

BY-LAWS OF THE “WASHINGTON STATE PATRIOT GUARD RIDERS”

A 501(c) (3) NON-PROFIT CORPORATION



Photo courtesy of iraqwarheroes.com
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Approaching Mounts Road Exit
Southbound Interstate 5

Bringing SSGT Timothy Davis, USAF,
home to Aberdeen, WA.
26 FEB 2009

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PREAMBLE

This document is meant to establish general operating guidelines for the Washington State Patriot Guard Riders organization and is not intended to be an all inclusive document. Any issue not specifically addressed within these by-laws or Standard Operating Procedures will be addressed on a case-by-case basis at a meeting of the organization's Board of Directors

ARTICLE I ORGANIZATION

1. The name of the organization shall be WASHINGTON STATE PATRIOT GUARD RIDERS (hereafter referred to as WA PGR or WSPGR) and be governed by a Board of Directors (hereafter referred to as BoD).

2. The organization shall have a seal, which shall be in the following form:



3. The organization may at its pleasure by a vote of the BoD change its name. The use of WSPGR and WAPGR may be used interchangeably in reference to the organization.

ARTICLE II PURPOSES

The Primary purpose of the WA PGR is to support the mission of Patriot Guard Riders by following the Patriot Guard Riders mission statement:

Patriot Guard Riders Mission Statement

The Patriot Guard Riders is a diverse amalgamation of riders from across the nation. We have one thing in common besides motorcycles. We have an unwavering respect for those who risk their very lives for America's freedom and security. If you share this respect, please join us.

We don't care what you ride or if you ride, what your political views are, or whether you're a hawk or a dove. It is not a requirement that you be a veteran. It doesn't matter where you're from or what your income is; you don't even have to ride. The only prerequisite is Respect.

Our main mission is to attend the funeral services of fallen American heroes as invited guests of the family. Each mission we undertake has two basic objectives.

1. Show our sincere respect for our fallen heroes, their families, and their communities.
2. Shield the mourning family and their friends from interruptions created by any protestor or group of protestors.

We accomplish the latter through strictly legal and non-violent means. To those of you who are currently serving and fighting for the freedoms of others, at home and abroad, please know that we are backing you. We honor and support you with every mission we carry out, and we are praying for a safe return home for all.

Secondarily, WA PGR may participate in activities, which honor and show respect for all military members and their families both past and present, as well as community first responders (police, fire, ambulance, etc) and their family members. This may include financial assistance, for charitable reasons, which these military, veterans, or families may need. In addition, organizations, which assist these military and veteran military families, may be included as long as they are IRS 501(c) (3) qualifying organizations.

ARTICLE III MEMBERSHIP

Regular membership in this organization shall be open to all American citizens and legal aliens who believe in and follow the mission statement and are members in good standing with the Patriot Guard Riders, Inc (hereafter referred to as PGR).

DUES

No dues, recurring or otherwise, are to be collected as a condition of membership in the WA PGR.

REMOVAL FROM MEMBERSHIP

The BoD may entertain any request from a state Ride Captain for the removal of a member for just cause.

The Secretary shall forward this request for removal to the BoD for consideration at the next available regularly scheduled meeting. Only in cases of conduct that is sufficiently egregious as to represent harm to other members or the WA PGR, or the reputation of the WA PGR, Directors may vote to remove in emergency session.

Upon a request for removal, the BoD shall entertain a motion for removal, and upon approval by voice vote in the affirmative of at least 51% of the Directors, may remove the member.

All actions and deliberations of the BoD related to removal from membership shall occur in closed/executive session.

ARTICLE IV BOARD OF DIRECTORS

A Board of a minimum of eleven (11) members shall manage the business of this organization. This number may change, as districts within Washington State are added or deleted. All directors elected shall be a resident of the State of Washington, a citizen of the United States and member in good standing with WA PGR. There should be a minimum of one (1) Director from each District. Additional members (i.e. more than 11) may be seated towards the goal of having representation from each District, and representation from the general membership (i.e. members other than those serving as Captains) of the WSPGR.

There are no limits to the number of terms of office that WA PGR Directors may serve.

The BoD shall have control and management of the affairs and business of this organization. Such BoD shall only act in the name of the organization when it shall be regularly convened by its chairman after due notice to all the directors of such meeting. The BoD shall have the responsibility, collectively and individually, to act in the best interests of the corporation.

Any member may nominate any eligible member in good standing for a vacant board position. A vacant position should be filled from a candidate from the former BoD member's District of residence. If no candidate lives within that District, the BoD may fill the position with any member regardless of District of residence.

Vacancies in the BoD shall be filled by a 75% vote in the affirmative of the majority of the remaining members of the BoD.

A map of Washington State, with the boundaries of the District boundaries as of 2010, is located in Attachment “A” of this document.

PROMOTIONS:

The BoD shall provide assent, by voice vote, to the recommended permanent promotions of members to the position of State Captain: President of the WA PGR.

Appointment of a member to the position of State Captain must be considered, and be approved by, the National Captain of the PGR.

The BoD shall provide assent, by voice vote, to the recommended permanent promotions of members to the position of Assistant State Captains (East and West): Vice President of the WA PGR.

The BoD shall, following an appointment of an individual member by the State Captain, provide assent, by voice vote, to other subordinate leadership positions that may include District Captains, as well as County, Senior and/or regular Ride Captains.

SELECTION OF OTHER NAMED OFFICES:

The positions of Secretary, Treasurer and Chairman shall be selected (each) from one of the members of the BoD. No individual shall serve in more than one position except, on a temporary basis, until a permanent replacement is able to be selected.

OTHER ACTIONS:

The BoD may make such rules, operating procedures and regulations covering its meetings at its discretion and when determined as necessary.

A Director may be removed when sufficient cause exists for such removal. Removal from office/position shall be in a manner identified in a set of operating procedures, provided that a 75% majority of the BoD vote in the affirmative of such removal.

The BoD shall vote, by ballot, on proposed recommendations for demotion/removal from the operational leadership positions of Assistant State Captain, District Captain, Senior and/or regular Ride Captain. BoD consideration of these actions shall be in the same form as the removal of a general member as identified under Article III of the By-Laws.

ARTICLE V OFFICERS

The named officers of the organization shall be as follows:

President/State Captain
Vice President/Assistant State Captain(s)
Secretary
Treasurer
Chairman

DUTIES OF OFFICERS

PRESIDENT:

The President shall preside at all meetings. In accordance with the agreement between PGR and WA PGR, the State Captain shall be President of the corporation and of the BoD.

- He/She shall present at each meeting of the organization a report on the work of the organization.
- He/She shall appoint all committees, special or permanent.
- He/She shall prepare and administer the Standard Operating Procedures for the Washington State Patriot Guard Riders, which may not conflict with these by-laws.
- He/She shall ensure all books; reports and certificates required by law are properly kept or filed.
- He/She may be one of the officers who may sign the checks or drafts of the organization.
- He/She shall have such powers as may be reasonably construed as belonging to the chief executive of any organization.
- The term of the President/State Captain will be indefinite. The President/State Captain may serve until they choose to step down, or replacement is named.

VICE PRESIDENT:

The Vice President (Assistant State Captains) shall, in the event of the absence or inability of the President to exercise his/her office, become acting president of the organization with all the rights, privileges and powers as if he had been the duly elected president.

In the event of the absence of the President (State Captain), the Assistant State Captain with the most time in that position shall serve as the acting president of the organization.

The acting presidency shall move to the less-senior Assistant State Captain if neither the President nor senior-most Assistant State Captain are available.

The term of office of the Vice President/Assistant State Captain will be indefinite. The Vice President/Assistant State Captain may serve until they choose to step down from his/her position, or replacement is named.

SECRETARY:

The Secretary shall keep the minutes and records of the organization in appropriate books. It shall be his/her duty to file any certificate required by any statute, federal or state.

- He/She shall give and cause service of all notices to members of this organization.
- He/She shall be the official custodian of the records and seal of this Organization.
- He/She shall keep separate records of disciplinary actions, for either general members or those in operational leadership positions, for a period of not less than one (1) year following the date of the BoD's final action.
- He/She may be one of the officers required to sign the checks and drafts of the organization.
- He/She shall present to the membership at any meetings any communication addressed to him as Secretary of the organization.
- He/She shall submit to the BoD any communications, which shall be addressed to him as Secretary of the organization.
- He/She shall forward the previous meeting minutes of the organization to the BoD no less than 14 days prior to the date of the next regularly scheduled meeting.
- He/She shall attend to all correspondence of the organization and shall exercise all duties incident to the office of Secretary.
- He/She shall make available the records of the activities of the organization to interested individuals. This may include the posting of meeting minutes and agenda items to an internet website.

Any member or authorized outside organization (or representative thereof) may view the organization's records provided that request is submitted to the Secretary in writing no less than 30 days in advance of the desired inspection date. The records must be viewed in the presence of the Secretary and/or one other Director at the Organization's authorized location.

The Secretary shall advise the BoD of requests made to inspect the records of the organization in a timely manner.

TREASURER:

The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization.

- He/She shall cause to be deposited in a regular business bank or trust company all monies collected except that the BoD may cause such funds to be used in such legal activities as shall be legal for a non-profit corporation in this state. Deposits shall be made within a timely manner from the date of receipt.
- He/She must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the Treasurer to sign the checks issued upon it. An assistant may be appointed to sign checks and assist them in the execution of their duties.
- He/She shall provide at stated periods, as the BoD shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of the Board of Directors of such meeting.
- He/She shall exercise all duties incident to the Office of Treasurer.
- He/She shall not issue any funds without the express written consent, email or letter, of the State Captain and Asst State Captains.
- He/She call cause the issuance of receipts for donations pursuant to Internal Revenue Service regulations.

Expenditures in excess of \$500.00 must be approved by 60% affirmative vote of the BoD. This shall be in writing via email or written letter. The State Captain or the Assistant State Captains are authorized approving officials for amounts of \$500 or less, and may also authorize expenditures via email.

Any member or authorized outside organization (or representative thereof) may view the organization's records. That review may occur the same day if made in person or within 30 days provided that request is submitted to the Treasurer in writing. The records must be viewed in the presence of the Treasurer and/or one other Director at the Organization's authorized location.

The Treasurer shall advise the BoD of requests made to inspect the financial records of the organization in a timely manner.

CHAIRMAN:

The **Chairman** shall coordinate the routine business of the BoD.

- He/She shall set the time, date and location of the regularly scheduled quarterly meetings
- He/She shall call for proposed items for the agenda of the meetings, from the BoD, at least six (6) weeks before the identified meeting date.
- He/She shall cause the publishing of the agenda and notice of meeting to the membership at least 30 calendar days before the identified meeting date
- He/She shall conduct the meeting of the BoD, including the call to order and the call for votes on items under consideration.
- He/She shall report on the activities of the organization, including such items as mission activities for the previous quarter and year-to-date,
- He/She may participate in the activities of special committees created by the BoD, except those related to the selection of candidates/replacement candidates of the position of Chairman.
- He/She shall implement or arrange for implementation other business requests made by the BoD not otherwise covered by the stated responsibilities identified for the other officers.

SALARIES

No Officer or Director shall for reason of his/her office be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director for receiving any reimbursement for materials and or other extraordinary business-related expenses approved by the State Captain to accomplish the duties of their office.

OUTSIDE CONSULTANT SERVICES

The BoD shall not hire any paid employees to conduct the necessary business of the organization. This shall not preclude the retention of outside parties to conduct non-routine services, based upon a 60% vote in the affirmative of the BoD.

SPECIAL COMMITTEES

The President and/or Chairman shall appoint all special committees of this organization and their term of office shall be for a period of one year or less if sooner terminated by the action of the Board of Directors.

STANDING COMMITTEES

The President shall appoint members to serve as coordinators for the MIAP and HOTH programs, and their term of office shall be indefinite until resignation or terminated by the President.

ARTICLE VI MEETINGS

SCHEDULE:

The BoD shall meet quarterly each calendar year to address and conduct the business of the organization. Regularly scheduled meeting locations may be anywhere within Washington State geographic boundaries at the discretion and convenience of the BoD and are open to all members. Meetings will be scheduled for time and location to facilitate participation by members from the two regions (East and West) of the state.

Meetings should be scheduled in January, April, July, and October. The Chairman will poll the BoD for a proposed meeting date and location, and shall call the specific date, time, and location. However, the Chairman may deviate from the general schedule based on the needs of the members, the goal of facilitating participation by members, commitments of the organization to its mission and the general needs of the organization.

In the event of conflicts between scheduled meeting dates and mission requirements, within the 30 days between publishing/issuance of the agenda and the meeting date, the Chairman may poll the BoD (telephone or email) to determine the BoD for a preferred course of action – which may include rescheduling the meeting of the BoD and/or changing the location of the meeting.

Meetings should not be scheduled for officially-designated Federal holidays or holiday weekends, and/or those customarily -observed holidays (e.g. Good Friday/Easter, Yom Kippur/Rosh Hashanah) that might unnecessarily limit participation by members of the organization.

EMERGENCY MEETINGS:

Emergency sessions of the BoD may be called for by the President or Chairman. Only one (1) issue may be discussed and voted-upon in any emergency session. This meeting may be conducted by telephone conference call or emails.

NOTICE OF MEETING:

The Chair and/or Secretary shall cause to be distributed to every member in good standing, a notice describing the time and place of such quarterly meeting. Posting of said information in various electronic media may constitute notice given. Notice will be given no less than 30 days in advance of the meeting date, except as provided for above, where mission commitments and emergencies may require re-notification.

QUORUM:

The presence of not less than 60% percent of the BoD shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than two weeks from the date scheduled by these By-Laws. The Secretary shall cause notice of this continued meeting to be sent to all those BoD members who were not present at the meeting originally called.

A quorum as herein before set forth shall be required at any resumed meeting.

Directors may participate by telephone or other electronic means. Availability of a Director by telephone or other electronic communication shall be used for consideration of the presence of a quorum, voting (except as required for votes by ballot), or other actions of the BoD, but only for the time duration of said Director's availability by telephone or other electronic means.

Special meetings may be convened to address emergent business and may be open or closed to general members based on the needs of the meeting. Notices of such meeting shall distributed to all members of the BoD at their addresses of record at least fourteen (14) days before the scheduled date set for such special meeting.

At the request of 60% percent of the BoD, the President shall cause a special meeting to be called but such request must be made at least fourteen (14) days before the requested scheduled date. No other business but that specified in the notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

VOTING:

At all meetings, except for the election of the BoD and disciplinary hearings, all votes shall be by voice. For the election of officers, and disciplinary hearings which may result in the removal from membership or removal of position from a BoD or operational leadership role, votes will be conducted by individual ballots for each individual position.

With the exception of the President, each Director shall have one vote and such vote may be rendered in proxy by written notice to the Secretary. A Director may not have another member vote in his or her place. The President will only vote in the event of tie votes of the regular voting members.

In the case of vote by ballot, there shall not appear any place on such ballot any identifying marks that might tend to indicate the person who cast such ballot.

A candidate for the position of State Captain will be recommended by an outgoing State Captain voluntarily resigning his/her position or otherwise leaving the position without being involuntarily removed, shall be recommended by the BoD and appointed through the PGR National Board of Directors and the National Captain of the PGR. The vote of the BoD shall be by voice vote.

All subordinate leadership positions to the State Captain: e.g. Assistant State Captains District Captains, Senior Ride Captains, and Ride Captains, will be appointed by the State Captain and confirmed by the voice vote by the BoD of the WA PGR.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

At all votes by ballot the chairman of such meeting shall, prior to the commencement of balloting, appoint a committee of three who shall act as "Inspectors of Election" who are not members of the BoD and who shall, at the conclusion of such balloting, document and report results to the BoD.

No inspector of election shall be a candidate for office or shall be personally interested in the question voted upon.

Each Director shall have one vote and such vote may be rendered in proxy by written notice to the Secretary. A Director may not have another member vote in his or her place.

RECORDS:

The Secretary will maintain minutes of all meetings: regular, special or emergent issue/ emergency, of the BoD.

ARTICLE VII AMENDMENTS

These By-Laws may be altered, amended, repealed or added to by an affirmative vote of not less than 75% percent of the BoD.

The undersigned incorporators certifies both that they execute these By-Laws for the purposes herein stated, and that by such execution, they affirm the understanding that should any of the information in these By-Laws be intentionally or knowingly misstated, they are subject to the criminal penalties for perjury set forth in Washington Statutes as if this document had been executed under oath.

GLOSSARY/FREQUENTLY USED TERMS

ASC	Assistant State Captain
BoD	Board of Directors
HOTH	Help on the Homefront
MIAP	Missing in America Project
NATIONAL	Patriot Guard Riders, Inc. (aka “National” Patriot Guard Riders)
PGR	Patriot Guard Riders, Inc. (aka “National” Patriot Guard Riders)
SC	State Captain
WA PGR/WSPGR	Washington State Patriot Guard Riders

SIGNATURE PAGE

Adopted by vote at the meeting of 10 July 2010 in Federal Way, Washington

Signature (President) date

Signature (Vice President) date

Signature (Vice President) date

Signature (Treasurer) date

Signature (Secretary) date

Signature (Chairman) date

Signature date

Signature date

Signature date

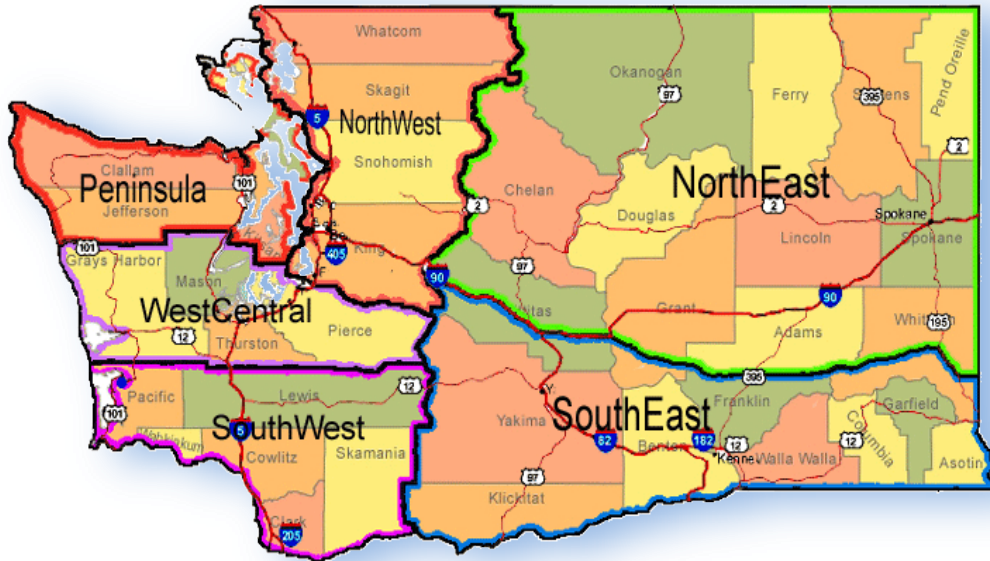
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WASHINGTON STATE DISTRICT BOUNDARIES AS OF APRIL 2010



- Northwest District:** King, Snohomish, Skagit and Whatcom Counties
- Peninsula District:** Clallam, Jefferson, Kitsap, San Juan and Island Counties
- West Central District:** Pierce, Thurston, Mason and Grays Harbor Counties
- Southwest District:** Pacific, Cowlitz, Lewis, Clark, Skamania and Whakiakum Counties
- Northeast District:** Chelan, Okanogan, Douglas, Ferry, Stevens, Adams, Pend Oreille, Spokane, and Lincoln Counties, and
- Kittitas County** NORTH OF I-90,
Grant County NORTH of US 26
Whitman County NORTH OF Hwy 26, and NORTHEAST side of Highway 195 from Colfax (195/26 intersection) to ID State Line
- Southeast District:** Yakima, Klickitat, Benton, Franklin, Walla Walla, Columbia, Asotin, and Garfield Counties, and
- Kittitas County** SOUTH OF I-90,
Grant County SOUTH of US 26
Whitman County SOUTH OF Hwy 26, and SOUTHWEST side of Highway 195 from Colfax (195/26 intersection) to ID State Line

PLACEHOLDER FOR ATTACHMENT “B”
STANDARD OPERATING PROCEDURES
FOR THE BOARD OF DIRECTORS
OF THE WASHINGTON STATE PATRIOT GUARD RIDERS