

**BYLAWS  
OF  
INFRAGARD NATIONAL MEMBERS ALIANCE  
(INMA)**

**PREAMBLE**

The Corporation is organized and shall operate exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code. It shall develop and maintain relationships with “Strategic Partners” whose mission can be supported by the Corporation’s information sharing efforts. The Corporation’s “Strategic Partnerships” will subsequently lead to the establishment of a trusted relationship that will foster the exchange of information relevant to the protection of the national infrastructure. “Memoranda of Understanding” (the MOU) shall define the relationship of the InfraGard National Members Alliance (INMA) to its Strategic Partners. MOUs will be established by the Board of Directors of the INMA in conjunction with the Partner named in the MOU.

**PURPOSE**

The purpose and primary objective of the INMA is to increase the security of the United States national infrastructures through ongoing exchanges of information relevant to infrastructure protection and through education, outreach, and similar efforts to increase awareness of infrastructure protection issues.

**ARTICLE I**

**OFFICES AND REGISTERED AGENT**

Section 1. Definition of Terms. A glossary of terms is located in Appendix A of these bylaws.

Section 2. Registered Office and Registered Agent. InfraGard National Members Alliance, Inc. (the INMA or the “Corporation”) shall have and continuously maintain a registered office in the State of Delaware and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of Delaware or a corporation authorized to transact business in the State of Delaware.

Section 3. Other Offices. The INMA may have such other office or offices, at such suitable place or places within or without the State of Delaware, as the INMA Board of Directors (the “Board of Directors”) may from time to time determine as necessary or desirable for the conduct of the affairs of the Corporation.

**ARTICLE II**

**MEMBERSHIP OF THE CORPORATION**

Section 1. Membership. The Membership of the INMA shall consist of InfraGard Members Alliances (as defined in Article III). Only an InfraGard Members Alliance (IMA) shall have the right to vote. Each IMA shall have one vote as determined by the IMAs bylaws.

Section 2. InfraGard Members. InfraGard Membership shall be determined and controlled by the FBI pursuant to standards developed in consultation with the INMA. Each InfraGard Member must be affiliated with an IMA. InfraGard Members with “Affiliate Voting Rights”, as defined in Article III, of an IMA shall have the right to vote on local IMA matters, as provided in Article III.

Section 3. Termination of Membership. The Board of Directors or IMA Executive Committee (of the member in question), by a two-thirds vote, may recommend to the FBI that it terminate the membership of an InfraGard Member pursuant to procedures codified in the Membership Documents.

Section 4. Membership Dues and Other Expenses. The Board of Directors, by a 2/3 vote of all the IMAs, may establish dues that the IMAs shall be required to pay to the Corporation to fund the Board’s obligations as set forth in these Bylaws. In addition, each IMA Executive Committee may establish dues or other fees that an InfraGard Member shall be required to pay to the IMA with which he or she is affiliated. Any funds so collected by an IMA will be administered by the IMA Executive Committee in compliance with the rules enacted by the IMA for the proper handling of funds and may be subject to audit by the Board of Directors or an authorized representative. IMAs shall have the right to audit the financial statements of the INMA on a quarterly basis as provided by the Treasurer of the Corporation. All dues or other funds collected from InfraGard Members will remain in the possession of the Corporation or the IMA, as the case may be, and shall not be held, administered, or distributed by any Strategic Partner. No funds collected from InfraGard Members shall be used to fund any US Government Agency /Organization activities or otherwise augment the authorized budget of such agencies/organizations.

Section 5. Other Expenses of Membership. IMAs shall bear any expenses associated with their Membership in the INMA. The INMA may defray the expenses of an IMA at its discretion.

### ARTICLE III

#### **INFRAGARD MEMBERS ALLIANCES**

Section 1. Establishment. As of the effective date of these Bylaws, the Corporation will be organized into individually incorporated InfraGard Members Alliances (IMA) according to a list maintained by the Secretary of the Corporation. The name of an IMA will include a geographic location inserted between the words InfraGard and Members in the title. As an example the IMA located in “Anywhere” will be legally designated as the “InfraGard Anywhere Members Alliance”. The use of the name “InfraGard”, a registered

mark of the FBI, is closely regulated and shall be used only in strict accordance with the MOU that is developed by the INMA and the FBI. IMAs shall promote the programs and interests of the Corporation in a specific geographic area. Each Local Chapter shall adhere to the Corporation's principles, purposes, objectives and policies. Each IMA shall at a minimum enact its own set of bylaws consistent with the Bylaws of the Corporation and shall not grant any rights or privileges expressly or by omission that violates the scope and intent of the bylaws of the INMA. In addition, each IMA shall conform to national policies regarding minimum requirements necessary for formation and operation as they may be amended from time to time.

Section 2. Additional IMAs. Any grouping of InfraGard Members may request provisional recognition as a new IMA through the Board of Directors, which may approve such request upon concurrence from the FBI. A grouping of InfraGard Members obtaining provisional recognition, by the INMA Board of Directors, shall be known as a "Provisional Alliance." As a Provisional Alliance it may not be funded in any way by INMA. At the National Congress, as its first order of business, Provisional Alliances may be recognized and approved by a simple majority vote of the IMAs present at the meeting casting one vote per Alliance present. Provisional Alliances, which are approved, will be recognized as IMAs. The newly formed IMA must submit, to the Secretary of the Board of Directors, "IMA Bylaws" within 90 days of acceptance.

Section 3. IMA Administration. InfraGard Members may affiliate with any IMA in the country. InfraGard Members may choose to exercise their "Voting Rights" at any IMA in the country in accordance with national policy. These Voting Rights shall give the InfraGard member a vote in the affairs of the chosen IMA. An InfraGard Member with voting rights in an IMA shall be termed a "Voting Affiliate" of said IMA. An InfraGard Member may only act as a Voting Affiliate in one (1) IMA. A new InfraGard Member's status as a Voting Affiliate may, but is not required to, be retained by the IMA Executive Committee for a 90 day probationary period during which the InfraGard Members status as a Voting Affiliate may be rejected by the IMA Executive Committee subject to the IMAs bylaws and any INMA national policy. An IMA Executive Committee may request a 60 day extension of the probationary period by filing a notice of the intent to do so with the Secretary of the INMA not less than 30 days prior to the end of the original 90 day period. The voting rights of an existing InfraGard member may be transferred to another IMA of the Member's choosing according to national policy. After 90 days, if the IMA Executive Committee takes no action, the voting rights of the Voting Affiliate shall be deemed valid for the conduct of business in the accepting IMA. The Voting Affiliates of an IMA shall at least bi-annually elect an executive committee ("IMA Executive Committee"), consisting of at least three individual Voting Affiliates, with each having one (1) vote. The members of the IMA Executive Committee shall be the Voting Affiliates receiving the greatest number of votes. The composition of the IMA Executive Committee may not include more than one person from any single corporation (including its subsidiaries and affiliates) or immediate family relationship. No one shall be allowed to serve on more than one IMA or INMA Executive Committee concurrently. Each member of the IMA Executive Committee shall serve until his or her successor is elected or qualified, unless such member is removed by the IMA Executive Committee or the

Board of Directors for cause, the Member resigns from the IMA Executive Committee, or such member's membership in InfraGard is terminated. Any member of the IMA Executive Committee may resign at any time by giving written notice to the Executive Committee. Such resignation shall take effect at the time specified in such notice, or, if no time is specified, at the time of acceptance thereof by the IMA Executive Committee. A member of the IMA Executive Committee may be removed as so defined in the IMA bylaws, or by a two-thirds vote of the whole then serving Board of Directors of the Corporation, for engaging in any documented conduct prejudicial to the best interests of the Corporation or other cause in the opinion of the IMA Executive Committee. A rejected or removed member may appeal the decision of the IMA to the Board of Directors. If a member resigns from the IMA Executive Committee before such member's term expires, the IMA shall identify a replacement in accordance with the IMA's Bylaws. The IMA Executive Committee shall have responsibility for its own local affairs and for liaison with the local Partner Coordinator. The IMA Executive Committee may organize itself, as it deems appropriate in light of the circumstances of the respective Local Chapter, and may establish officers and subordinate committees as appropriate, unless such organization is not consistent with these Bylaws or national policy, as such documents may be amended from time to time. In addition to electing the IMA Executive Committee, the IMA shall enact its own bylaws addressing matters of administration, organization or other matters, unless such organization is not consistent with these Bylaws or the Certificate of Incorporation of the Corporation, as such documents may be amended from time to time. IMA Executive Committees are encouraged to reach out in their communities and work in partnership with organizations that further the mission of the Corporation. In the event that an IMA Executive Committee enters into a formal agreement with an outside entity said agreement must be filed with the Secretary of the Corporation, in order to build a repository of such agreements and to avoid conflict with existing MOUs.

## ARTICLE IV

### **MEMBERSHIP MEETINGS**

Section 1. Regular Meeting. A regular annual meeting of the Members (the "National Congress") shall be held at least once a year, at such time, day and place as shall be designated by the Board of Directors. IMA Executive Committees may make recommendations in the development of the "National Congress" agenda. Such recommendations must be provided to the Board of Directors in a timely manner prior to the proposed meeting dates to insure proper review and coordination. The Board of Directors may designate other regular Membership meetings, which may be held at such time, day, and place as necessary. All meetings will be conducted pursuant to Roberts Rules of Order as designated by the National Board.

Section 2. Special Meetings. Special meetings of the Members may be requested by a two-thirds vote of the Board of Directors or upon written request to the Secretary of the Corporation from a majority of the IMAs.

Section 3. Notice of Meetings. Notice of the time, day, place, and purpose of each meeting, barring emergency circumstances, shall be given to all Members of the Corporation not less than thirty (30) calendar days nor more than sixty (60) calendar days prior to the meeting date in the manner set forth in Section 2 of Article IX hereof.

Section 4. Quorum. A quorum for the transaction of any and all business at the National Congress or any regular or special meetings of IMAs shall consist of not less than a majority of the total number of IMAs, each having one (1) vote, present in person. If a quorum is not present, a majority of the IMAs present may adjourn the meeting to a future time, without further notice being required. IMAs may vote on National issues using an extra-Congressional voting process, as approved by the majority of the IMAs, to be distributed by the Board of Directors to IMAs before its use.

## ARTICLE V

### **BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors of the Corporation shall manage, supervise and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Certificate of Incorporation of the Corporation, or these bylaws. The Board of Directors shall serve in an oversight capacity with regard to IMA administration, so as to insure that all IMA activities are consistent with the Corporation's bylaws and support the Purpose of the Corporation as identified in the Certificate of Incorporation and in the Corporation's bylaws. Board of Directors shall not be compensated for their participation as a member of the Board. Subject to the limitations set forth in these bylaws, the Board of Directors shall be vested with the powers possessed by the Corporation itself, including the powers to appoint and remunerate agents and employees (including the power to delegate some or all of the Board of Director's authority), to establish the budget of the Corporation, to disburse the funds of the Corporation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Directors, with a two-thirds vote of the whole Board, may take such action to amend, modify or repeal any Article or Section therein of the Corporation's bylaws. Any changes to the bylaws must be ratified by a majority vote of the IMA's

Section 2. Administration of IMAs and National Policy. The Board of Directors shall exercise oversight responsibility of the IMAs, to insure the Purposes of the Corporation are followed. The Board of Directors shall maintain a high level of liaison with the responsible FBI InfraGard Program Manager and/or Partner Coordinator to ensure that IMAs operate subject to and in accordance with national policies. The InfraGard Manager and/or Partner Coordinator may request to be in attendance at INMA Board of Director meetings. The Board of Directors shall coordinate with IMAs in the modification to or development of INMA national policy. The Board of Directors shall be solely responsible for the establishment of MOUs with all partner organizations at the national level.

Section 3. Number, Election and Qualifications. Each director shall serve until his or her successor is elected and qualified, unless such director first resigns or is removed. The Board of Directors shall be composed of seven (7) elected directors or such lesser number as may occur from time to time due to the resignation or removal of a director. In order to serve as a director of the Board of Directors of the Corporation, the candidate must be an individual Member in good standing of InfraGard. The Board may not include more than one person from any single corporation or family. In addition, no one may serve on the INMA Board and as an IMA corporate officer, or voting delegate of an IMA concurrently. Any corporate officer of an IMA or delegate with voting rights for the IMA must resign said office upon election to the INMA Board of Directors. A majority of the Board of Directors shall constitute a quorum, and each director shall have one (1) vote. At least sixty (60) calendar days prior to the National Congress, the IMAs may each nominate one member for consideration to the Board of Directors, The list of nominees shall be sent to each IMA together with at least thirty (30) calendar days' advance written notice of the National Congress. Further nominations in writing, signed by at least twenty (20) Voting Affiliates shall be presented for election if received by the Board of Directors at least ten (10) calendar days prior to the National Congress. In addition, all nominees to the Board must submit a 'Disclosure Statement', in such form as the Board may determine, to the Secretary of the Corporation at least ten (10) days prior to the National Congress. The Disclosure Statement will include any and all corporate or personal contacts or relationships that may present a conflict of interest or otherwise might impede the members' ability to serve on the Board in an objective manner. Standing Board Members will be responsible for updating their Disclosure Statements during their terms in office with the Secretary of the Corporation. The Secretary of the Corporation will make such statements available to the IMAs upon request. Members of the Board of Directors may serve not more than two (2) consecutive two-year terms. The Board of Directors shall elect one (1) of its directors, who may be an officer of the Corporation, to serve as Chairperson of the Board of Directors.

Section 4. Resignation. Any director may resign at any time by giving written notice to the Chairman of the Board. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the Chairman of the Board.

Section 5. Advisory Committee. An Advisory Committee may be appointed by a majority of the regular Board of Directors and will serve for two (2) years. Advisory Committee appointees may serve for no more than four (4) consecutive terms with the exception of the designated FBI InfraGard Program Manager or Partner Coordinator, who shall have a permanent position on the National Advisory Committee. Advisory Committee participants will be non-voting members of the Board and will act in an advisory capacity only. Advisory Committee members may or may not be InfraGard Members.

Section 6. Removal. A director may be removed by two-thirds vote of the whole Board consisting of all directors who are not, at the time, the subject of such action on proceeding at any regular or special meeting of the Board of Directors for engaging in documented conduct prejudicial to the best interests of the Corporation, its members or

contrary to the purpose of the Corporation. A member of the Board of Directors can be removed by a two-thirds vote of all the IMAs. A member of the Board of Directors can be recommended for removal by a majority vote of all the IMAs based upon documented evidence that the Board Member failed to perform or have acted in such a fashion that was detrimental to the membership or to the purpose of the Corporation. Such a recommendation shall be presented to the Board of Directors and shall result in removal upon a two-thirds vote of a quorum consisting of all directors who are not, at the time, the subject of such action or proceeding.

Section 7. Vacancies. Any director vacancy in the directors shall be filled for the unexpired term with the majority concurrence of the IMAs.

Section 8. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year immediately following the National Congress or at such time not to exceed thirty (30) calendar days, with the location and time designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the Chairman of the Board or by a majority vote of all Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 10. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten (10) calendar days previous thereto in the manner set forth in Section 2 of Article IX of these Bylaws. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 11. Quorum. A majority of voting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, a majority of the directors present may adjourn the meeting to a future time without further notice being required.

Section 12. Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of the Corporation, or these Bylaws, the affirmative vote of a majority of the voting directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each elected director shall have one (1) vote. Voting by proxy is permitted. At any meeting of the Board of Directors, a member may vote either in person or by proxy executed by the member or the members duly authorized attorney-in-fact. No proxy shall be valid after forty-five (45) calendar days from the date of its execution, unless otherwise stipulated in the proxy.

Section 13. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless a Board action if written consent to the action in question is verified by electronic mail or signed by all of the voting directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. The Corporation's Secretary shall be responsible for meeting minutes and shall make them available to the IMAs not more than 30 days from the conclusion of the meeting.

Section 14. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other and such participation in a meeting, shall be deemed present in person at such meeting.

## ARTICLE VI

### **OFFICERS**

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of who shall be individual InfraGard Members and who may also be members of the Board of Directors. The Corporation shall have such other officers and staff, as the Board of Directors may from time to time deem necessary. Such Officers have the authority to perform the duties prescribed from time to time by the Board of Directors. One person may hold more than one office, other than the offices of President and Treasurer. The Board of Directors may approve compensation for any Officer of the Corporation consistent with the Corporation's 501(c)(3) status. Any Board member who accepts a paid position with the Corporation must resign from the Board.

Section 2. Election of Officers. The Board of Directors shall elect the Officers of the Corporation no sooner than 7 days and no later than 60 days following the election of the new Board or Directors.

Section 3. Term of Office. The Officers of the Corporation shall hold office for one year or until the next appropriate annual meeting of the Board of Directors or until their respective successors shall have been duly elected and qualified.

Section 4. Resignation and Designation of Successors. Any officer may resign at any time by giving written notice to the President. Such resignation shall take effect at the time specified therein, or, if no time is specified, at the time of acceptance thereof as determined by the President.

Section 5. Removal. Any officer may be removed by a 2/3 vote of the whole Board of Directors at any regular or special meeting of the Board at which a quorum of the whole Board is present, whenever in its judgment the best interests of the Corporation would be served thereby, but, such removal will be without prejudice to the contract rights, if any, of the officer so removed.



Section 6. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 8. Vice President. In the absence of the President or in the event of the President's inability or refusal to act in the best interest of the organization as determined by the Board of Directors (under Article VI, sections 5 & 6) the Vice President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice President shall perform such other duties as from time to time may be assigned by the President or Board of Directors.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation (if any); and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors. All financially related accounts established and/or maintained by the Treasurer shall be subject to random audits by a third party as designated by the Board. Reports of such audits will be made available to Board of Directors, and the IMAs, and will be available for review by the US Government designated point of contact.

Section 11. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

Section 12. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee or agent of the corporation as a director, officer, employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against liability under the provisions of the Delaware not-for-profit corporation statutes.

## ARTICLE VII

### **COMMITTEES**

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws, as noted in Article V of these ByLaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Incorporation of the Corporation, as noted in Article V, of these ByLaws; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law upon the Board or upon the director. Committees shall be established to address organizational issues and needs.

Section 2. Budget Committee. The Budget Committee of the Board of Directors shall consist of the committee chair, the Treasurer, and no less than two (2) other Directors. The President of the Corporation serves as an ex officio member of the Committee. The Budget Committee shall review and recommend for approval to the Board of Directors the Corporation's annual budget as prepared by the President. The Committee shall monitor the expenditures of the Corporation.

Section 3. Audit Committee. The Audit Committee of the Board of Directors shall consist of the committee chair and no less than two (2) other directors. The chair of the Budget Committee and the Treasurer are excluded from membership on the Audit Committee. The Audit Committee shall cause the accounts and funds of the Corporation to be audited and certified annually by a certified public accountant selected by the Board of Directors, shall define the scope of the audit to be performed and shall review the financial

statements of the Corporation prior to their submission to the Board of Directors. The Audit Committee may examine and consider such other matters relating to the internal and external audit of the accounts of the Corporation and its Membership and relating to the Corporation's and its Membership's financial affairs.

Section 4. Ethics Committee. The Ethics Committee is responsible for monitoring the ethical practices of the Corporation, serving as advocates for the ethical practices of the membership, and hearing complaints and making appropriate recommendations regarding violations of the Corporation's bylaws and Code of Ethics to the INMA Board of Directors. Ethics Committee Rules are located in Appendix B of these bylaws.

Section 5. Other Committees. The Board of Directors may create, and appoint members to or appoint a chair who shall appoint members to, such committees as they shall from time to time deem appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not directors shall have and exercise any authority of the Board of Directors in the management of the Corporation.

Section 6. Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 7. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 9. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

## ARTICLE VIII

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be

signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or the Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## ARTICLE IX

### **MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 through September 30, of the following year.

Section 2. Notice. Whenever notice is required to be given to a director, IMA representative, or officer under the provisions of these Bylaws, the Certificate of Incorporation of the Corporation or statute, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, telefax, electronic mail, telecopy or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or no later than the close of the next business day.

Section 3 Seal. The official seal, if any, of the Corporation shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Board of Directors shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal for any purpose upon approval by the Board of Directors.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Members, the proceedings of its Board of Directors and those of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors. Such records and books shall be subject to audit on a random basis with reports of audit provided to the

standing Board of Directors and made available to the US Government Agency/Organization designated point of contact.

## ARTICLE X

### **INDEMNIFICATION**

The Corporation shall indemnify each director and each of its officers, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation that his or her conduct was not committed in bad faith, was not the result of active or deliberate dishonesty, and did not result in him or her actually receiving an improper personal benefit in money, services, or property, and, in the case of a criminal action or proceeding, in addition, that he or she had no reasonable cause to believe that his or her conduct was unlawful. A nonjudicial determination that the officer or director has met the foregoing applicable standard of conduct by (1) the Board of Directors acting by a majority vote of a quorum consisting of directors who are not, at the time, parties to such action or proceeding or if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting solely of two or more directors not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full Board of Directors in which the designated directors who are parties may participate; or (2) The opinion in writing of special legal counsel selected by the Board of Directors or a committee of the Board of Directors by majority vote of a quorum consisting of directors not, at the time, parties to the proceeding, or, if the requisite quorum of the full Board of Directors cannot be obtained therefore and the committee cannot be established, by a majority vote of the full Board of Directors, in which the directors who are parties may participate. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

Every reference herein to a member of the Board of Directors or officer of the Corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable attorneys fees and expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Anything to the contrary notwithstanding, the Corporation shall not indemnify directors or trustees or other persons or entities, pay their expenses in advance or pay insurance premiums on

their behalf if such indemnification payment, advance expense payment, or payment of insurance premium shall constitute a violation of any provision of the Internal Revenue Code of 1986, as amended (or corresponding provision of any applicable future United States Internal Revenue Service law).

BYLAWS  
OF  
INFRAGARD NATIONAL MEMBERS ALLIANCE

APPENDIX A  
GLOSSARY OF TERMS

**INMA**

**The InfraGard National Members Alliance.**

The INMA is a Not-for-Profit Members Corporation that has been granted 501(c)(3) status by the IRS. Its Members are the IMAs that have signed an “operating agreement” with the INMA.

**Board of Directors of the INMA (or the “National Board”).**

The BoD of the INMA is elected by the IMAs at the National Congress

**Advisory Board**

An Advisory Board Member is appointed by the Board and serves the Board in an Advisory capacity only. Advisory Board Members have no vote on the Board or in the affairs of the INMA.

**IMA**

**InfraGard [locality] Members Alliance.**

An IMA is a Not-for-Profit Corporation that has been granted 501(c)(3) status by the IRS. The IMAs are the legal members of the INMA pursuant to the conditions contained in the operating agreement.

**IMA Executive Committee (or the “Executive Committee”)**

The Executive Committee will be the Officers of the IMA. Each IMA must have at least three (3) officers including a President, a Treasurer, and a Secretary. The officers are elected by the InfraGard Members who have voting rights in the IMA.

**InfraGard Member**

An InfraGard Member is person who has been accepted by the FBI to participate in its InfraGard Program.

**Voting Affiliate**

A Voting Affiliate is an InfraGard Member that has been granted voting rights by an IMA.

**Local Chapter**

A local chapter is made up of three (3) components: an IMA, an FBI field office, and a group of InfraGard Members that are voting affiliates of said IMA.

**MOU Memoranda of Understanding**

The MOU with the FBI will define and clarify the rights and responsibilities that exist between the INMA, its members (the IMAs), and the FBI’s InfraGard Program.

BYLAWS  
OF  
INFRAGARD NATIONAL MEMBERS ALLIANCE

APPENDIX B  
ETHICS COMMITTEE

PREAMBLE

The InfraGard National Members Alliance takes Ethics concerns very seriously; such concerns must be given a forum for appropriate and fair consideration. The INMA strives for careful balance to ensure that the Ethics process is not used inappropriately and that the rights of the accused are fairly protected. The INMA will take appropriate action either if violations are found or if malicious accusations are made.

ETHICS COMMITTEE RULES

- I. **Objective:** The Committee is responsible for hearing complaints and making appropriate recommendations regarding violations of the Corporation's bylaws and Code of Ethics to the INMA Board of Directors.
- II. **Scope:** The Ethics Committee is a temporary Committee formed when an Ethics Complaint is filed and dissolved after making a final report to the INMA Board of Directors.
- III. **Committee Members:** The Ethics Committee shall be comprised of seven (7) randomly selected<sup>1</sup> IMA Presidents or Officers. Unable, unwilling, or conflicted random selections shall be skipped. Each member shall have one (1) vote in all committee proceedings.
- IV. **Committee Chair:** The Ethics Committee Chair shall be annually appointed by the INMA Board of Directors. The Chair is a non-voting position. The Ethics Committee Chair shall be a current IMA President, an InfraGard Member in good standing, and shall not be a Director of the INMA or Officer. The Ethics Committee Chair shall not be appointed for more than 2 consecutive terms.
- V. **Rules of Order:** The Committee shall follow Robert's Rules of Order, Newly Revised.
- VI. **Actions:** Ethics complaints/accusations are taken seriously by the INMA and shall receive prompt attention and resolution

**A. Procedures for Addressing Complaints and/or Accusations**

- 1). An ethics complaint must be submitted by an IMA (meaning the support of at least a majority of the IMA Board subject to IMA Bylaws). If the complaint concerns

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<sup>1</sup> The random selection shall be executed by an uninterested outside party such as a law firm, accounting firm, LSU, or by consulting a published Table of Random Numbers.



members of the IMA board, special considerations will be given. By filing an Ethics complaint, each InfraGard Member signing the complaint is representing their belief that an Ethics violation has occurred; as such, they will share the liability equally if the complaint is found to be inappropriate, malicious, or in bad faith. By filing the complaint, the accusers also agree to maintain confidentiality throughout the process.

- 2). The complaint/accusation must be in writing and must include the name and signature(s) of the member(s) making the complaint and the names of the IMA Executive Committee members that have put forward the complaint to the Secretary of the Corporation for consideration by the Committee.
- 3). The complaint/accusation must specify in reasonable detail the InfraGard Member's<sup>2</sup> alleged violation of the INMA bylaws or Code of Ethics and the evidence supporting such claim.
- 4). The complaint/accusation must be filed with the Secretary of the Corporation. If the Secretary is the subject of the complaint, said complaint may be filed with the Chairman of the Ethics Committee.
- 5). If a participant in this process (such as the Ethics Committee Chairman or a Director of the IMA/INMA) is a party to the complaint, that participant shall not be involved in the process of resolution, except as complaining party or accused member.

#### **B. Secretary of the Corporation**

- 1). Contacts the complaining party(s) to confirm intent to file a complaint and clarify the issues(s).
- 2). Confirms that the requirements under VI(A)(2) and VI(A)(3) are satisfied, and sends a copy of the "Ethics Committee Rules" to the complaining party(s).
- 3). Notifies the President of the INMA and the Chair of the Ethics Committee that a complaint has been filed and forwards a copy of the complaint to the Ethics Committee Chairman without disclosing the parties or details to anyone else including the Board.
- 4). Makes a good faith effort to notify the accused member of the complaint/accusation by telephone.

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<sup>2</sup> Only InfraGard Members can be the subject of an Ethics Complaint. To lodge an Ethics complaint against a non-member employed by or affiliated with an InfraGard Partner, contact the Internal Investigations group within the appropriate organization.

- 5). Within fifteen (15) calendar days of receipt of complaint, forwards the complaint to the alleged violator pursuant to the provision for providing “Notice” as defined by the bylaws Article IX Section 2.
- 6) A respondent has (30) calendar days to file as response to the complaint/allegations with the Secretary of the Corporation.
- 7) Forward the complaint and all responses in their entirety to the Ethics Committee Chair as soon as received.

### **C. Ethics Committee**

- 1). Within sixty (60) calendar days of receipt of complaint, the Committee Chair shall have caused the seven (7) member Ethics Committee to be formed pursuant to section III and have called at least one meeting of the Committee through conference call or physical attendance. This meeting will be a closed meeting and limited to Ethics Committee members only.
- 2). The Ethics Committee may request further written documentation from either party and may conduct any necessary investigation, as they deem appropriate.
- 3). The Ethics Committee shall determine if the INMA bylaws apply or whether the InfraGard member has violated the Code of Ethics or his/her role/responsibility as it relates to InfraGard Membership.
- 4). The Ethics Committee shall develop a report of its findings, which shall include a summary of the alleged action, the Committees findings, and a recommendation of what action should be taken regarding the complaint.
- 5). Within thirty (30) calendar days following the first meeting of the Ethics Committee, the Ethics Committee Chair shall forward the report of its findings to the INMA Board of Directors.
- 6). In its deliberations and communication of recommendations. The Committee shall comply with policies for preserving confidential information, and should refrain from discussing any matter before the Committee outside of the established process.
- 7). The actions of the Ethics Committee shall be in accordance with Article VII, Section 4 of the INMA bylaws.

### **D. Board of Directors**

- 1) The Board of Directors of the INMA may accept the recommendation of the Ethics Committee or request further information or testimony from the complaining or accused party. The information must be gathered in writing.

- 2) If the Ethics Committee finds that the complaint is valid and has merit, the Board of Directors may not decide to dismiss the complaint but may decide to conduct a hearing. If the Board elects to conduct a hearing, all affected parties will be notified.
- 3) In the event of a hearing, the Board of Directors will serve a hearing notice and a copy of the complaint/accusation to the involved members pursuant to "Notice" as provided in Article IX, Section 2 of the bylaws. The hearing notice will include the place and time of the meeting, which will not be less than 15 days nor more than 6 months after the service of the complaint/ accusation.
- 4) At the conclusion of the hearing, the Board of Directors shall meet in closed session to discuss the alleged matter. A decision of the Board of Directors will be by a majority vote of the Board Members present. A member of the Board must be present for the entire time of the hearing to be entitled to a vote. At a minimum 3/4 of the Board must be in attendance for the entire time of the hearing.
- 5) Within thirty (30) calendar days following the date of the hearing, the Board of Directors will provide a written decision to the involved members. The decision of the Board will be expressed in a resolution and will be signed by the Chairman of the Board and the Secretary.
- 6) In the event the Board makes a determination to recommend the censure, suspension, or expulsion of a member as the result of a violation of the bylaws or ethics policies the Board may do so under the provisions of Article II, Section 3 of the bylaws.
- 7) In the event that the Board determines that an accusation was inappropriate, malicious, or in bad faith, the Board may recommend the censure, suspension, or expulsion of accuser(s) pursuant to the provisions of Article II, Section 3 of the bylaws.
- 8) The Board of Directors shall include its decision in the minutes of the meeting at which the decision occurs.
- 9) In its deliberations and communication of recommendations, the Board of Directors shall comply with policies for preserving confidential information, and should refrain from discussing any matter before the Committee outside of the established process.