

**BYLAWS  
OF  
MIDWEST OUTLAW MOTORCYCLE GANG INVESTIGATORS  
ASSOCIATION, INC.  
A MISSOURI NOT-FOR-PROFIT CORPORATION**

**ARTICLE I**

**NAME OF CORPORATION LOCATION OF OFFICES**

Section 1. Name of Corporation. The name of the corporation shall be Midwest Outlaw Motorcycle Gang Investigators Association, Inc., a Missouri not-for-profit corporation (hereinafter, occasionally referred to as the "Corporation").

Section 2. Principal Business Address. The principal office of the Corporation shall be located at PO Box 2216, Lee's Summit, Missouri 64063. The Board of Directors may from time to time establish other offices within or without Missouri, if it finds that the needs of the Corporation so require.

**ARTICLE II**

**PURPOSE**

Section 1. General Purpose. The Corporation shall be a benevolent corporation and shall be organized for the public benefit to transact the business of the Corporation and to otherwise carry out the Objectives of the Corporation as provided below.

Section 2. Objectives. The objectives of the Corporation are as follows:

(a) To unite one organization of peace officers, regardless of religion, sex, race, creed, color, national origin or age who share a common interest in investigating outlaw motorcycle gangs.

(b) To educate the membership and the public on the dangers of outlaw motorcycle gangs.

(c) To benefit the public interest in the area of outlaw motorcycle gang enforcement.

(d) To promote and foster mutual cooperation between law enforcement officers, their agencies, private industry and the public.

(e) To provide a medium for the exchange of ideas and new techniques used by both criminals and investigators.

(f) To conduct training seminars, institutes, conferences, and research into educational methods for investigating outlaw motorcycle gangs.

(g) To take notice of new trends in outlaw motorcycle gangs.

(h) To provide information suitable for distribution to the adult and juvenile public reference the dangers of outlaw motorcycle gangs.

(i) To keep the membership and the public informed of current changes in the laws and judicial decisions related to outlaw motorcycle gangs.

(j) To engage in cultural, civic, legislative, political, fraternal, educational, charitable, welfare, social, and other activities which further the interests of the Corporation and its membership, directly or indirectly;

(k) To provide assistance, financial, moral, or other, to other police and law enforcement organizations or other bodies having purposes and objectives in whole or in part similar or related to those of this organization;

(l) To engage in community activities which will advance the interests of the Corporation and its members in the community and in the nation, directly or indirectly; and

(m) To receive, manage, invest, expend or otherwise use the funds and property of this organization to carry out the duties and to achieve the objectives set forth in these bylaws and for such other additional purposes and objects not inconsistent therewith as will further the interests of this organization and its members, directly or indirectly.

### **ARTICLE III**

#### **MEMBERSHIP**

Section 1. Eligibility. All members of the Corporation shall meet and maintain the minimum eligibility requirements provided herein. In the event a person fails to continue to maintain the eligibility requirements provided herein, that person's membership may immediately be terminated at the sole discretion of the Board. In order to qualify for membership in the Corporation, a person must (i) pay the annual membership dues as may be altered or amended from time to time by the Executive Board of the Corporation; and (ii) be employed as a law enforcement officer, whether by a

municipality, political subdivision, state, county, parish or any one or more branches of the United States of America. The Executive Board may institute such polices and procedures as such Executive Board deems necessary to enforce this eligibility requirement for membership in the Corporation. Any person who has voluntarily withdrawn from membership, become ineligible as a result of a loss of employment or otherwise suspended or expelled from the field of law enforcement shall no longer be eligible for membership in and to the Corporation. In addition, a member's membership with the Corporation may be terminated by the Board as a result of such member's inappropriate behavior or conduct at one or more of the annual or special meetings of the members as provided below.

Section 2. Annual Meeting. An annual meeting of the members shall be held between each year, at a location, date and time designated by the Board for the transaction of such business as may come before the meeting.

Section 3. Special Meetings. Special meetings of the members may be called by the Board. Written notice of any such special meeting(s) shall be delivered to the membership not less than twenty (20) nor more than sixty (60) days prior to the date of such special meeting, which notice shall specify the business to be brought before the special meeting, and only the business so specified shall be considered at the meeting.

Section 4. Notice of Meetings. Notice of each annual meeting shall be mailed \_\_\_\_\_ at \_\_\_\_\_ least thirty (30) days and not more than ninety (90) days prior to the meeting.

Section 5. Quorum. The presence of members constituting ten percent (10%) of the total membership of the Corporation eligible to vote at any meeting shall constitute a quorum for the purpose of transacting any business lawfully brought before the membership. If a quorum is not present at any meeting, the majority of members present may adjourn the meeting without further notice. The act of the majority of the members present at a meeting at which a quorum is present shall be the act of the membership.

Section 6. Proxies. Proxies shall not be allowed at meetings of the membership.

Section 7. Meeting Minutes. The Secretary of the Corporation shall keep and record the actions taken at all meetings of the members in the minute book of the Corporation. Minutes of each annual and special meeting shall be available to be reviewed by the membership within thirty (30) days of the date of the meeting in a place open for inspection by the members.

Section 8. Rights of Members. Each qualified member in good standing with the Corporation shall have the right to cast a vote for the election of the members of the Executive Board and any and all additional corresponding rights and duties of the members as provided from time to time by the Board.

## **ARTICLE IV**

### **EXECUTIVE BOARD**

Section 1. Management and Number. The affairs and property of the Corporation shall be conducted and managed by an Executive Board consisting of not less than three (3) and no more than eleven (11) members. The number of Board members may be increased or decreased by resolution of the Board, but in no event shall the Board consist of less than three members. There shall be two classes of members to the Executive Board, Class A and Class B. Both Class A and Class B members of the Executive Board shall be elected at the annual meeting of the Corporation to be conducted in 2008. The Class A members of the Board shall be elected to serve for an initial term of one (1) year. Thereafter, each Class A member of the Board shall serve a term of two (2) years. The Class B members of the Board shall be elected to serve for an initial term of two (2) years, and such Class B members shall serve the Board for periods of two (2) years thereafter.

Section 2. Election and Term of Office. At each annual meeting of the members of the Corporation, the members shall nominate persons to the Board to replace those whose terms expire at such annual meeting according to the time and manner provided by the Board at such annual meeting of the Members. A new Board member elected after an increase in the number of Board members shall hold office until the expiration of the term of other Board members in the class of Board member such new member is so elected. In the event no nominations are made for Board members to replace the Board members whose terms expire at each annual meeting of the members, the incumbent Board members whose term has not expired shall elect Board members to serve the next term. Notwithstanding the foregoing, each Board member shall hold office until he or she resigns, is removed, or until his or her successor is elected and qualifies as a Board member.

Section 3. Vacancies. In the case of a vacancy in the Board, a majority of the remaining Board members then in office, although less than a quorum, or the sole remaining Board member, may elect a successor or successors to hold office for the unexpired term of the term(s) of the Board members whose place(s) is being filled.

Section 4. Quorum. Attendance by two (2) members of the full Board or in the event that the Board is greater than three members, then one-third (1/3) of the full Board, plus one, shall constitute a quorum for the transaction of business. The act of the majority of the Board present at a meeting at which a quorum is present shall be the act of the Board. Members of the Board or of any committee designated by the Board may participate in a meeting of the Board or committee by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in a meeting in this manner shall constitute presence, in person at the meeting.

Section 5. Removal. Any Board member may be removed, with or without cause, by the vote of two-thirds (2/3) of the entire Board.

Section 6. Consent Actions. Any action which is required to be or may be taken at a meeting of the Board may be taken without a meeting if consents in writing, setting forth the action so taken, are signed by the number of Board members required to take a vote on such matter at a meeting of the Board duly called, noticed and held. The consents shall have the same force and effect as a unanimous vote of the Board members at a meeting duly called and held, and may be stated as such in any certificate or document filed under the general not-for-profit corporation law of Missouri. The secretary shall file the consents with the minutes of the meetings of the Board.

Section 7. Place of Meetings. The annual meeting of the Board and all special meetings of the Board shall be held at such times and at such place or places within or without the State of Missouri as may be designated by the Board.

Section 8. Notice. Annual meetings of the Board may be held with or without notice. Special meetings of the Board may be held upon three (3) days written notice of the time, place and purpose of such meeting, addressed to each director by United States mail, postage prepaid. Such notice shall be deemed to be given at the time when the same is mailed.

Section 9. Waiver. Meetings of the Board may be held at any time without notice if all of the Board members are present, or if those not present waive notice of the meeting in writing or by telegram, electronic mail or facsimile transmission before or after the time of said meeting. Attendance of a Board member at any meeting shall constitute a waiver of notice, except where a Board member attends a meeting for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened.

Section 10. Voting. Each Board member present at any meeting shall be entitled to cast one vote on each matter coming before such meeting for decision.

Section 11. Rights and Duties of the Executive Board. Except as may be otherwise provided in these Bylaws, the Board is authorized and empowered to perform any and all acts or actions necessary to manage the day-to-day business affairs of the Corporation, including by example, but not specifically limited to the following:

(a) To manage, invest, expend, contribute, use, lend and acquire funds and property on behalf of the Corporation in the pursuit and accomplishment of the Objectives set forth in these Bylaws and resolutions adopted in furtherance thereof.

(b) Make and change rules and regulations not inconsistent with these Bylaws for the management and conduct of the affairs of the Corporation, including, but not limited to the establishment of the amount of the annual dues to be paid by each member of the Corporation and the manner in which such members may or shall pay the same; and to transact all business between membership meetings, except as may be otherwise provided for herein.

(c) Provide for salaries, allowances, direct and indirect disbursements, expenses, and reimbursement of expenses for officers, agents, and employees.

(d) Provide for direct and indirect loans for such purposes and with such authority, if any, as it deems appropriate, and with such arrangement for repayment as it deems appropriate, all to the extent permitted by law.

(e) Provide for the employment and payment of attorneys, accountants and such other special or expert services as may be required for the Corporation; and to secure an audit or review of the books of this organization by a public accountant.

(f) On behalf of the Corporation, its officers, employees or members, to initiate, defend, compromise, settle, arbitrate or release or to pay the expenses and costs of any legal proceedings or action of any nature if, in its judgment, it may be necessary or desirable to protect, preserve, or advance the interests of the Corporation and/or its members.

(g) Fill all vacancies in the Executive Board, which occur during their term of office for the remainder of such term unless otherwise required by law.

(h) Transact all business and manage and direct the affairs of the Corporation between annual meetings except as may be otherwise herein provided for herein.

(i) To lease, purchase or otherwise acquire in any lawful manner for and on behalf of the Corporation, any and all real estate and other property, rights and privileges, whatsoever deemed necessary or convenient for the prosecution of its affairs, and which the Corporation is authorized to acquire, at such price or consideration and generally on such terms and conditions as it thinks fit, and at its discretion to pay therefore either wholly or partly in money or otherwise.

(j) Sell or dispose of any real or personal estate, property, rights or privileges belonging to the Corporation whenever in its opinion the Corporation's interests would thereby be promoted.

(k) Create, issue, and make deeds, mortgages, trust instruments and agreements and negotiable instruments secured by mortgage or otherwise, and to do every other act or thing necessary to effectuate the same.

(l) Delegate any of the powers of the Board in the ordinary course of business of the Corporation to any officer or agent upon such terms as the board may see fit and to designate substitutes for the President for the purpose of signing checks to pay bills in the event that he/she shall become ill or otherwise incapacitated.

(m) Determine, in accordance with these Bylaws, the matters upon which the membership shall vote and adopt rules and regulations concerning the conduct thereof not inconsistent with these Bylaws.

(n) Suspend the membership rights of any member for cause as provided in these Bylaws.

(o) To do all acts, whether or not expressly authorized herein which the Board may deem necessary or proper for the protection of the property of the Corporation and for the benefit of the Corporation and members.

#### **ARTICLE IV**

## **COMMITTEES**

Section 1. Committees. The Board, by resolution, may provide for such standing or special committees of two or more persons from among its own membership or the members of the Corporation as it deems desirable, and may discontinue the same at its pleasure. Each such committee shall have such powers and perform such duties, not inconsistent with law, as may be assigned to it by the Board of Directors. The rules regarding meetings of such committees, notices thereof and the quorum and vote required at such meetings shall be the same as the rules that apply to meetings of the Board of Directors.

Section 2. Standing Committees. Unless provided otherwise in a resolution of the Board, the standing committees of the Corporation shall be the Awards Committee and the Training Committee and have the following duties:

- (a) Awards Committee. To vote on submissions for annual awards given by the association and to determine if applicable new awards to be created for the association to be given to members.
- (b) Training Committee. To determine curriculum for the annual conference and to assist in locating speakers with specialties in different fields of law enforcement that may coincide with the mission of the organization.

## **ARTICLE VI**

### **OFFICERS**

Section 1. Officers. The officers of the Corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such other additional officers as the Board of Directors may elect. Any two or more offices may be held by the same individual, whether or not such individual is a Board member.

Section 2. Election and Term. The officers shall be elected by the Board of Directors at its annual meeting. Such officers shall hold office for two (2) years and at the pleasure of the Board until their successors are elected and qualified, or until their earlier resignation or removal.

Section 3. Removal. Any officer elected by the Board of Directors may be removed at any time by the affirmative vote of the majority of the entire Board of Directors.

Section 4. Compensation of Officers. The Board may appoint and fix the compensation for the officers of the Corporation as the Board may from time to time deem necessary or appropriate.

Section 5. Vacancies. A vacancy, in any office, shall be filled for the unexpired portion of the term by a successor selected by a majority of the Board members then in office, although less than a quorum, or by a sole remaining director.

Section 6. Duties of Officers. The officers of the Corporation shall have the following duties:

#### President

The President of the Corporation shall be the chief executive and administrative officer of the Corporation, shall preside at all meetings of the Board, shall have general supervision of the business and finances of the Corporation, shall see that all orders and resolutions of the Board of Directors are carried into effect. He or she shall perform all duties incident to the office of the President and as are given to him or her by the Bylaws, or as may from time to time be assigned to him or her by the Board of Directors or the Chairperson. The President shall act as the duly authorized representative of the Board of Directors and of the Corporation in all matters in which the Board has not formally designated some other person to so act.

#### Vice-President

The Vice-President shall support the President as the needs of the Corporation shall dictate. In the absence of the President or in the event of his or her inability or refusal to act, the Vice-President shall preside at all meetings of the Board and perform the duties of the President and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President.

#### The Secretary

The Secretary shall serve as secretary of the meetings of the Board, shall give or cause to be given all required notice of meetings of the Board members, shall record all proceedings of the meetings of the Board in books to be kept for that purpose, shall perform all duties incident to the office that are properly required by him or her by the Board or the President, and shall

have custody of the seal of the Corporation and shall affix the same to any instrument when duly authorized to do so and attest the same. It shall be the duty of the Secretary to obtain and register in an address register, to be kept for that purpose, the address of each Board member. The Board at any meeting may designate of their number or any assistant secretary to act as temporary secretary in the absence of the Secretary.

#### The Treasurer

The Treasurer shall have the custody of the Corporation funds and securities and shall keep full and accurate accounts of money and disbursements in books belonging to the Corporation and shall deposit all monies and other valuable effects in the name and to the credit of the Corporation in such depositories as shall be designated by the Board. He or she shall disburse such funds of the Corporation as may be ordered by the Board, taking proper vouchers therefore and shall render to the President, at regular or special meetings thereof, an accounting of all his or her transactions as Treasurer and of the financial condition of the Corporation.

#### Assistant Officers

The Board may elect one or more Assistant Secretaries and one or more Assistant Treasurers. The Assistant Secretaries and Assistant Treasurers in the order determined by the Board (or if there be no such determination, then in the order of their election) shall, in the absence of the Secretary or Treasurer or in the event of their inability or refusal to act, perform the duties and exercise the powers of the Secretary or Treasurer, and shall have such other authority and perform such other duties as the Board may prescribe. Officers, agents or employees shall serve with reasonable compensation or without compensation, as the Board may determine.

### **ARTICLE VII**

#### **USE OF CORPORATE PROPERTY OR INCOME**

In no event shall the property or income of the Corporation inure to the personal, financial benefit of any Board member or officer other than reasonable compensation for services rendered, but shall be devoted exclusively to the purpose set forth in the Articles of Incorporation.

This Corporation is organized exclusively for one or more of the purposes as specified in Section 501(c) of the Internal Revenue Code, as amended, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code. This Corporation shall be a nonprofit corporation. The specific purposes for which this corporation is organized are: To train law enforcement officers on the dangers posed by outlaw motorcycle gangs and to otherwise carry out the objectives of the Corporation provided hereinabove.

Upon the dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, its members, Board members, officers, or other private persons, except that this Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles. Notwithstanding any other provision of these Bylaws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under section 501 (c) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

All references to sections of the Internal Revenue Code shall include such sections as of the date hereof and the corresponding section of any future federal tax code.

## **ARTICLE VIII**

### **AMENDMENTS OF BYLAWS**

The Board shall have the power to make, alter, amend, and repeal additional and supplementary Bylaws at any annual or special meeting of the Board subject to notice of the proposed amendment or repeal, which shall have been given to each member of the Board not less than ten (10) days prior to the date of the meeting at which the same shall be acted upon, but such notice may be waived by the respective Board members. Notice of any such amendment of the Bylaws shall be given to each member within ten (10) days after the date of such amendment by the Board.

## **ARTICLE IX**

### **INDEMNIFICATION**

Except as provided in the Articles of Incorporation, the Corporation may, to the extent legally permissible under the laws of the State of Missouri and only to the extent that the status of the Corporation as an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, is not affected thereby, indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, or trustee of another organization in which the Corporation has an interest, against expenses including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit, or proceeding to the maximum extent permitted by law.

Any indemnification, unless ordered by a court, shall be made by the Corporation only upon approval of such indemnification as in the best interest of the Corporation either by the board of directors by a majority vote of a quorum consisting of directors who are not or were not parties to the action, suit or proceeding that such director or officer has met the applicable standard of conduct set forth herein, or if such quorum is not obtainable or, even if obtainable and a quorum of disinterested directors so directs, by independent legal counsel in a written opinion that such director or officer has met the applicable standard of conduct set forth herein.

Expenses incurred by a director or officer of this Corporation in defending a civil or criminal action, suit or proceeding shall be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if it is ultimately determined that the director or officer is not entitled to be indemnified by the Corporation as herein authorized and as authorized by the laws of the State of Missouri.

The right of indemnification hereby provided shall not be exclusive of or affect any other rights to which any director or officer may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise. Nothing contained herein shall affect any rights to indemnification to which corporate personnel other than directors or officers may be entitled by bylaw, agreement, vote of disinterested directors, or otherwise. As used in this provision, the term "Board members" and "officers" include their respective heirs, executors and administrators.

**CERTIFICATION**

Upon motion duly made, seconded and unanimously adopted, the undersigned, constituting all of the Board members of Midwest Outlaw Motorcycle Gang Investigators Association, Inc. do as of the \_\_ day of \_\_\_\_\_, 2008, adopt the foregoing Bylaws, Articles I through IX inclusive, as the Bylaws of this Corporation, and said Bylaws are hereby certified and adopted by the undersigned.

\_\_\_\_\_ (Secretary)