

National By-Laws

AMENDED AND RESTATED BY-LAWS

IRON SHIELDS

LAW ENFORCEMENT MOTORCYCLE CLUB

Article I **Purpose**

Iron Shields LE MC Inc. (the “Club”) is a nonprofit corporation organized under the New York Not-For-Profit Corporation Law.

The purpose of the Club is for the camaraderie and pleasure of motorcycle riding, service to local communities and promoting the positive image of Law Enforcement. The Club shall serve its members with a professional alternative for Law Enforcement Officers who wish not to be associated with 1% clubs or clubs who emulate them.

Article II Board of Directors and National Council of Presidents

The Club shall be managed by a board of directors that is also known as the National Council of Presidents (the "Council"). The Chapters (as defined in Article III) are the members of the Club. All of the Chapters located within a state shall elect a president (the "State President") to represent such Chapters on the Council. The Council is to be composed of all of the State Presidents. Without limiting the general power of the Council to manage the Club, the Council has the following powers:

- a) To enforce the Mark (as defined in Article XX) and approve all usages of the Mark;
- b) To review, vote on, and approve all proposed amendments to these By-Laws;
- c) To immediately act upon a disciplinary matter or action that affects the Club as a whole;
- d) To coordinate events among Chapters;
- e) To assist with multi-Chapter meetings;
- f) To organize and hold multi-Chapter rallies;
- g) To oversee and delegate investigations into potential new Chapters;
- h) To manage all disputes, challenges, or any disagreements, that cannot be resolved at a State or Chapter level; and
- i) Consider appeals of any decisions made by a State President in which a chapter executive board wishes to appeal. To appeal such decision, the chapter executive board will vote to appeal with a 2/3rd vote, then file a written appeal to each of the Council members. The State President named in the appeal will be able to testify to his/her decision but will be removed during any voting or decision-making process. The appeal must be filed within (30) thirty days of said decision and the Council will have a period of (45) forty-five days to render a decision.

Article III State President

- a) All local chapters of the Club (each a “Chapter”) located within a state shall elect a State President. Each State President has the power and authority to, among other things, oversee the Chapters within the state, investigate all applications for new Chapters to be located within the state, cause new Chapters to be formed, in the State President’s discretion, and investigate any president of a Chapter (a “Chapter President”) who is brought up on charges of by-law violations within their state;
- b) State Presidents will be elected by the majority rule of the entire state membership in which they serve. The election for State Presidents will be held in November of odd years, taking office January of even years. Just as the chapter elections. A State Presidents term will be for a period of four (4) years. Beginning in November of 2017. There are no term limits;
- c) If A State President Resigns, or, in the absence of such resignation will be removed by the Council, for Cause (as defined below). “Cause” means a State President having been found by the Council to have violated the bylaws of a Chapter after such Chapter’s Executive Board files with the Council charges alleging such violation. If a State President resigns or is removed for Cause, the powers of the State President will be transferred to a Chapter President or other person deemed by the Council, in consultation with the Executive Board of the Chapters within the state, to be qualified to serve as State President;
- d) Candidate for State President must meet the following;
 - i. Must have (2) two or more chapters in said state, unless waived by a 2/3rd vote from the National Board;
 - ii. Must have a minimum of (4) four years as a President or Vice President;
 - iii. Must have been elected twice or been appointed one (1) and elected one (1) to one or combination of the seats stated above; (appointed term must exceed 1yr. and 6 months to qualify for the above, anything less will be time served towards the 4 years (Article III, section d- ii.)
 - iv. Must own a motorcycle tagged & titled within his name & state;
 - v. Nominations for state presidents will be held, if one or more in said state is eligible, in October of odd years.
- e) A State President is not required to pay dues;
- f) State Presidents shall wear a “State” tab above their “President” tab on their vest;

- g) Each State President shall issue financial cost sharing reports to all Chapter Presidents within their states, as costs arise for national Club issues. Each State President has the power and authority to collect monies from Chapters within the state for state websites, but must submit invoices for the same to all Chapter treasurers within the state; and
- h) State Presidents may issue directives for the entire state to keep uniformity among chapters and to cover issues that are state specific and are not covered in National Bylaws. These directives are to be in written form and past to all chapter presidents 30 days prior to enforcement. These directives include but are not limited to, the use of side rockers, colors of tabs, meeting requirements, etc.;
- i) State Presidents may NOT create any other state or board positions, with the only exception of a Chaplain [appointed position].

Article IV **Chapter Officers**

- a) Each Chapter shall have an executive board (an “Executive Board”) consisting of the following officers, in order of succession (hereafter known as the chain of command) within the Chapter:
 - i. President;
 - ii. Vice President;
 - iii. Sergeant-at-Arms;
 - iv. Treasurer, Secretary;
 - v. Executive Road Captain; and
 - vi. Committee Chairperson.
- b) Each Chapter shall also have such other officers as are required by law;
- c) The duties of Chapter officers and the chain of command shall be consistent among all Chapters;
- d) The term of office for Chapter officers shall be two (2) years;
- e) Shall uphold the By-Laws of the Club and make recommendations to the Chapter President for acceptance of all new members;
- f) Chapter officers shall attend as least four (4) regular meetings yearly;
- g) Chapter officers shall bring matters of the Chapter to open discussion with members at regular meetings;
- h) In the case of a vacated Chapter officer post, the remaining Chapter officers will appoint a replacement from qualified Chapter members to fill the remainder of the term, upon approval of the Chapter President;
- i) The Chapter officers will administer the Chapter funds and authorize payments by the treasurer by affirmative vote of two thirds (2/3) of the Chapter members;
- j) In the case of impasse, the Chapter President will cast the deciding vote; and
- k) There are no term limits for Chapter officers.

Article V Election of Chapter Officers

- a) Nominations of Chapter officers are to be held at the first meeting of the Chapter's members in October of odd years with a secret ballot election in November and installation of the officer-elect into office the first meeting of January of even years. Election of Chapter officers will be determined by majority vote of the Chapter's Members. Absentee ballots will be made available by the Chapter secretary;
- b) A Chapter officer who wishes to run for a different Chapter or State officer position must vacate their current seat upon the installation of the new board. Example: If you are a Chapter road captain and run for Chapter vice-president and lose, you relinquish your current seat as the Chapter road captain;
- c) Members cannot run for multiple Chapter or State officer positions in a single election;
- d) All current elected seats will not have to be nominated but will have to declare candidacy in the Oct meeting of election years, prior to nominations; and
- e) In order to be eligible to run for a Chapter officer position, the following criteria must be met;
 - i. The candidate must be a Chapter member who is an active or retired, as described in Article XIII (except that a committee chairperson may be a civilian, and be a member of the Chapter in good standing for no less than one year;
 - ii. The candidate must be nominated and seconded by two (2) votes from active Chapter members;
 - iii. The Candidate must have a motorcycle tagged & titled within his name & state; and
 - iv. The Chapter President has full authority to waive the (1) one-year requirement if no one that is qualified is nominated.

Article VI Duties of the Chapter President

Each Chapter President has the power and authority to, among other things:

- a) Carry out the will of the Club;
- b) Preside at all Chapter meetings;
- c) Veto decisions or recommendations of that Chapter's Executive Board, subject to the Executive Board's power to override a Chapter President's veto with a 100% affirmative vote the other members of the Executive Board;
- d) Initiate and/or oversee any and all disciplinary action against Chapter members, ensure compliance with Chapter directives and Club bylaws, and ensure that Club trademarks are used in compliance with rules and regulations adopted by the Club;
- e) Authorize any committee deemed necessary by the Chapter officers;
- f) Represent the Chapter during all interaction with the public; and
- g) Each Chapter President shall wear a "Chapter" above the "President" tab. If the State President is also serving as a Chapter President, then that person shall wear "State" above the "President" tab.

Article VII **Duties of the Chapter Vice President**

Each Chapter vice-president shall perform the duties of the Chapter President in the absence of the Chapter President and perform any other duties at the direction of the Chapter President.

Article VIII **Duties of the Sergeant-At-Arms**

Each Chapter sergeant-at-arms shall:

- a) Call Chapter meetings to order;
- b) Maintain order at all meetings;
- c) Conduct any internal investigation as directed by the Chapter President;
- d) Use best efforts to diffuse all altercations involving Chapter members; and
- e) Perform any other duties at the direction of the Chapter President.

Article IX **Duties of the Treasurer**

Each Chapter treasurer shall:

- a) Maintain Chapter funds and collect dues from all members;
- b) Report all Chapter members not in good standing to the Chapter President;
- c) Pay all authorized Chapter expenses;
- d) File appropriate federal, state, and local taxes;
- e) Send quarterly reports to the State President;
- f) Submit monthly reports to all members at Chapter meetings; and
- g) In the absence of the Secretary, the Treasurer will assume all duties of the Secretary.

Article X **Duties of the Secretary**

Each Chapter secretary shall:

- a) Take minutes at all Chapter meetings;
- b) Make minutes available to all Chapter members;
- c) Maintain a roster of all Chapter members and send a quarterly roster to the State President;
- d) Handle all Chapter correspondence;
- e) Pay expenditures in the absence of the Chapter treasurer;
- f) Be custodian of the Chapter By-Laws and have copies available for distribution to any Chapter member;
- g) Be custodian of the Chapter corporate minutes book;
- h) Validate all Chapter elections; and
- i) In the absence of the Treasurer, the Secretary will assume all duties of the Treasurer.

Article XI **Duties of the Executive Road Captain**

Each Chapter executive road captain shall:

- a) Organize all Chapter rides;
- b) Oversee all ride road captains;
- c) Exercise best efforts to maintain the safety of all riders;
- d) Position riders according to their ability;
- e) Maintain Chapter-owned and Chapter-operated vehicles; and
- f) Maintain emergency contact information on all Chapter members.

Article XII Duties of Committee Chairperson

Each Chapter committee chairperson shall:

- a) Appoint members for each Chapter committee, as needed;
- b) Issue a report of Chapter committee activities at each Chapter meeting;
- c) Organize and supervise all Chapter fundraising and special events; and
- d) Perform such duties as the Chapter president may assign.

**The Chapter committee chairperson is the only position that a civilian Chapter member may hold.
This is an elected position.**

Article XIII Chapter Membership

- a) A person is not eligible to be a member in a Chapter of the Club unless:
- i. such person is an active or retired member of any law enforcement agency of any municipality in the United States of America, unless such person qualifies as a civilian member under the further provisions of this Article XIII;
 - ii. (a) Active – currently employed in good standing with police ID., an is authorized to carry firearms, conduct investigations, make arrests, and serve warrants pursuant to law and policy, within the general population;
 - iii. (b) Retired – years of service to obtain pension benefits from agency, must have retired ID, and also qualify for LEOSA (Law Enforcement Officers Safety Act) – House Bill HR 218;
 - iv. Must meet the requirements of (a), with (b) to follow upon retirement or currently at (b);
 - v. If at any time a LE member loses his or her LE status, they will become a civilian member, and must resign from any board positions that require LE status;
 - vi. such person possesses a valid motorcycle license or valid temporary permit;
 - vii. if such person is a civilian, the Executive Board of the applicable Chapter has determined that such person has skills or can provide services that are likely to benefit the Chapter (each such Member, a “Civilian Member”). No more than ten percent (10%) of a Chapter’s membership shall be Civilian Members. Civilian Members will be afforded full voting privileges on all matters within the Chapter upon which members may vote. Civilian members cannot hold or run for a position as a Chapter officer except for the Chapter committee chairperson office, which may be held by a Civilian Member; and
 - viii. If a chapter falls below the 90% of Law Enforcement members, all civilian recruitment must freeze and will stay that way until the Law Enforcement member numbers are back within the 90%. Already patched civilian members will not be removed from the club but no further additions of such group may be added until standards are met.
- b) Every item or material created for the benefit of a Chapter or the Club will be owned by such Chapter, or the Club, as the case may be. This includes services, items created such as websites and any and all logos;
- c) The Chapter executive board will review all membership applications for eligibility and acceptance;

- d) The Club “colors” are the property of the Club and will remain the property of the club. A Chapter member’s Club “colors” must be surrendered promptly upon notification of the member’ suspension or removal from the Chapter. Any member or former member of a Chapter who fails or refuses to surrender the Club’s colors when required to do so will be subject to any and all legal costs including court costs and attorney fees incurred during the course in recovery of the Club colors;
- e) Only members of a Chapter who are in good standing with such Chapter are authorized to wear the Club colors;
- f) All candidates for membership in a Chapter shall present the following to the Chapter secretary:
 - i. A valid government agency identification of verifiable governmental service;
 - ii. A valid motorcycle license or valid temporary permit;
 - iii. A completed application for membership in the Chapter, in the format; required by such Chapter; and
 - iv. The application fee, if any, required by such Chapter.

Article XIV Duties of Chapter Members

- a) Chapter members shall maintain a sociably acceptable demeanor when on Club activities, wearing colors, and representing the Club. Members will not adorn their vest with any unacceptable decorations, *i.e.*; "DILLIGAF", "FTW", ball-peen hammers, or swastikas;
- b) Criminal activity is strictly prohibited and is grounds for immediate expulsion from a Chapter. The Club is a drug free organization. Any Chapter member arrested and charged with any crime may, at the discretion of the applicable Chapter Executive Board, forfeit their colors and will be on suspension pending legal outcomes;
- c) ONLY Club Colors, consisting of a top and bottom rocker (Iron Shields & state) a center patch (club insignia) with two sides patches (LE & MC), will be attached only to the back of a black leather vest or black leather coat. The Council must approve anything additional;
- d) Chapter members must wear Club colors at all Club Chapter functions, *i.e.*; *meetings and rides*, unless excused by Chapter officers, the Club, or the Chapter President (for example, in the case of undercover officers, etc.);
- e) No Chapter member is to belong to, or associate with any so-called "Outlaw" or "1%" motorcycle clubs;
- f) Chapter members may not wear the colors of any other motorcycle club at any Chapter or Club function;
- g) No patch(s) may be worn on the left side of the Iron Shields vest over the heart, except for the club insignia and the flag of the United States of America, and no such insignia shall be donned or placed above the flag of the United States of America;
- h) All Chapter members shall ride in a safe and lawful manner at all times;
- i) All Chapter members will follow the directions of the road captain while engaged in club rides;
- j) All Chapter members in good standing are entitled to vote in elections and decisions in which voting by Chapter member is permitted;
- k) No member will speak for the Club or any Chapters at any public forum unless expressly authorized by the applicable Chapter President, State President, or the Council of the Club; and

- l) All chapter members when using social media affiliated with the club and/or a chapter, or when posting thoughts and information about the club or pictures with club colors, must maintain acceptable demeanor. Examples are but not limited to; crud or lude photos of members in club colors, disrespectful photos of members in colors, offensive language or disrespectful posts about the club or at another club member, club or chapter business not approved by the chapter president or state president.

Article XV Club/Chapter Meetings

- a) Club and Chapter meetings are to be held once per month, at the locations determined by the Executive Board or the Council, as the case may be, and posted on the website calendar page. Notice of Club and Chapter meetings must also be given in the manner required by applicable law governing the Chapter or the Club, as the case may be. The order of business at Chapter and Club meetings will follow procedures established within guidelines of “Roberts Rules”:
- i. Pledge of Allegiance;
 - ii. Invocation;
 - iii. Approval of last month’s minutes;
 - iv. Unfinished business;
 - v. New business;
 - vi. Chapter President’s report and any message from the State President or the Council of the Club, as the case may be;
 - vii. Report of committees;
 - viii. Open floor; and
 - ix. Treasurer’s report.
- b) Subject to the further provisions of this section, a meeting will only be valid if attended, in person or by proxy, by members constituting at least ten percent (10%) of members entitled to vote, including at least two (2) Executive Board or Council members (as the case may be); provided however, that if such quorum requirement is not valid under applicable law, then a meeting will not be valid unless attended by the number of members required under the applicable law;
- c) Special meetings of the members of the Club or a Chapter can be called by any two (2) Executive Board members or the Council, as the case may be, or 10% of active Chapter or Club membership (as the case may be). Special meetings must be specific to topics identified in the notice of the special meeting and no other business can be conducted at a special meeting. Notice of a special meeting must be given by the Chapter or Club secretary, as applicable, by personal delivery or by first class mail to ALL members of the applicable Chapter or of the Club, in writing (which may include electronic means such as email, as a supplement to personal delivery or first-class mail) at least ten (10) days, but not more than fifty (50) days, before the special meeting by the secretary; and
- d) No blanket proxies will be accepted. Any and all proxies must be for one date and for specific issues identified in the proxy. All proxies must be in writing and signed by the member making the proxy.

Article XVI Resignations, Removals, Suspensions

- a) In the event that any Chapter officer wishes to resign his/her position, such Chapter officer must submit a letter of resignation to the Chapter President for reading at the following meeting;
- b) Any Member can be removed for cause by an affirmative 2/3rd vote of the entire chapter to include but not limited to the following infractions;
 - i. Infractions against the bylaws of the club;
 - ii. Failure to adhere to any and all directives put out by the State or Chapter President;
 - iii. Gross negligence of assigned duties;
 - iv. Gross inactivity;
 - v. Conduct unbecoming a member;
 - vi. Commission of an offence against the good order of the Chapter or Club;
 - vii. Mishandling of chapter fund;
 - viii. Any criminal conviction outside of simple traffic offences.
- c) After a thorough investigation, a vote will be called for the removal of the member, and seconded;
- d) The Chapter officers may suspend or remove any member from the Chapter after following sec B and C, without recovery by the member of any dues or parts thereof paid by that member, and recover the colors for infractions against the by-Laws of the Chapter and or infractions against individual members of the Chapter at the discretion of the Chapter President;
- e) Charge(s) of bylaw violations must be submitted to the Chapter secretary in writing; such charges must be signed by the Chapter sergeant-at-arms and presented to the Chapter President;
- f) The State President will be in charge of all investigations of Chapter Presidents;

Article XVII Chapter Charter Members

- a) Charter membership designation shall be at the discretion of the applicable State President; and
- b) Please see section titled “Life Members” Article XXII for additional information.

Article XVIII Chapters

- a) All Chapters within the same state shall be greater than 50 miles from one another.
- b) The State President will interview and establish what protocol is needed to have new Chapters;
- c) All new Chapters must have a minimum of 5 members to be eligible as a Chapter;
- d) Chapters must be names after a city or Geographical region within their local area. Nicknames or names of individuals are not permitted as chapter names. All names must be approved by the Council;
- e) Each Chapter will have an Executive Board and will be responsible for their own funding;
- f) Chapter members will wear a side rocker on their left side of their vest or a tab on the upper right side of their vest that will read their chapter name. This will be authorized once a state has (2) two or more chapters and at the discretion of the State President for uniformity reasons." See Article III section (h);
- g) All Chapters must send at least one (1) member each year to the Club's national rally (the "National Rally"). The National Rally will rotate among the states. The State President will determine which Chapter within his or her state will be the "Hosting Chapter"; and
- h) Any and all chapters started after April 15th, 2014 will be subject for a (1) one-year probationary period. During this period, the National Council may revoke a chapter's charter without cause.

Article XIX **First Chapter in a State**

In order to start a Chapter in a State where there is no existing Chapter, an applying group shall:

- a) have a minimum of five (5) members, at least two (2) board members of whom must sign and notarize a copy of the Club's By-Laws;
- b) satisfy any directives of the Council;
- c) Have each of its members attend at least one (1) executive meeting and general meeting of the closest Chapter before applying; and
- d) When a chapter is started or a chapter is in a state without a state president, the Council will assign a current state president to oversee that state until such time a state president is elected in said state.

Article XX Trademark and Merchandise

- a) The Club is the owner of the following collective membership trademark which is registered at the United States Patent & Trademark Office, Registration No. 3375627 (the "Mark"):



- b) The Mark is a collective membership mark, the sole purpose of which is to indicate membership in the Club or its Chapters, including membership in the Chapter. As such, the Mark may be used by all members of the Club, including Chapters, in accordance with standards set by the Club, which is managed by the Council;
- c) Each member of a Chapter of the Club is provided with the patches to be sewn in accordance with these By-Laws onto a leather motorcycle-riding vest. Upon resignation or other termination of membership, the patches must be returned to the Club's control; and
- d) All clothing (including but not limited to t-shirts, pants, jackets, hats, bandannas, etc.) or other materials (including but not limited to mugs, cups, glass wear, etc.) bearing any Club trademark or logo must be approved by the applicable Chapter Executive Board before manufacture and distribution.

Article XXI **By-Laws**

- a) The By-Laws of the Club are binding on all Chapters; and
- b) The Club's By-Laws may be amended only by affirmative vote of a majority of the Council. Proposed amendments to the Club's By-Laws must be presented to the Council in writing by the secretary of the Chapter proposing the amendment.

Article XXII Founding Members

- a) The following persons shall be noted and recognized as founding members (the “Founding Members”) and shall be granted the privileges of Founding member status:

Joseph Cornetta

Kenneth Snopkowski

Lou Cicio

Woodward Webb

Julia Dombrowski

Fr. Joe DeVencenzo

Phil Kufahl

Robert Young

Steve Norman

Pat LaBella

James Zarakas

- b) Founding Members shall be afforded the rights to retain their chapter colors for life;
- c) Founding Members shall be allowed to display a “Founding Member” indication on their Chapter vest;
- d) Designation and title of Founding Member does not afford power or authority over any other Chapter member; and
- e) Founding Members shall not be relieved of duties and responsibility to pay yearly dues.

Article XXIII Life Members

- a) Any member who has held the highest seat affordable by the Iron Shields Nation, of State President, shall be granted the privilege of a “Life Member” status:

Or has been a member for 10 years or better, and has held a board position of its full term (2 years) x two, for a total of 4 years of board service. Consecutive terms are not required.

Or a member with a total of 15 years or better, is also afforded the right of Life Member

- b) Life Members shall be afforded the rights to retain their chapter colors for life;
- c) Life Members shall be allowed to display a “Life Member” indication on their Chapter vest;
- d) Designation and title of Life Member does not afford power or authority over any other Chapter member; and
- e) Life Members shall not be relieved of duties and responsibility to pay yearly dues. Unless currently seated as State President as stated in bylaws.

LIFE MEMBERS

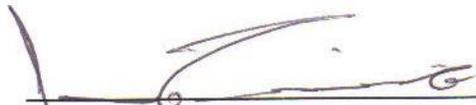
NEY YORK – JOSEPH CALDERARO, 2011
MARYLAND – JOSEPH FIORAVANTE, 2011
WEST VIRGINIA – CHUCK NOLL – 2011
OHIO - CHAD ESSERT, 2011
NEW YORK – STAN HIRT, 2012
PENNSYLVANIA – RON HEGE, 2012
INDIANA – CARL CHIP DURBIN, 2013
MARYLAND – TIMOTHY PHEABUS, 2018
OHIO - COREY HERREN, 2018

The foregoing Amended and Restated By-Laws of The Iron Shields LE MC Inc., have been amended from the original N.Y. 2007 Iron Shields L.E.M.C., Inc. Constitution and By-Laws.

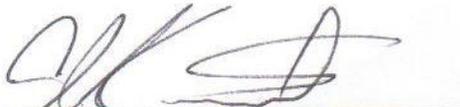
Signed and accepted this 15th day of MAR in the year 2011, by:


Joseph Calderaro
New York State President

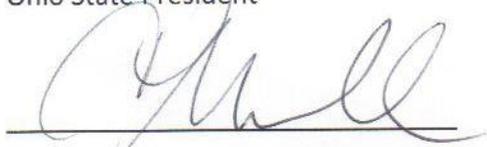
V.P. sign: Stanley Hirt Jr.
print: STANLEY HIRT JR.


Joseph Fioravante
Maryland State President

V.P. sign: Franklin W. Lee Jr.
print: FRANKLIN W. LEE JR.


Chad Essert
Ohio State President

V.P. sign: _____
print: _____


Chuck Noll
West Virginia State President

V.P. sign: Jeremy Young
print: Jeremy Young