMBERSHIP-AT-LARGE

Persons who qualify for membership in the Active membership category (Ref: Section 5:04) may be granted Member-at-Large status by the International Executive Board .

Limitation of membership shall be at the discretion of the International Executive Board. All Members-at-Large will be governed by the International Executive Board.

SECTION 2:01B MEMBERSHIP-AT-LARGE OVERSIGHT

The International Executive Board shall appoint a member of that Board to oversee all Members-at-Large. All communications and dues will be handled by that designated International Executive Board member.

SECTION 2:01C MEMBERSHIP-AT-LARGE VOTING

The Membership-at-Large shall be entitled to one vote at International Meetings, to be cast by the Membership-at-Large Representative elected by the Members-at-Large at a meeting to be held the evening before the International Annual general meeting.

SECTION 2:02 ANNUAL MEETING

The Red Knights International Firefighters Motorcycle Club[®] Inc. International Annual Convention will be held on third (3rd) week of August unless special permission is granted by the International Executive Board. The Annual Meeting of the International Executive Board (The Annual Corporation Meeting) shall be held at the Convention site as designated by the International Executive Board, commencing with the calendar year 2005, for hearing and action upon the reports of elected officers and transacting such other business as has properly come before the International Executive Board. The place and time of such meeting may, however, be fixed by consent of a majority of the International Executive Board.

The Annual Convention locations and dates shall be accepted up to five (5) years in advance. Chapters or Associations shall present their intentions to host a Convention at the Annual Meeting. After being voted on by the membership, they shall be placed on a list representing five (5) years from the date they submitted their request. Each year they shall move up one year at a time. They may withdraw their request within three (3) years, after which they are required to honor their request to host the Convention in the year they have requested. During the five- (5) year period, they will give status reports to the membership. At year two

(2), they will make a full report as to the status of their Conventions plans. The reports shall be made in writing to the International President at least thirty (30) days prior to the International Annual Meeting.

Any Chapter that has not progressed to a level that the International Executive Board feels is necessary in year three (3), will be cautioned that the Annual convention may be reassigned if progression is not in evidence. In two (2) years, if the International Executive Board does not believe that the Chapter or Association can successfully meet the requirements for the Annual Convention, it will be reassigned. At one (1) year, a final report will be made presented with the agenda and activities of the Convention to the International Executive Board. The total membership shall have details and registration available no later than November 1st of the Convention's subsequent year.

SECTION 2:03 SPECIAL MEETINGS

Special meetings may be called by a vote of the International Executive Board or upon the written petition of at least ten percent (10%) of the Membership or fifty one percent (51%) of the International Executive Board. Upon such vote or petition, the President shall call a special meeting of the International Executive Board at such time and place as he/she shall deem appropriate and the Secretary shall give due notice of the special meeting in the same manner as the International 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 a Quorum, at the Annual Meeting shall also govern special meetings. All International special meetings shall conform to the International Constitution and By-Laws.

SECTION 2:04 NOTICE OF ANNUAL MEETINGS

Notice of the time and place of the International Annual Meeting or any Special Meetings shall be served either personally, by mail or electronically, not less than thirty (30) days before the meeting, upon each Chartered Chapter and Members-at-Large at their address of record, by the International Executive Board Secretary. The International Executive Board Secretary's statement that such notice was sent shall be deemed to be notice of the meeting. The date of the following Annual Meeting shall be decided on and all Chapters and Members-at-Large notified no later then November 1st of the previous year.

SECTION 2:05 QUORUM FOR MEETING

At any Annual Meeting or Special Meeting that notification of the time and place of such meeting has been given to the membership as provided for in the constitution the presence of at least fifty-one percent (51%) of the Officers of the International Executive Board 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.

SECTION 2:05A SECRETARY FOR MEETINGS

No Annual Meeting, Special Meeting or Monthly Meeting of the International Executive Board shall be held unless a Secretary is present or appointed to take minutes of the meeting.

SECTION 2:06 MAJORITY VOTE

At all meetings of the Corporation at which there is a Quorum present, except as otherwise provided in this document or the Articles of Incorporation, a majority of the votes cast on any matter presented before the meeting shall control. Any matters presented before the meeting concerning By-Laws changes will require two-thirds (2/3) affirmative vote for passage.

SECTION 2:07 PROCEDURE

Robert's Rules of Order shall govern the conduct of any meeting unless inconsistent with the Articles of Incorporation or the Constitution and By-Laws of the Red Knights International Firefighters Motorcycle Club® Inc.

SECTION 2:08

PROHIBITION OF PROXY VOTING

There shall be NO voting by proxy or absenteeism at the Annual Meeting or Special Meetings of the members present of the Red Knights International Firefighters Motorcycle Club® Inc. Organization.

SECTION 2:09 VOTING AT ALL INTERNATIONAL MEETINGS

All chartered Chapters in good standing will have **ONE** equal vote on each motion on the agenda at any International meetings.

SECTION 2:10 VOTING PROCEDURES FOR ELECTION OF THE INTERNATIONAL EXECUTIVE BOARD

Voting for the election of the International Executive Board shall be by secret ballot at the International Annual Meeting. In the event of a tie ballot, the candidates will be given an opportunity to speak to the membership for a maximum of five (5) minutes each. Another session of secret ballot voting will then take place. This procedure will continue till a candidate is elected. An appointed Committee of the International State Representatives or Chapter Representatives shall tally the ballots and announce the results to the Membership. After a candidate is chosen, the ballots will be destroyed.

ARTICLE III: INTERNATIONAL GOVERNMENT

SECTION 3:01 NUMBER ON INTERNATIONAL EXECUTIVE BOARD

The number of members (Officers) of the International Executive Board shall be Ten (10) active members: President, Vice-President, Secretary, Treasurer, Quartermaster, Eastern Director, Central Director, Southern Director, Western Director and an Eastern Canadian Director. Regions and chapters shall be assigned by the International Executive to the Directors.

SECTION 3:02 QUALIFICATION AND ELECTION

Only Active Members of the Red Knights International Motorcycle Club, who have previously served on their Chapter Executive Board may serve on the International Executive Board or as a State Representative. 8/05, An Active Member-at-Large may run for election of the International Executive Board with the previous of a majority vote of the International Executive Board. An Active Member-at-Large may run for election as a State or Provincial Representative

SECTION 3:03 ADVISORS TO THE BOARD

Any person who has an emeritus title conferred upon him/her by the International Executive Board may serve the Board in an advisory capacity and may attend any meetings of the Board if so requested, but shall have no power to vote. He/she will be eligible to serve on any Committees at the will of the International Executive Board.

SECTION 3:04 RESIGNATION

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

SECTION 3:05 VACANCY

Any vacancy in the International Executive Board occurring during the year may be filled for the remaining portion of the year by a majority vote of the International Executive Board then serving, at any meeting of the International Executive Board. Any new Officer of the International Executive Board so elected shall hold office until the next succeeding Annual Meeting of the International Corporation or until the election and qualification of his/her successor. The International Executive Board Secretary will notify all Chartered Chapters of the vacancy thirty (30) days in advance of the Annual Meeting so any interested Active Members may submit their names for voting.

SECTION 3:06 EXECUTIVE SPECIAL MEETINGS

Special Meetings of the International Executive Board 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 members of the of the Board shall so request, or upon the written petition of at least fifty-one percent (51%) of the members of the International Executive Board.

SECTION 3:06A EXECUTIVE BOARD MEETINGS

The International Board will hold a minimum of three meetings a year at dates and locations chosen by the Board. There shall be one of the meetings held within 5 days prior to the Annual Meeting. All Annual fiscal reports of International Officers and Committee Chairpersons shall be sent to the International secretary Twenty (20) days prior to the Internationals Annual Meeting.

SECTION 3:07 NOTICE OF MEETINGS

Notice of all International Executive Board meetings, except as otherwise provided in this document, must be given by mailing such notice at least fifteen (15) days or E-Mailing the same at least ten (10) days prior to the meeting to the usual business address or residential address of each International Executive Board member. Regular meetings of the Board may be held with adequate notice at such time and place as shall be determined by the Board, Ref: Section 2:03.

SECTION 3:08 PRESIDING OFFICERS

At all meetings of the International Executive Board, the President shall be the presiding Officer. The Vice-President shall preside in his/her absence, or in their absence the Secretary shall preside.

At the Annual International Meeting of the Corporation, the same progression shall prevail.

SECTION 3:09 QUORUM

At all meetings of the International Executive Board, the presence of fifty-one percent (51%) of the members of the Board shall constitute a quorum for the transaction of business. The vote of a majority of the International Executive Board present at any meeting at which there is a quorum shall control.

SECTION 3:10 DUTIES AND POWERS

1. The International Executive Board shall supervise and be responsible for all affairs and property of the International Corporation and in no event shall any person or other entity dealing with the International Executive Board be obligated to inquire into the authority of the Executive Board to enter into and consummate any contract transaction or other action.
2. The International Executive Board shall have the power to inspect with just cause, all records, books and accounts of the International Officers, and/or the records, books and accounts of the subsidiary Associations and Chapters. It shall be the obligation of all subsidiaries and subdivisions of the International Corporation to make their records reasonable available to the International Executive Board for their audits. Such obligations shall include, but not be limited to furnishing copies of requested records to the International Executive Board.
3. The International Executive Board shall be empowered to accept or reject all applications for Chartering Chapters after investigation and review if necessary.
4. The International Executive Board may employ personnel or advisors necessary to conduct business of the International Executive Board and shall be empowered to authorize the

payment of reasonable compensation for their services. By formal action, the Executive Board may delegate specific authority to such persons or to Committees to act on behalf of the International Corporation.

5. The International Executive Board may grant to any group of seven (7) or more persons who are qualified as Active Members, a Chapter for the formation of a Chapter of the Red Knights International Firefighters Motorcycle Club[®] Inc. A minimum of seven (7) persons qualifying as Active Members is required before a Chapter will be issued to such a group. Chartered Chapter Membership below the level of five (5) may be granted at the discretion of the International Executive Board. Each new Chapter may adopt any legal form of organization, but must adopt By-Laws consistent with the By-Laws of the International Corporation. Chapter By-Laws shall not be effective until approved by the International Executive Board, as being in general conformity with the purposes of the International Executive Board.
 - a. Grandfather all existing Chapters
 - b. Chapters that all fall below a minimum of five (5) members may be granted a continuance of their Charter at the discretion of the Executive Board .
6. The International Executive Board shall have the power to accept on behalf of the International Corporation any contributions, appropriation or grants-in-aid from whatever source and in any form.
7. The International Executive Board may, by a two-thirds (2/3) vote of the entire Executive Boards members, require a subordinate Chapter that does not conform to the International Constitution and By-Laws of the Corporation, to surrender it's Charter and all funds and property to the International Corporation. Any monies and value of any property so received shall be given to a charitable organization in the name of the International Corporation. From the date of a subsidiary entity's receipt of a written demand for surrender of its Chapter's Charter made by the International Executive Board, the entity to which such demand is directed shall immediately cease using the International Corporation name.
8. All International Corporate powers shall be and are hereby vested in and shall be exercised by the International Executive Board. The Executive Board may, by general resolution, delegate to Committee or to Officers of the Corporation, such power as they may see fit.

SECTION 3:11 COMPENSATION

The International Executive Board shall not receive any stated salary for their services as such, unless noted and approved at any International Annual Meeting of the Corporation.

SECTION 3:11A COMPENSATION

The positions of Secretary and International Treasurer shall be paid a yearly honorarium as determined by the Executive board. This honorarium shall be paid on the last day of each month starting with the 1st of September 2007. The amounts to be paid shall be reviewed annually at the Spring Executive meeting and shall be presented to the membership at the annual convention for ratification. The details of amounts shall be listed in the international SOPs.

SECTION 3:11B EXECUTIVE BOARD EXPENSES

The International Executive Board shall have the discretionary ability to expend the necessary funds required to conduct the business of the International Corporation by the holding of a minimum of three International Executive Board meetings per year. The Board shall also have the same discretionary ability to have a board member or members attend a special meeting with a chapter or other party that has business to conduct with the Red Knights Organization. This will also include the cost of the basic Annual Convention registration. Air travel will be by advance booking at the lowest rate available. Receipts are required for reimbursement of funds and to be presented prior to payment by the International Treasurer. The guidelines as outlined in Section 9 of the Executive S.O.G manual shall apply to all expenses for Board members or those appointed by the board to conduct Organizational business.

The International Treasurer shall budget \$14,000.00 for these meetings with a 15% per year increase in budget commencing with the year of 2007 and continuing each year at that rate or till modified based on funding being available,

SECTION 3:12 INDEMNITY

The International Corporation shall, to the extent legally permissible, indemnify each of the International Executive Board of the International Corporation 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/her in connection with the defense or deposition of any action, suit or other proceedings, whether civil, criminal, administrative or investigative, in which he/she may be involved or with which he/she may be threatened while in office or thereafter, by reason of his/her being or having been such a International Executive Board except with respect of any matters to which he/she shall have been adjudicated in any proceedings not to have acted in good faith in the reasonable belief that his/her action was in the best interest of the International Corporation: provided, however, that as to any matter disposed of by a compromise payment by such International Executive Board, pursuant to a consent degree 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 Corporation after notice that it involved such indemnification, by a disinterested majority of the members then entitled to vote, or (b) by a majority of the disinterested Officers then in office providing there has been obtained an opinion in writing of independence legal council to the effect that such Officer appears to have acted in good faith in the reasonable belief that his/her action was in the best interest of the International Corporation, to the extent that an Officer or Agent of the International Executive Board has been successful on the merits in defense of any action, suit or proceeding in connection with or by reason of his/her being or having been an Officer, he/she shall be indemnified against expenses including attorneys fees actually and reasonably incurred by him/her in connection therewith. The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any Officer may be entitled. As used in this paragraph, the term "Officer" includes their respective heirs, executors and administrators, and the interested Officer is one against whom in such capacity the proceedings in question or proceeding on the same or similar grounds is the pending.

Nothing contained in this article shall effect any rights to indemnification to which the International Corporation personnel, other than Officers, may be entitled by contract or otherwise under law.

By action of its International Executive Board, notwithstanding, any interest of the Executive Board in action, the International Corporation may purchase and maintain insurance, in such amounts as the International Executive Board deems appropriate on behalf of any person who is or was serving at the request of the International Corporation as an Officer of another organization, against any liability asserted against him/her in any such capacity or arising out of his/her status as such, whether or not the International Corporation would have the power or would be required to indemnify him/her against such liability under the provisions of this Article.

SECTION 3:13 NUMBER INTERNATIONAL EXECUTIVE BOARD

The Officers of the International Executive Board shall be: President, Vice-President, Secretary, Treasurer, Quartermaster, Eastern Region Director, Southern Region Director, Central Region Director and Western Region Director and an Eastern Canadian Director. No one person of the International Executive Board may hold more than one office on the International Executive Board. The duties of the Officers, if not specifically enumerated in this document, shall be the duties specified by law of similar Officers in similar non-profit Corporations.

SECTION 3:14 ELECTION, TERM OF OFFICE, QUALIFICATION

The Officers of the International Executive Board shall be elected biannually at the Annual Corporation Meeting. The President, Treasurer, Eastern Regional Director, Eastern Canadian Regional Director and the Central Regional Director shall be elected in every odd year and the Vice-President, Secretary, Quartermaster, Southern Regional Director and the Western Regional Director shall be elected in every even year. All officers shall serve in their office until the close of business of the meeting at which their successors are elected.

SECTION 3:15 DELAY OF ELECTIONS

If the election of International Executive Board, (Officers) should be delayed for any reason, an election shall be held as soon thereafter as convenient and each Officer then holding an elective office shall continue to hold their office until their successor shall be duly elected .

SECTION 3:16 PRESIDENT, INTERNATIONAL EXECUTIVE BOARD

Subject to the authority of the International Executive Board, the International President shall be the General Executive Administer of the Corporation, with the following additional duties and responsibilities:

1. He/she shall preside at all meetings of the International Corporation and the International Executive Board. He/she shall fulfill all the duties set forth by the Constitution and By-Laws of the International Red Knights International Firefighters Motorcycle Club[®] Inc.
2. He/she shall be an ex-officio member of all other committees of the Corporation, except the Nominating Committee.
3. He/she shall be the co-signer with the International Treasurer of all notes, checks, deeds,

leases, mortgages and other legal documents given on behalf of the International Corporation. And shall, if required by the International Executive Board, have the power to call meetings of the Board and shall make a report of the work of the International Corporate Officers and International Executive Board at each Annual Meeting of the International Corporation. In special circumstances, with the vote of a majority of the Board the President or treasurer may enter into a financial contract such as opening an account or the purchase of investments that only have provisions for one signature from the Corporation.

4. He/she shall keep records of problems and advice given to all Chapters to maintain consistency within the Red Knights International Firefighters Motorcycle Club[®] Inc. structure.
5. He/she shall be available to all members of the International Executive Board and be accountable to any decisions made, when advising Chapters and Members, and to be ultimately responsible for the operations of the Red Knights International Firefighters Motorcycle Club[®] Inc.
6. He/she shall promote and ensure that people who inquire about the Red Knights International Firefighters Motorcycle Club[®] Inc. are given current information
7. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to the action requiring the expense, except the cost of reports, stationary and office supplies, mailings and phone costs relating to Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Executive Board Treasurer prior to being paid.

SECTION 3:17 VICE-PRESIDENT, INTERNATIONAL EXECUTIVE BOARD

At the request of the International President or in the event of his absence or disability, the International Vice-President shall perform the duties and possess and exercise the powers of the International President and to the extent of this document and authorized by law.

The International Vice-President shall have such powers as the International Executive Board may determine and shall perform the duties of the International President until such time as the International Executive Board declares a vacancy and elect a qualified replacement to serve as the International President. He/she shall also have the following additional duties and responsibilities.:

1. He/she shall report to the International President and carry out any duties as required by the Constitution and By-Laws, and fulfill any request the International President requires of the International Vice-President. He/she will carry out the duties of the International President during any absence.
2. He/she shall be responsible for International Members-at-Large and all Chapters outside the North American Continent. He/she shall send all relevant reports and updates to the International Executive Board quarterly. He/she may call upon the International Regional Directors and/or State/Providence Representatives for guidance if a problem or situation arises with a Member-at-Large.
3. He/she shall promote and ensure that people who inquire about the Red Knights International Firefighters Motorcycle Club[®] Inc. are given current information.
4. He/she, if requested, shall forward applications to prospective Members-at-Large keeping a

- record thereof. He/she shall keep the International Executive Secretary informed of current addresses of all overseas Chapters and members so the mailing list is kept up to date.
5. When called upon by Chapters, Associations, Members or Members-at-Large, he/she shall answer to that call. If the problem is such that it requires immediate action then he/she shall call on the International Executive President to inform him/her of the problem and be advised on what to do.
 6. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to the action requiring the expense, except the cost of reports, mailing, stationary and office supplies and phone costs relating to Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Treasurer prior to being paid.

SECTION 3:18 SECRETARY, INTERNATIONAL EXECUTIVE BOARD

The International Executive Board Secretary shall have charge of such books, documents and papers as the International Executive Board shall determine and shall have custody of the International Red Knights International Firefighters Motorcycle Club[®] Inc. seal. He/she shall attend all meetings of the International Executive Board. He/she shall keep and maintain minutes of all of the International Executive Board. Within fifteen (15) days of the completion of the meetings, the International Executive Secretary will submit a draft of the minutes to all Executive Board members for review and corrections. The International Executive Board will have ten (10) days to return comments to the Secretary. The International Secretary shall within seven (7) days of the thirty-two- (32) day period to submit a final copy of the minutes to all the Executive Board members. By January 15th of each calendar year, the International Secretary will make two (2) copies of all minutes recorded for the previous year, sending one (1) copy to the International President and filing the other in the International Corporation's file for the year. He/she shall also have the following additional duties and responsibilities:

1. Give adequate notice of the International Annual Corporate Meeting to the following:
 - a. International Executive Board, (Officers)
 - b. State/Provincial Representatives
 - c. All Chartered Chapter Presidents
2. The International Executive Secretary shall carry out any duties as required by the Constitution and By-Laws, record all meetings of the International Executive Board Annual Meetings and Special Meetings, that may be called as per the Constitution and By-Laws of the Red Knights International Firefighters Motorcycle Club[®] Inc. and report such minutes as required at the Executive Board Meetings and Annual meetings.
3. He/she shall work with the International Executive President to set up the agenda for the International Executive Board meetings and Annual International Meeting.
4. He/she shall keep an updated record of:
 - a. Constitution and By-Laws of the Red Knights International Firefighters Motorcycle Club[®]
 - b. Roster of all Chapters, Associations and Members at-at-Large.

- c. E-Mail addresses and Web-Sites of Red Knights International Firefighters Motorcycle Club[®] Inc. Chapters
 - d. Help-A-Knights Directory
 - e. Deceased Active Members
5. He/she shall provide new Chapters with start up kits, which include:
 - a. Constitution and By-Laws of International Red Knights International Firefighters Motorcycle Club[®] Inc.
 - b. Membership cards and the Help-a-Knight Program
 - c. Catalog of Red Knights International Firefighters Motorcycle Club[®] Inc. Regalia
 - d. The latest International Red Knights International Firefighters Motorcycle Club[®] Inc. Newsletter
 - e. Letter outlining suggested activities for Chapters
 - f. Outline of Chapter Officers duties
 - g. A list of names, Addresses, Phone Numbers and E-Mail Addresses of the International Executive Board as well as State and Provincial Representatives
 6. He/she shall be responsible to ensure that all materials, supplies and equipment needed to conduct business at the Annual International Convention (Annual Corporation Meeting) or any meeting of the International Executive Board. Important items are listed below:
 - a. Appropriate Flags
 - b. Recordings of appropriate National Anthems
 - c. International Banners
 - d. Minutes of previous meetings
 - e. Blank ballots in the event of an election
 - f. Most current copy of the Constitution and By-Laws
 7. He/she shall promote and ensure that people who inquire about the International Red Knights International Firefighters Motorcycle Club[®] Inc. are given current information.
 8. He/she, if requested, shall forward applications for both prospective Chapters and Members-at-Large keeping a record thereof. *When applications are forwarded, he/she will notify the Regional Director for whose area the application is from and in case of a Member-at-Large request, he/she shall notify the International Executive Vice-President who is in charge of the Member-at-Large program.
 9. He/she when called upon by Chapters, Associations, Members and Members-at-Large shall answer that call, if the problem is such that it requires an immediate action, then he/she shall call on the International Executive President to inform him/her of the problem and be advised on what to do.
 10. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to action requiring the expense except the cost of reports, mailing, stationary and office supplies and phone costs related to International Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Treasurer prior to being paid.
 11. He/she shall be the liaison Officer for the State/Provincial Representative, State/Provincial State Association Officers, and Chapter Presidents. From time to time, the list of overseas

Chapters will change, so not to have to change this document; those Chapters will not be listed. However, the lists of overseas Chapters shall be maintained in the Master Mailing List by the International Executive Secretary.

12. He/she shall maintain a record of the policies and procedures used by the International Executive Board.

SECTION 3:19 TREASURER, INTERNATIONAL EXECUTIVE BOARD

The Treasurer of the International Executive Board shall have the custody of all funds and property of the International Corporation, subject to such regulations as may be imposed by the International Executive Board and this document.

He/she may be required to give, through the International Corporation, bonding for the faithful performance of his/her duties, in such sum and with such sureties as the International Executive Board of Directors may require.

He/she shall receive all International funds. Including all annual dues from the membership, depositing the same in the name of the International Corporation in such a Government insured Bank or Trust Company as may be designated by the International Executive Board. He/she shall keep an accurate record of all receipts and disbursements when necessary or proper. He/she shall co-sign with the International President, on behalf of the International Executive Board, checks, notes and other obligations given on behalf of the International Corporation. He/she shall enter regularly, on the books of the International Corporation to be kept by him/her for or on account of the International Executive Board and shall exhibit such books at all reasonable times to the International Executive Board. He/she shall make a full report of the financial status of the International Executive Board at each Annual Meeting of the Corporation and upon request at any meeting of the International Executive Board. He/she shall, in general, perform all duties incumbent to the office of the International Executive Treasurer, subject to the control of the International Executive Board. All records of the International Executive Treasurer will be audited no later than thirty (30) days prior to the International Corporation Meeting. He/she shall have custody of the Corporate Seal. He/she shall also have the following additional duties and responsibilities:

1. He/she is responsible to keep and maintain the accounts and funds of the Red Knights International Firefighters Motorcycle Club[®] Inc. as per the Constitution and By-Laws and to report all transactions by means of reports to the International Executive Board on a quarterly basis.
2. He/she shall set up and maintain a master roster of all Chapters and Members within the Corporation. This master roster shall be forwarded to the International Executive Secretary and the rest of the International Executive Officers, as updates are available, to keep their records current to the master roster.
3. He/she shall promote and ensure that people who inquire about the Red Knights International Firefighters Motorcycle Club[®] Inc. are given current information.
4. She/she, when called upon by Chapters, Associations, Members and Members-at-Large shall answer to the call. If the problem is such that it requires immediate action then he/she shall call on the International Executive President to inform him/her of the problem and be

advised on what to do.

5. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to the action requiring the expense, except the costs of reports, mailings, stationary and office supplies and phone costs related to Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Executive Treasurer prior to being paid.
6. He/she shall file, on time, the Annual Report required by the Letter of Incorporation granted by the Commonwealth of Massachusetts.
7. He/she shall file all required documents with the United States Internal Revenue Service that are required to be filed under the directions of our non-profit status. He/she is also responsible to ensure that the United State Internal Revenue Service has the current International Executive Treasurer's and International Executive Secretary's names and addresses on file so that all required forms can be mailed to the proper members.

SECTION 3:20 QUARTERMASTER, INTERNATIONAL EXECUTIVE BOARD

The International Executive Quartermaster shall be responsible for all items purchased by International for re-sale to the membership and to maintain a current catalog of products available on the Red Knights International Firefighters Motorcycle Club[®] Inc. Web Site. Chapters and Associations shall inform the International Quartermaster of products available for re-sale by them so those items can be controlled and also put on the Red Knights International Firefighters Motorcycle Club[®] Inc. Web Site.

1. He/she shall be the International Executive Quartermaster for the International Corporation and shall be responsible for the keeping of accurate records and maintain the accounts, funds and inventory stock owned by the International Corporation. He/she shall, on request, provide the International Executive Treasurer with a detailed report of all funds and stock in his care. (Funds shall be forwarded to the International Treasurer on a monthly basis.) He/she shall make a report to the membership at the International Annual meeting each year.
2. He/she shall carry out duties as required by the Constitution and By-Laws, reporting any problems to the International Executive President.
3. He/she shall promote and ensure that people who inquire about the Red Knights International Firefighters Motorcycle Club[®] Inc. are given current information.
4. He/she, when called upon by Chapters, Associations, Members or Members-at-Large shall answer to that call. If the problem is such that it requires immediate action then he/she shall call on the International Executive President to inform him/her of the problem and be advised what to do.
5. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to the actions requiring the expense, except the costs of reports, mailing, stationary and office supplies, packaging and phone costs relating to Red Knights International Firefighters Motorcycle Club[®] Inc. business.
6. All records of the International Executive Quartermaster shall be audited no later than thirty (30) days prior to the International Annual Meeting.

SECTION 3:21 REGIONAL DIRECTORS, INTERNATIONAL EXECUTIVE BOARD

There shall be five (5) International Regional Directors, each representing a designated geographical region, and they shall reside in and be an Active member of a Red Knights International Firefighters Motorcycle Club[®] Inc. Chapter in their respective regions. The exception is that if no one wishes to be the Regional Director in that Respective region, any Active Member may be nominated to fill the Office. To qualify for International Regional Directors, they shall be an Active Officer or Past Executive Officer of his/her Chapters Executive Board and/or a State/Provincial Representative. An Active Member-at-Large may also become a regional Director subject to Section 3:02 The Regional Directors shall be the liaison Officers of the International Executive Board for the State/Provincial Representatives, Chapter Presidents and Chapter Members, in case of a grievance.

The Regions covering North America shall be, Eastern Region, Southern Region, Central Region, Western Region and Eastern Canada. Regions assigned to the Executive Regional Directors shall be reviewed annually by the International Executive Board so all Regional Directors' duties are relatively equal.

The Regional Directors are Officers of the International Executive Board; therefore they will be nominated and elected at the International Annual Meeting. The Eastern Region, Central Region Director And Canadian Eastern Regional Director shall be elected in odd years and Southern Region and the Western Region Directors shall be elected in even years. He/she shall have the following duties and responsibilities.

1. He/she shall promote and ensure that people who inquire about the Red Knights International Firefighters Club Inc. is given current information.
2. He/she shall receive Chapter applications from the International Executive Secretary and may inform the State/Provincial Representative that there is interest in the Region to activate a Chapter. He/she will assist in following through with the inquiry and activation, making sure that all newly Chartered Chapters have a solid membership foundation with the intention of eliminating potential problems before they occur.
3. He/she shall submit an activity report prior to each meeting of the International Executive Board and at the International Annual Meeting to all Officers of the Executive Board.
4. He/she shall establish a relationship with the Chapter Presidents to elect a State/Provincial Representative within the Region. Each Chapter will be allowed one vote per member in electing a Representative. The Regional Director shall submit the results to the International Executive Secretary.
5. He/she shall work with individual State/Provincial Chapters to establish State/Provincial Associations within the Region following the International Association guidelines. He/she will encourage all members of active Chartered Chapters to get involved in State/Provincial meetings and activities.
6. He/she, when called upon by Chapters, Chapter Executive Boards, Associations and Members-at-Large, shall answer the call. If the problem is such that it requires immediate action then he/she shall call the International Executive President to inform him/her of the problem and be advised what to do.

7. He/she shall assist the State/Provincial Representatives in coordinating promotions and events that the Chapters within their Region may be sponsoring. He/she should attend applicable trade shows, rallies, and conventions and promote the Red Knights International Firefighters Motorcycle Club[®] Inc.
8. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to the action requiring the expense, except the cost of reports, mailings, stationary and office supplies and phone costs related to Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Treasurer prior to being paid.
9. From time to time, the Regions may be required to change because of keeping Regional Directors' duties equal. Therefore, the Regions will be laid out in the Standard Operating Guidelines so as not to require changing this document every time there is a geographical Region change.

SECTION 3:22 STATE AND PROVINCIAL REPRESENTATIVES

The State /Provincial Representatives are Representatives for all Chapters and Members-at-Large in his/her particular geographical State or Province in which they are an Active Member of a Chartered Chapter within that State/Province. He/she shall automatically become the President of the Red Knights International Firefighters Motorcycle Club[®] Inc. State/Province Association of that State/Province. If there is only one (1) Chapter in a State/Province, the Chapter will elect a member from the Chapter's Executive Board to be the State/Province Representative. If there are two (2) or more chartered Chapters in a State/Province, each Chapter may submit a member from their Chapter's Executive Board to be elected by a unanimous vote of all Chapters to be the State/Province Representative. This election should occur at the State/Province Annual Meeting, with each member present being entitled to one (1) vote. If only one (1) name is submitted, that member will become State/Province Representative by default. He/she will have the following duties and responsibilities:

1. He/she shall promote and ensure that all inquires about the Red Knights International Firefighters Motorcycle Club[®] Inc. be given current information.
2. He/she shall check with Chapters in the State/Province they represent and send semi-annual reports, in writing, to the International Executive Director responsible for the region in which his/her Chapter is located.
3. When called upon by a Chapter, Association, Member, or Member-at-Large in his/her State/Province, he/she shall answer to that call. If the problem is such that it requires immediate action then he/she shall call upon the International Regional Director of the region in which his/her Chapter is located to inform him/her of the problems and be advised on what to do.
4. The State/Provincial Representative shall from time to time check with Fire Departments in their State/Province to acquire interest in implementing a Red Knights International Firefighters Motorcycle Club[®] Inc. Chartered Chapter.

5. The State/Provincial Representative shall keep a current roster of all Chapters in his/her State/Province and, if any changes are made, notification shall be forwarded to the International Executive Treasurer for updating of the International Roster and Mailing List. He/She shall assist with collecting the International Annual dues from delinquent Associations, Chapters and M-A-L's when asked by the International Treasurer. All non paying delinquent Chapters shall be reported to the Regional Directors, then to the International Executive Board.
6. Any expenses shall be authorized by the International Executive Board prior to the action requiring the expense, except the costs of reports, mailing and phone costs relating to Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Executive Treasurer prior to being paid.

SECTION 3:22A STATE AND PROVINCIAL ASSOCIATIONS

It is the aspiration of the International Executive Board to have State/Provincial Associations established in all States and Provinces that have two (2) or more Chartered Chapters. Recommendations and guideline for implementing an Association are available from the International Executive Secretary. All Associations must be approved by the International Executive Board. The Associations must have a Constitution and By-Laws that do not conflict with the Constitution and By-Laws of the International Corporation. The International Executive Board may forward the Association's By-Laws to the International By-Laws Committee for review of changes or approval. The State/Provincial Representative will be the Presiding Officer of the Association and will work in concert with the Regional Director to keep the Associations active and strong, Ref: Article IV.

SECTION 3:22B REGION ASSOCIATIONS

It is the aspiration of the International Executive Board to have Region Associations established in all States and Provinces that have two (2) or more Chartered State/Province Associations. Recommendations and guideline for implementing an Association are available from the International Executive Secretary. All Associations must be approved by the International Executive Board. The Associations must have a Constitution and By-Laws that do not conflict with the Constitution and By-Laws of the International Corporation. The International Executive Board may forward the Association's By-Laws to the International By-Laws Committee for review of changes or approval. The Regional Director will be the Presiding Officer of the Association and will work in concert with the International Board to keep the Associations active and strong, Ref: Article IV.

SECTION 3:22C NEWSLETTER EDITOR

It is the duty of the Newsletter Editor to publish a semi-annual newsletter or magazine concerning the reports and activities of the Red Knights International Firefighters Motorcycle Club[®] Inc. and to be mailed to every member of the same. This publication shall be sent after the February Executive Board Meeting and after the Annual Meeting of the Corporation in

August. This may be done with the assistance of other members of the International Executive Board or a Committee assigned to the detail. He/she shall also have the following duties and responsibilities:

1. He/she shall report to the International Executive President and carry out the duties as required by the International Constitution and By-Laws, and fulfill any requests the International President or the International Executive Board requires of a Newsletter Editor.
2. He/she shall promote and ensure that the information on the Red Knights International Firefighters Motorcycle Club[®] Inc. Web-Site is accurate and current.
3. Any expenses he/she may acquire shall be authorized by the International Executive Board prior to the action requiring the expense, except the costs of reports, mailings and phone costs related to Red Knights International Firefighters Motorcycle Club[®] Inc. business. Such expenses shall have receipts sent to the International Treasurer prior to being paid.

SECTION 3:23 EXECUTIVE COMMITTEES

The President, Vice-President, Secretary, Treasurer, Quartermaster, Eastern Regional Director, Southern Regional Director, Central Regional Director and Western Regional Director shall be the International Executive Board. This Committee shall conduct the International Corporate business of the Red Knights International Firefighters Motorcycle Club[®] Inc. It shall conduct International business whenever the International Corporation is not in session and shall have such duties and powers as may be, from time to time, conferred upon it by the International Corporation.

SECTION 3:24 APPOINTED COMMITTEE

The International Executive Board may, from time to time, appoint such other Committees as it may deem necessary or advisable for carrying out the purposes and work of the International Corporation and delegate to such Committees such authority and power as it may see fit to grant within the limits of the International Executive Board's authority. The members of such Committees shall be limited to Active, Social, Associate and Special Honorary Members of the International Corporation. The tenure of each Committee shall be fixed by the International Executive Board.

SECTION 3:25 NOMINATING COMMITTEE

At least ninety (90) days prior to the date of the Annual Meeting of the International Corporation and the Election of Officers, the International Executive Board shall appoint a Nominating Committee composed of a Chairperson and no less than two (2) Members who are Active Members of the International Corporation.

They shall present a list of nominations to the International Executive Board to fill whatever vacancies may occur at the Annual Meeting. The Committee shall elect its own Chairman who will report the Committee's findings and recommendations to the members present at the Annual Meeting. Such report will not preclude the nomination of other qualified Active Members from the floor of the Annual Meeting for vacancies on the International Executive Board.

SECTION 3:25A BY-LAWS COMMITTEE

The duties and power of the By-Laws Committee will be responsible for maintaining the Constitution, By-Laws and Rules & Regulations that govern the operations of the International Corporation. This Committee shall be responsible for reviewing and updating all changes submitted to the By-Laws and the Rules and Regulations. All changes shall be submitted to the International Executive Board for their majority approval prior to being presented to the membership. Changes and additions sponsored by Chartered Chapters will be presented to the By-Laws Committee for review, duplication and wording prior to being advanced to the International Executive Board.

The Committee shall have the authority to make necessary changes in grammar, spelling, punctuation and wording that will not alter or change the intent of the By-Laws or Rules & Regulations, without the voting approval of the International Executive Board or the Membership .

All Chapter Presidents shall be notified of all Constitution, By-Laws and Rules & Regulations changes or additions within forty-five (45) days prior to the International Annual Meeting.

The By-Laws Committee shall review Chartered Chapters' Constitutions and By-Laws when presented, confirming that they observe the intent of the International Constitution and By-Laws. It shall make recommendations as needed and file the completed document for future review with the International Secretary.

SECTION 3:26 SUSPENSION OR REMOVAL OF MEMBERS BY THE INTERNATIONAL EXECUTIVE BOARD

The International Executive Board may, by its own majority motion, suspend or remove any Chapter/Member for cause. Such action by the International Executive Board shall be effective immediately. In all cases, the International Executive Board shall notify such Chapter/Member of their suspension or removal by mailing, by means of Certified Mail, a notice of the Board's action to the Chapter/Member last know address. Any Chapter/Member so removed or suspended shall be granted a reconsideration hearing before the International Executive Board, if such a hearing is requested in writing by Registered Mail to the International Executive President within thirty (30) days of their receipt of the notice of suspension or removal. The Chapter/Member suspended or removed shall have the opportunity to submit written documentation and appear before the International Executive Board at the reconsideration hearing. The International Executive Board shall issue the final decision within sixty (60) days of the date of such hearing.

SECTION 3:27 SUSPENSION OR REMOVAL OF INTERNATIONAL EXECUTIVE BOARD MEMBERS

The International Executive Board by it's own majority motion, suspend or remove any member of the International Executive Board for just cause. Such action of the Board shall be effective immediately, pending further investigation. Any member suspended or removed from

their position shall be notified by Registered Mail within fifteen (15) days. In all cases, the International Executive Secretary shall notify all Chartered Chapters of the suspension or removal of the person from that position. Any person suspended or removed shall be granted a reconsideration hearing before the International Executive Board or a Special Committee appointed by the International Executive Board. If such a hearing is requested in writing and sent to the International Executive President postmarked within thirty (30) days of receipt of the notice of suspension or removal, the Executive Board member being suspended or removed shall have to opportunity to submit documentation and appear before the International Executive Board at the reconsideration hearing. The International Executive Board and/or Special Committee appointed shall issue its final decision within sixty (60) days of the date of such hearing.

SECTION 3:27A REMOVAL OR SUSPENSION OF A MEMBER

Any Chapter who removes or suspends a member for just cause, shall within thirty (30) days, notify the International Executive President in writing as to the members Name, Address, Phone Number and Chapter, giving full details for the removal or suspension. The International Executive Board shall have the power to expel or suspend any Chapter or member for just cause. In the case of a individual member removal, the notification and appeal process is the same as 3:27 SUSPENSION OR REMOVAL OF INTERNATIONAL EXECUTIVE BOARD MEMBERS.

SECTION 3:28 DECLARING A VACANCY IN OFFICE

The International Executive Board may declare a vacancy in Office if a member of the International Executive Board has an unexcused absence for three (3) or more meetings in their term or if a member becomes inattentive to the duties of the Office he/she holds.

ARTICLE IV: STATE/PROVINCE/REGION ASSOCIATION GOVERNMENT

SECTION 4:01 STATE / PROVINCE ASSOCIATIONS

A State/Province body of Red Knights International Firefighters Motorcycle Club[®] Inc. Chapters can be formed under the direction of the State/Province Representative. It shall be called “The Red Knights International Firefighters Motorcycle Club[®] Inc. State/Province Association of “_____.”

The Associations shall have their own approved Constitution and By-Laws that will conform to the International Constitution and By-Laws. They shall elect their own State/Province Representative and State/Province Executive Board as defined in the International By-Laws, Section 3:22 and 3:22 A. The State/Province Representative shall serve as President or Presiding Officer of the State/Province Association. The State/Province Associations will support the International Corporation and the International Executive Board in its goals and activities and be an extension of the International Executive Board for the purpose of serving the members. The International Executive Secretary will forward guidelines for organizing a State/Province Association upon written request of a Chapter President, Chapter Representative or State/Province Representative. The International Executive Board Regional District shall assist in forming an Association. When State/Province Constitution and By-Laws do not enclose a particular item or issue, the International Constitution and By-Laws will control.

SECTION 4:01A REGION ASSOCIATIONS

A Regional body of Red Knights International Firefighters Motorcycle Club[®] Inc. Region Associations can be formed under the direction of the Regional Representative. A minimum of Two State/Province Association must apply to the Regional Director to form a Region Association. It shall be called “The Red Knights International Firefighters Motorcycle Club[®] Inc. Region Association of “_____.”

The Associations shall have their own approved Constitution and By-Laws that will conform to the International Constitution and By-Laws. They shall elect their own Region Association Board. The Regional Director shall serve as President or Presiding Officer of the Region Association. The Region Associations will support the International Corporation and the International Executive Board in its goals and activities and be an extension of the International Executive Board for the purpose of serving the members. The International Executive Secretary will forward guidelines for organizing a Region Association upon written request of a State/Province Representative. The International Executive Board Regional District shall assist in forming an Association. When Region Constitution and By-Laws do not enclose a particular item or issue, the International Constitution and By-Laws will control.

SECTION 4:02 STATE/PROVINCE ASSOCIATION OFFICERS

The Officers of the State/Province Associations shall be: President (State/Province Representative), Vice-President, Secretary, Treasurer, Road Captain (Optional) and Chapter Representatives. The Chapter Representative shall be the President of a Constituent State/Province Chapter or an Annually elected/appointed Representative plus one Member-at-Large. The State/Province Executive Board shall be elected in alternate years at the State/Province Association's Annual Meeting: the State/Province Representative and Secretary in even years, the Vice-President and Treasurer in odd years. To be eligible to be an Officer of the Association, one must be a currently paid member of a Constituent Chapter and International. The State/Province Representative shall be elected to two-year terms as outlined in this Section and referred to in the International Constitution and By-Laws. All communications from the International Executive Board concerning the Associations shall be directed to the President, State/Province Representative. It shall be his/her responsibility to forward the information to the concerned member.

SECTION 4:02A REGION ASSOCIATION OFFICERS

The Officers of the Region Associations shall be: President (Regional Director), Vice-President, Secretary, Treasurer, Road Captain (Optional) and Chapter Representatives. The Chapter Representative shall be the President of a Constituent State/Province Chapter or an Annually elected/appointed Representative plus one Member-at-Large. The Region Executive Board shall be elected in alternate years at the Region Association's Annual Meeting: the Secretary in even years, the Vice-President and Treasurer in odd years. To be eligible to be an Officer of the Association, one must be a currently paid member of a Constituent Chapter and International. The Regional Director shall be elected to two-year terms as outlined in this Section and referred to in the International Constitution and By-Laws. All communications from the International Executive Board concerning the Associations shall be directed to the President, Regional Director. It shall be his/her responsibility to forward the information to the concerned member.

SECTION 4:03 STATE/PROVINCE ASSOCIATION MEMBERSHIP

The membership of the State/Province Associations shall be made up of members of the Red Knights International Firefighters Motorcycle Club[®] Inc. who live within the boundaries of the State/Province in which the Association exists. Members must be paid up members of their Chapters and International. Members-at-Large must be paid up members of Red Knights International Firefighters Motorcycle Club[®] Inc. Members who live outside the State/Province may become members of the Associations but may not have a vote or hold an elected office. Members of the International Executive Board are members by unanimous consent.

SECTION 4:03A REGION ASSOCIATION MEMBERSHIP

The membership of the Region Associations shall be made up of members of the Red Knights International Firefighters Motorcycle Club[®] Inc. who live within the boundaries of the Region in which the Association exists. Members must be paid up members of their Chapters

and International. Members-at-Large must be paid up members of Red Knights International Firefighters Motorcycle Club[®] Inc. Members who live outside the Region may become members of the Associations but may not have a vote or hold an elected office. Members of the International Executive Board are members by unanimous consent.

SECTION 4:04 ASSOCIATION OFFICERS DUTIES

1. State/Province Representative/Association President

Regional Director/Association President

- a. Presides at all meetings of the Association. He/she shall have the tie breaking vote on all issues. Shall have final approval on issues with less than two-thirds (2/3) of a vote of the State/Province/Region Executive Board, Committees or Membership.
- b. He/she shall be informed in writing of all appeals or grievances sent to the International Executive Board. He/she shall submit a written report semi-annually of the activities of the State/Province Association *or Region Association* to the International Executive Board Regional Directors. He/she should attend the International Corporation Annual Meeting for the purpose of voting on issues that would effect the State/Province Association *or Region Association* and Constituent Chapters. If unable to attend, he/she will appoint the Vice-President or a member of the State/Province *or Region* Executive Board to take his/her place. He/she may call a meeting of the State/Province *or Region* Executive Board at will, giving at least two weeks' written notice. He/she may create Committees as needed and appoint members of the association to fill the Committees. He/she shall be an ex-officio member of all Committees of the Association, the exception being the Nominating Committee. He/she shall be the co-signer with the Secretary and Treasurer on the checking and savings accounts and other legal documents on behalf of the Association., Ref: Rules and Regulations, Section 10.

2. State/Province Vice-President *or Region Vice President*

The State/Province Vice-President *or Region Vice President* shall preside over all called meetings of the Association in the absence of the State/Province Representative *or Regional Director* In addition:

- a. He/she shall represent the State/Province Representative *or Regional Director* and the Association at meetings of the International Corporation called meetings when the State/Province/Region can not attend. Any other member of the State/Province /Region Executive Board may be appointed to take their place if either cannot attend.
- b. He/she shall administer all fund-raising projects of the Association.
- c. He/she shall assist in coordinating the orchestration of the Annual Association Meeting/Convention and secure housing for the State/Province Executive Board Meetings.
- d. He/she shall be the Chairman of the Safety Committee when one exists.

3. State/Province/Region Secretary

The State/Province/Region Secretary should attend all meetings of the Association, keep

minutes of all proceedings and publish at the request of the Association President. In addition:

- a. He/she shall keep a current record of the active addresses of the State/Province Chapters and Members-at-Large.
- b. He/she shall be the caretaker of all Association documents, contracts, leases and records.
- c. He/she shall inform the State/*Region* Executive Board and members of meetings, giving two-weeks (2) notice.
- d. He/she shall assist the Association President in the discharge of his/her duties and communicate with the International Executive Board as needed.
- e. He/she may purchase items necessary to conduct business, presenting the State/*Region* Executive Board with receipts for approval.
- f. The State/Province/*Region* Secretary shall also be the co-signer on the checking and savings accounts.
- g. At the end of his/her term, shall turn over all documents and records pertaining to the Association to his/her elected predecessor. (SUCCESSOR)

4. State/Province/*Region* Treasurer

The State/Province/*Region* Treasurer should attend all meetings of the Association, giving a written report of all financial activities, deposits and withdrawals of the Associations checking and savings accounts. He/he shall receive all funds of the Association and deposit them in a Federally Insured Bank or Trust Company as approved by the State/*Region* Executive Board. He/she shall be the principal holder of the checking and savings accounts with the Association President and Secretary as co-signers. In addition:

- a. He/she shall have all records and accounts audited at least twelve (12) hours prior to the Association Annual Meeting. He/she shall forward a yearly report to the International Executive Board Treasurer so he/she can incorporate them in the required reports with the United States International Revenue Service, or the respective country of the Association under the directions of the Corporations non-profit status.
- b. At the end of his/her term, he/she shall turn over all documents and records pertaining to the State/Province/*Region* Association elected predecessor. (SUCCESSOR)

5. State/Province/*Region* Road Captain (Optional)

The State/Province/*Region* Road Captain shall coordinate and safely lead any trips or rides that may take place during a State/Province/*Region* activity. In addition:

- a. He/she shall work with the Association Executive Board in keeping statistics of accidents of members of the Association.
- b. He/she Shall keep current with changes in the State/Province/*Region* Government Legislative Branch concerning motorcycle activities.
- c. He/she may establish riding procedures as to how the Association rides in a group with the approval of the State/Province/*Region* Association Executive Board.
- d. He/she shall check motorcycles for safety violations prior to any Association rides or trips.

- e. He/she may be a member of the Association Executive Board as the Board directs but will be appointed only by the Association President annually.
6. Chapter Representative to the Association (Chapter President or appointed Officer)
If the Chapter President does not want to be the Chapter Representative of the Association, a current Chartered Chapter member of the Chapter Executive Board may be annually elected and/or appointed by the Chapter President. They may serve on State/Province Association Committees. In addition:
 - a. They shall be asked from time to time to have their Chapters to host Association events such as Annual Meetings, Spring Flings, Poker Runs, Fall Rides, etc.
 - b. They shall be responsible for State/Province Association property and the housing of the same.
 - c. They shall assist the Association Executive Vice-President in money raising projects.
 - d. They shall keep the State/Province Representative informed of the status, activities and roster changes of their constituent Chapter.
 7. Members-at-Large
Members-at-Large are members who are not members of constituent Chapters. They shall be under the control of the International Executive Board and the designated officer appointed to communicate with them. Members-at-Large are eligible to belong to the State/Province/*Region* Associations, having one vote collectively on Association matters. Members-at-Large are entitled to run for an elected office of the Association and serve on Committees, Ref: Section 3.5.
 8. Committees
Committees and Committee Chairmen may be appointed as needed by the State/Province/*Region* Executive Board under the direction and advisement of the State/Provincial Representative *or Regional Director*. The mandatory Committees shall be: Nominating Committee, By-Laws Committee, Audit & Finance Committee, and Safety Committee. All committees may institute their own rules and policies with the approval of the State/Province/*Region* Association Executive Board.

ARTICLE V: CHAPTERS

SECTION 5:01 CHAPTER GOVERNMENT

All Chartered Chapters must be established by the International Executive Board in accordance with all the provisions of the International Constitution, By-Laws and Rules & Regulations relating to the granting of Chapters for the formation of Chartered Chapters. Each Chartered Chapter shall adopt By-Laws that are consistent with the International By-Laws for the administering of its business. A Chartered Chapter so established may exercise full power and authority of a Chapter business to the extent that the transaction of Chapter business is consistent with the International By-Laws. Chapter Government is responsible for the organization of Corporate activities at the Chapter level, including without limitations, the collection of International dues from Chapter members and overseeing the requirements of the Chapter membership and compliance by the Chapter members with the overall purpose of the International Corporation. Any proposed Chapter of a State or Province applying to become a Chartered Chapter of the Red Knights International Firefighters Motorcycle Club[®] Inc. will be designated under a State or Province identification with the next consecutive number or number selected and approved by the International Executive Board. After a Chapter is no longer active for five (5) years, that Chapter's number may be reissued with the exception of the number, # 1.

SECTION 5:02 CHAPTER OFFICERS

Chapter Officers shall be the President, Vice-President, Secretary, Treasurer and Road Captain. Other positions may be established and elected or appointed as determined by the Chapter members in accordance with elections that are consistent with the International By-Laws. Only Active members may hold the office of President and Vice-President of a Chapter. The Offices of Secretary, Treasurer and Road Captain may be held by an adult Associate or Social member, provided that there are no Active Members available to hold the title. Once the election is held and the member is sworn into office, he/she may hold that title until the end of their term.

SECTION 5:03 COMMITTEES

Active Committees may be established in accordance with procedures set forth in the International By-Laws for the establishment of International Committees, except that such Committees shall be established under the authority of Chapter Officers.

SECTION 5:04 ACTIVE MEMBERSHIP

Active membership shall be available to Active and Retired Firefighting personnel, whether they are Career, Part Paid, On Call, Volunteer, Military or Industrial and who presently own or have access to a Motorcycle and have a current legal Motorcycle endorsement. A past Active member who no longer can ride a motorcycle may retain their active status. 8/05, Emergency Medical Technicians and Medics are eligible to be members if they are employees by an established Fire Department. Upon receiving an application for Active Membership, the candidate shall receive a two thirds $\frac{2}{3}$ acceptance vote of members present with no probation

period.

SECTION 5:05 ASSOCIATE MEMBERSHIP

Associate membership shall be offered to a person who has been proposed, in writing, for such membership and accepted in good standing and, in the opinion of a majority of the Chapter's Executive Board, has substantially contributed to the promotion of the Red Knights International Firefighters Motorcycle Club[®] Inc. for a minimum period of six (6) months. Final approval shall be by a majority vote of the Chapter members at a meeting held at the conclusion of the six-month (6) period. Associate members shall not exceed ten percent (10%) of the Chapters Active Members. Once a member has been accepted as an Associate member and for various reasons no longer is able to ride a motorcycle they may, at the pleasure of the chapter majority retain his/her membership as an Associate member.

SECTION 5:06 SOCIAL MEMBERSHIP

Social members shall be a Spouse, Partner, Boyfriend, Girlfriend, Son, Daughter, Brother or Sister of an Active Member, Associate Member or a Member-at-Large. The minimum age for a Social member shall be 16 (sixteen) years of age before joining.

SECTION 5:07 SPECIAL HONORARY MEMBER

Each Chartered Chapter may grant Special Honorary Membership status to a member of a recognized religion for the position of Chapter Chaplain. Special Honorary Membership may also be granted to a civic or business leader who does volunteer work for the Chapter. A Special Honorary Member shall not hold a Chapter Office or vote in Chapter affairs. The International dues for this membership classification is to be paid by the Chapter.

SECTION 5:08 CHARTER MEMBERS

*Charter Rockers shall be worn only by an Active member of any Chapter. Charter membership shall be restricted to Active Members who are on the original roster, when the Chapter was accepted by the International Executive Board. Also, to any Active member who joined the Chapter within one (1) year of the Chapter's being accepted by the International Executive Board and accepted by the Chapter Executive Board. A Charter Member of a Chapter who moves or transfers his membership to another Chapter may retain his/her Charter Rocker.

SECTION 5:09 COMPASSIONATE HONORARY MEMBER

The Compassionate Honorary Member title will be given to the surviving spouse or partner of any member of a Chapter if they were an Active Member, Associate Member or Honorary Member. This membership would be presented by the Chapter for a tenure of the Chapters desire. There shall be no dues payable by this category of membership to the International Corporation. This will allow the Compassionate Honorary Member to continue to be active in the family of the Chapter without placing a burden on the Member or Chapter.

SECTION 5:10 CHAPTER MAILING ADDRESS

The Chapter mailing address and email address of record will be that of the current Chapter President and Chapter Secretary. The Chapter Secretary shall maintain a current roster on file with the International. All communications from the International will be forwarded to the proper Officer(s) or member. All communications will be carbon copied to the Chapter Secretary.

ARTICLE VI: DUES

SECTION 6:01 INTERNATIONAL DUES

All new members shall be assessed a first year membership and initiation fee as set forth by the International Corporation membership at the Annual Meeting, payable to the International Executive Board Treasurer.

It shall be the responsibility of each Chapter to collect the individual members dues and submit such funds to the International Executive Treasurer along with an alphabetical roster of the members, showing their current address, phone number and E-Mail address if available as well as their membership status. Also their Chapter Executive Board title they may have. Annual assessments for renewals of all membership classifications as set forth by the International Executive Board of the Corporation, shall be submitted to the International Executive Treasurer no later than February 15th of each year. Members who fail to renew their membership on or before such date of each year shall be considered new members and assessed a new membership fee.

SECTION 6:02 CHAPTER DUES

Each Chartered Chapter of the International Corporation may assess any annual membership fees as the Chapter deems necessary.

ARTICLE VII: FORMAT FOR INTERNATIONAL ANNUAL MEETINGS

SECTION 7:01 MEETING RULES

1. Meetings shall be held under Robert's Rules of Order unless inconsistent with the International Constitution and By-Laws of the Corporation.
2. Each member speaking on a subject shall be limited to two (2) opportunities to speak with no more than five (5) minutes each on the subject, answering questions not inclusive.
3. Only topics on the agenda will be discussed.
4. An Independent Moderator shall be selected by the International Executive Board for the purpose of controlling order.

SECTION 7:02 AGENDA FOR THE INTERNATIONAL ANNUAL MEETING

1. Any topic to be discussed at the International Annual Meeting must be sent to the International Executive Board no later than thirty (30) days before the International Annual Meeting.
2. Motions to be placed on the agenda must be sponsored by a Chapter or Association. The count of votes must accompany motions sent to the International Executive Board for it to be placed on the agenda.
3. The agenda will be sent to all Chapters at least sixty (60) days prior to the meeting. This will allow each Chapter unable to attend, time to spend any written statements they would like read.
4. Any unpublished topic may be discussed under New Business and may be acted upon by the International Corporation at that time.

SECTION 7:03 VOTING

1. All Chartered Chapters in good standing will have one (1) equal vote on each motion presented on the floor at the Annual Meeting.
2. Votes taken at the International Annual Meeting will be final. Votes taken on roll call basis and kept on record sheets and will be forwarded to all Chartered Chapters by the International Executive Secretary. *Ballots for electing the International Executive Officers will be destroyed, Ref: Section 2:10.
3. All votes will be held binding on the International Executive Board and they will enact all business of the International Annual Meeting as soon as possible.
4. Members-at-Large will be considered one chapter and will have one (1) vote on each motion presented on the floor at the annual meeting. The vote will be cast by the MAL representative.
5. Any Board Member may vote on behalf of his chapter if there is no other chapter Member signed in as the chapter voting member.

SECTION 7:04 RECESS FOR DISCUSSION

1. A five- (5) minute recess after a motion to move the question has passed for Chapter

- discussion before voting on the motion.
2. International Annual Meetings may be recessed at any time by vote of a majority present subject to Robert's Rules of Order.

ARTICLE VIII: DISCRIMINATION

SECTION 8:01 GENERAL

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

No one shall be denied membership because of race, religion, national origin, sex, political affiliation or disability. All brands of street legal motorcycles shall be accepted by the International Corporation.

ARTICLE IX: AMENDMENTS

SECTION 9:01 AMENDING, ADDING OR REMOVING A BY-LAW

These Constitution and By-Laws may be proposed for repeal or amending at any International Annual Meeting of the International Corporation or by the International Executive Board and voted on at the next Annual Meeting by members of the International Corporation. A two thirds (2/3) affirmative vote is required for passage of any By-Law amendment from those present and eligible to vote, providing adequate notice of the proposed action setting forth the substance thereof has been given to all voting members in writing with the roll call of the meeting.

Constitution & By-Laws updated August 23, 2008
Approved by the International By-Laws Committee,
The International Executive Board and
Voted on by the Membership of the International
Corporation at the International Corporation Annual Meeting
Sandusky, OH, USA

President, Jack Downs _____ OK _____

Vice-President, Dave Emery _____ OK _____

Secretary, Bill Snodgrass _____ OK _____

Treasurer, Leo Patry _____ OK _____

Quartermaster, Bill Collins _____ OK _____

East Director, John Rucinski _____ OK _____

South Director, Bo Toepfer _____ OK _____

Central Director, Jeff Peters _____ OK _____

West Director, Graham Clarke _____ OK _____

By-Laws Chairman, Steve Chappell _____ OK _____

Reviewed and approved by the International Executive Board. August 23, 2008.

All previous Constitutions and By-Laws collectively with all previous alterations, amendments, changes and additions have been deleted from this document and now are in the files of the International Executive Secretary and in the possession of the International By-Laws Committee. They are available for review upon written request.