

**BYLAWS  
OF  
INFRAGARD ARKANSAS MEMBERS ALLIANCE  
(IAMA)**

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**PREAMBLE**

The InfraGard Arkansas Members Alliance (IAMA) is a chapter of the InfraGard National Members Alliance (INMA). As such, 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. A Memoranda of Understanding (MOU) shall define the relationship of the 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. These MOUs will be automatically be adopted by the IAMA.

**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. The IAMA provides an opportunity for the exchange of ideas and information about security practices between industry, government and academia. The chapter shall hold regular meetings and seminars where members can present relevant issues for discussion. The IAMA shall hold periodic conferences on infrastructure and information protection during and/or in addition to regular chapter meetings. In addition, the chapter will facilitate information security awareness and education campaigns for members and non-members.

**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 Arkansas Members Alliance, Inc. (the IAMA or the “Chapter”) shall have and continuously maintain a registered office in the State of Arkansas and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of Arkansas or a corporation authorized to transact business in the State of Arkansas.

## ARTICLE II

### **MEMBERSHIP OF THE CHAPTER**

Section 1. Membership. The Membership of the IAMA shall consist of individuals and not organizations (as defined in Article III). Only an IAMA member shall have the right to vote. Each IAMA member shall have one vote as determined by the IAMA's bylaws.

Section 2. InfraGard Members. InfraGard Membership shall be determined and controlled by the FBI pursuant to standards developed in consultation with the INMA. InfraGard Members with "Affiliate Voting Rights", as defined in Article III, of IAMA shall have the right to vote on local IAMA matters, as provided in Article III.

Section 3. Termination of Membership. The Board of Directors or IAMA Executive Committee, 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 two-thirds 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. No dues shall be assessed to any individual for membership in IAMA.

## ARTICLE III

### **INFRAGARD MEMBERS ALLIANCES**

Section 1. Establishment. 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.

Section 2. IMA Administration. Per the INMA bylaws, 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 IAMA Executive Committee for a 90 day probationary period during which the InfraGard Members status as a Voting Affiliate may be rejected by the IAMA Executive Committee subject to the IAMA bylaws and any INMA national policy. The IAMA 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 IAMA Executive Committee takes no action, the voting rights of the Voting Affiliate shall be deemed valid for the conduct of business in IAMA. The selection of IAMA’s Executive Committee shall be determined according to IAMA’s bylaws. The members of the IAMA Executive Committee shall be the Voting Affiliates receiving the greatest number of votes. The composition of the IAMA Executive Committee may not include a majority from any single corporation (including its subsidiaries and affiliates) or immediate family relationship. No one shall be allowed to serve on both the IAMA and the INMA Executive Committee concurrently. Each member of the IAMA Executive Committee shall serve until his or her successor is elected or qualified, unless such member is removed by the IAMA Executive Committee or the Board of Directors for cause, the Member resigns from the IAMA Executive Committee, or such member’s membership in InfraGard is terminated. Any member of the IAMA 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 IAMA Executive Committee. A member of the IAMA Executive Committee may be removed as so defined in the IAMA bylaws, or by a two-thirds vote of the whole then serving Board of Directors of the Chapter, for engaging in any documented conduct prejudicial to the best interests of the Chapter or other cause in the opinion of the IAMA Executive Committee. A rejected or removed member may appeal the decision of the IAMA to the INMA Board of Directors. If a member resigns from the IAMA

Executive Committee before such member's term expires, the IAMA shall identify a replacement in accordance with the IAMA's Bylaws. The IAMA Executive Committee shall have responsibility for its own local affairs and for liaison with the local Partner Coordinator. The IAMA Executive Committee may organize itself, as it deems appropriate 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 IAMA Executive Committee, the IAMA 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. The IAMA Executive Committee is encouraged to reach out to its statewide communities and work in partnership with organizations that further the mission of the Chapter. In the event that the IAMA 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. Regular meetings shall be held at least four times a year, at such time, day and place as shall be designated by the Executive Committee. The Executive Committee will meet after the conclusion of each quarterly meeting in order to handle the business of the Chapter. The agenda for these Executive Committee meetings will be set by the Chapter President and the FBI Coordinator. Recommendations of items to be included on the agenda must be provided to the Executive Committee by any member 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. The first quarterly meeting of each year shall serve as an Annual Meeting. The Chairman of the Board and the FBI InfraGard Coordinator shall present an annual report at the Annual Meeting. Installation of Directors and Officers shall be held at the Annual Meeting. 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 Chapter 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 Chapter 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 of the Chapter at any regular or special meetings of the Chapter shall consist of not less than forty (40) members, each having one (1) vote, present in person. If a quorum is not present, a majority of the members present may adjourn the meeting to a future time, without further notice being required. For purposes of elections, if a majority of the total number of members fails to cast a vote, the majority of the votes cast will be determinative. Elections shall normally be handled in an electronic format with the FBI Coordinator acting as the moderator and tabulator of the election.

## ARTICLE V

### **BOARD OF DIRECTORS**

Section 1. Powers. The Board of Directors of the Chapter shall manage, supervise and control the business, property and affairs of the Chapter, except as otherwise expressly provided by law, the Certificate of Incorporation of the Chapter, or these bylaws. The Board of Directors shall serve in an oversight capacity with regard to Chapter administration, so as to insure that all Chapter activities are consistent with the Chapter's bylaws and support the Purpose of the Chapter as identified in the Certificate of Incorporation and in the Chapter'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 Chapter 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 Chapter, to disburse the funds of the Chapter, 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 Chapter's bylaws. Any changes to the bylaws shall be ratified by a majority vote of the members. This ratification may be handled in an electronic format.

Section 2. Administration of Chapter and National Policy. The Board of Directors shall exercise oversight responsibility of the Chapter, to insure the Purposes of the Chapter 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 the Chapter operates subject to and in accordance with national policies. The InfraGard Manager and/or Partner Coordinator may request

and is expected to be in attendance at Chapter Board of Director meetings. The Board of Directors shall coordinate with the INMA in the modification to or development of INMA national policy. The Chapter Board of Directors shall be solely responsible for the establishment of MOUs with all partner organizations at the Chapter 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 eight (8) 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 Chapter, the candidate must be an individual Member in good standing of InfraGard. The Board may not include a majority number from any single corporation, organization or family. In addition, no one may serve on the Chapter Board and as a Chapter officer, with the exception of the Chapter President who shall also serve as the Chairman of the Board of the Directors. Any other Chapter officer must resign that position upon election to the Chapter Board of Directors. A majority of the Board of Directors shall constitute a quorum, and each director shall have one (1) vote. The Chapter shall hold general elections on an annual basis. Nominations shall be communicated to the general membership at least one (1) month prior to the election. Results from the election shall be communicated to the general membership within 14 calendar days of the election. A nominating committee will consist of the Chairpersons of each of the standing committees. Those persons shall select someone within this committee to act as chairperson of the nominating committee. The nominating committee is responsible for seeking nominations of members for any position which will be open as of January 1 of the coming year. This shall be the case for both the Board of Directors and officers. An individual must have been a member of IAMA for at least one (1) full year as of January 1 to be eligible to serve as either an officer or a member of the Board of Directors. All Board of Directors positions and all officer positions shall be for two (2) years and the terms will expire on December 31. Directors cannot serve more than two (2) consecutive terms on the Board. All Board of Director Positions will be numbered. Odd-numbered Director Positions' terms will begin in odd-numbered years. Even-numbered Director Positions' terms will begin in even-numbered years. In addition, the InfraGard Coordinator from the Little Rock office of the FBI and the Immediate Past President and Vice President shall serve as ex-officio directors. The Board shall also have the discretion to appoint up to four (4) honorary directors. Consideration for selection as an honorary director shall be limited to individuals who have distinguished themselves as prominent advocates for security. Ex officio and honorary directors shall also serve terms of two (2) years. Ex officio directors shall vote on all matters coming before 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. If an elected director vacates a seat on the Board prior to the term expiration, the remaining voting directors may appoint a qualified member from within the chapter to serve for the balance of the term.

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 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 or proceeding at any regular or special meeting of the Board of Directors for engaging in documented conduct prejudicial to the best interests of the Chapter, its members or contrary to the purpose of InfraGard. A member of the Board of Directors can be removed by a two-thirds vote of all the members. A member of the Board of Directors can be recommended for removal by a majority vote of all the members 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 Chapter and/or InfraGard. 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 Board of Directors shall be filled for the unexpired term with the majority concurrence of the remaining voting directors.

Section 8. Regular Meetings. A regular annual meeting of the Board of Directors of the Chapter shall be held each year at the first regularly scheduled quarterly meeting. This annual meeting should include a review of the finances of the chapter and a presentation by the President and the FBI Coordinator to include a “state of the chapter” and plans for the coming year.

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 Chapter, 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 Chapter's Secretary shall be responsible for meeting minutes and shall make them available to the members 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 Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer, each of who shall be individual InfraGard Members. The Chapter 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 and by these Bylaws. An individual must have been a member of IAMA for at least one (1) full year as of January 1 to be eligible to serve as an officer.

The immediate Past President cannot concurrently hold any other office in the Chapter. However, the immediate Past President may serve on the Board of Directors in a full capacity in addition to his/her ex officio status.

Section 2. Election of Officers. The Chapter membership shall elect the Officers of the Chapter at the same time and in the same manner as that proscribed for the election of the new Board or Directors. The President and Secretary shall be elected on even-numbered years while the Vice-President and Treasurer shall be elected on odd-numbered years.

Section 3. Term of Office. The Officers of the Corporation shall hold office for two years 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 two-thirds 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 Chapter 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 Chapter 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 Chapter. 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 Chapter; 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. Any candidate for President shall have been a member of the chapter for at least two (2) years prior to taking office and shall have served as a director, officer or standing committee chairperson for one (1) year prior to taking office.

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 or 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 that may be assigned by the President or Board of Directors. Any candidate for Vice President shall have been a member of the chapter for two (2) years prior to taking office and shall have served as a director, officer or standing committee chairperson for one (1) year before taking office.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in one (1) 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 Chapter (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. The Secretary shall have been a member of the chapter for one (1) year prior to taking office.

Section 10. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for moneys due and payable to the Chapter from any source whatsoever, and deposit all such moneys in the name of the Chapter 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 members, and will be available for review by the FBI's InfraGard Coordinator. The Treasurer shall have been a member of the chapter for one (1) year prior to taking office.

Section 11. Parliamentarian. A Parliamentarian shall be appointed by the President/Chairman of the Board subject to the approval of a majority of the Board of Directors. The Parliamentarian's term shall be two (2) years or until a new Parliamentarian is appointed and approved. Any member of the Chapter who does not concurrently hold any office or chair position within the chapter is eligible. The Parliamentarian must have a thorough understanding of the conventions of parliamentary procedure and with the Bylaws of the chapter.

Section 12. Sector Chief Coordinator. A Sector Chief Coordinator shall be appointed by the President/Chairman of the Board subject to the approval of a majority of the Board of Directors. The Sector Chief Coordinator's term shall be two (2) years or until a new Sector Chief Coordinator is appointed and approved. The Sector Chief Coordinator will serve in an advisory capacity the first six (6) months of the following Sector Chief Coordinator's term. Any Sector Chief who does not concurrently hold any office or chair position within the Chapter is eligible. The Sector Chief Coordinator will be responsible for all documentation, guidance and oversight of the Sector Chief Program and primary point of contact for all Sector Chiefs.

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

Section 12. Insurance. The Chapter may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee or agent of the chapter as a director, officer, or employee 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 Chapter would have the power to indemnify such person against liability under the provisions of the Arkansas 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 Chapter; 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 Chapter; amending the Certificate of Incorporation of the Chapter, as noted in Article V, of these Bylaws; adopting a plan of merger or adopting a plan of consolidation with another chapter; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Chapter; authorizing the voluntary dissolution of the Chapter or revoking proceedings therefore; adopting a plan for the distribution of the assets of the Chapter; 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. The Chairman of the Board shall appoint the Chairperson of each committee with the concurrence of the Board of Directors. Chairpersons shall serve for two (2) years. They shall submit reports to the Executive Committee on a quarterly basis.

Section 2. Executive Committee. The Executive Committee shall be comprised of the InfraGard Coordinator (in an advisory and ex officio capacity), the Board of Directors, the officers, the Parliamentarian, and the chairperson of each standing committee. The Executive Committee shall serve in an advisory capacity to the Board of Directors for activities of the Chapter.

Section 3. Finance Committee. The Finance 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 Chapter serves as an ex officio member of the Committee. The Finance Committee shall review and recommend for approval to the Board of Directors the Chapter's annual budget as prepared by the President. The Committee shall monitor the expenditures of the Chapter.

Section 4. Programs and Operations/Security Awareness. The Programs and Operations/Security Awareness Committee shall be responsible for planning and executing the program for the quarterly meeting, including spotlight and featured speakers. The committee shall determine the needs of the membership and shall plan a program of security awareness activities, aside from the general membership meetings. The committee shall execute chapter sponsored and/or co-sponsored programs, seminars and conferences.

Section 5. Audit Committee. The Audit Committee of the Board of Directors shall consist of the committee chair and no less than one (1) other director and the InfraGard Coordinator. The chair of the Finance Committee and the Treasurer are excluded from membership on the Audit Committee. The Audit Committee shall cause the accounts and funds of the Chapter to be audited and certified by a certified public accountant selected by the Board of Directors at any such time as the gross revenues of the Chapter exceed \$20,000 on an annual basis, shall define the scope of the audit to be performed and shall review the financial statements of the Chapter 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 Chapter and its Membership and relating to the Chapter's and its Membership's financial affairs.

Section 6. Membership/Public Relations Committee. The Membership/Public Relations Committee is responsible for monitoring the ethical practices of the Chapter, serving as advocates for the ethical practices of the membership, and hearing complaints and making appropriate recommendations regarding

violations of the Chapter's bylaws and Code of Ethics to the Chapter Board of Directors. Ethics Committee Rules are located in Appendix B of these bylaws. This committee shall promote, by various means, membership in InfraGard among those eligible and shall be responsible for stimulating interest in and understanding of InfraGard and the national InfraGard program. The committee shall be responsible for publicity and publications within the Chapter.

Section 7. Education Committee. The Education Committee shall be responsible for determining the various professional organizations to which chapter members may belong and which organizations have requirements for continuing education. The committee will contact and work with those organizations to facilitate our members obtaining continuing education credit for attending various meetings, seminars and conferences put on by the chapter.

Section 8. 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 Chapter.

Section 9. Term of Office. Each member of a committee shall continue for a period of two (2) years or 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 10. 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 11. 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 12. 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 Chapter, 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 Chapter, 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 Chapter, shall be signed by such officer or officers, agent or agents of the Chapter 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 or the Secretary of the Chapter.

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

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

## ARTICLE IX

### **MISCELLANEOUS PROVISIONS**

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from January 1 through December 31.

Section 2. Notice. Whenever notice is required to be given to a director, chapter representative, or officer under the provisions of these Bylaws, the Certificate of Incorporation of the Chapter 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 Chapter. 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 Chapter shall have inscribed

thereon the name of the Chapter 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 Chapter 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 FBI InfraGard Coordinator.

## ARTICLE X

### **INDEMNIFICATION**

The Chapter 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 Chapter 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 Chapter 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 Chapter 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 Chapter might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Anything to the contrary notwithstanding, the Chapter 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).

**Organization Officers and Board of Director members at the time these Bylaws were amended on October 18, 2017:**

Jason Cathey, President

Debbie McMahon, Vice President

Kimberly Bertschy, Secretary

Nancy Jordan, Treasurer

SA Laura Garrett, FBI InfraGard Coordinator

David Yarberry, Board Member

Mike Thompson, Board Member

Raj Nayak, Board Member

Steve Lindsey, Board Member

Steven Keller, Board Member

Perry Carpenter, Board Member

Tiffany Pressler, Board Member

BYLAWS  
OF  
INFRAGARD ARKANSAS MEMBERS ALLIANCE

APPENDIX A  
GLOSSARY OF TERMS

**IAMA**

**The InfraGard Arkansas Members Alliance.**

The IAMA is affiliated with the InfraGard National Members Alliance and, as such, is a Not-for-Profit Members Corporation that has been granted 501(c)(3) status by the IRS. The IAMA has signed an “operating agreement” with the INMA.

**IMA**

**InfraGard Membership Alliance**

An IMA is a not-for-profit Corporation that has been granted 503(C)(3) status by the IRS. The IMA’s are the legal members of the INMA pursuant to the conditions contained in the operating agreement.

**Board of Directors of the IAMA .**

The BoD of the IAMA is elected by the members of the IAMA.

**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 IAMA.

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

The Executive Committee shall be the IMA’s Board of Directors, officers, parliamentarian and chairpersons of the standing committees or similar governing body established by the chapter bylaws or certificate of incorporation.

**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 IAMA.

**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 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.
- 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.

<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.

<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.

BYLAWS  
OF  
INFRAGARD NATIONAL MEMBERS ALLIANCE

APPENDIX C

EXTRA-CONGRESSIONAL VOTING PROCEDURE

Purpose: This extra-congressional voting procedure allows the InfraGard National Members Alliance (INMA) to conduct official business outside of the Annual InfraGard Congress (typically held in June) by posing a question to the InfraGard Members Alliances and calling on them to cast a vote on the issue.

[NOTE: All timeframes are measured in calendar days]

1. The question to be decided and any supporting documentation will be released and sent to each InfraGard Membership Alliance (IMA) PRESIDENT and COORDINATOR of record.
2. At this time there begins a twenty-one (21) day comment period.
  - a. PRESIDENTS are encouraged to discuss the question to be decided with their local representatives and with other IMAs.
  - b. During this period PRESIDENTS may pose questions or send comments on the question to be decided to the announced INFORMATION COLLECTOR. The INFORMATION COLLECTOR will then compile and pass all questions and comments to the INMA BOARD OF DIRECTORS for review.
  - c. At this time, PRESIDENTS must name a VOTING DELEGATE to represent their IMA by sending the chosen VOTING DELEGATE'S name and contact information to the SECRETARY of the INMA BOARD OF DIRECTORS. A PRESIDENT may act as a VOTING DELEGATE but must still inform the INMA BOARD OF DIRECTORS.
3. Following the close of the comment period, the INMA BOARD OF DIRECTORS may take up to an additional fourteen (14) days to compile, edit and vote on amendments to the question to be decided and any supporting documentation in response to the collected questions or comments. Once the INMA BOARD OF DIRECTORS has completed revisions of the question to be decided and

- supporting documentation, the new draft will be released and sent to each PRESIDENT, VOTING DELEGATE and COORDINATOR of record.
4. As soon as the new draft is released, there begins an automatic fourteen (14) day delay before voting begins so that PRESIDENTS and VOTING DELEGATES can digest changes, ask for clarifications and confer with their membership.
  5. Upon expiry of the delay period, the official question to be decided as an "aye" (yes), "nay" (no) or "abstain" matter will be posted and sent to each VOTING DELEGATE and COORDINATOR of record.
    - a. A designated VOTE COLLECTOR and details of the specific voting process will be announced along with the question to be decided.
  6. A voting window will be open for seven (7) days.
    - a. Voting closes at 11:59PM local time in Washington D.C. on the announced deadline day.
    - b. Comments on the question to be decided will not be considered during this voting period.
  7. VOTING DELEGATES are responsible for casting a vote on the question to be decided during the voting window.
    - a. The VOTING DELEGATE on record (identified in step 2(c) above) at the time of the call for the official vote must be the VOTING DELEGATE who casts an IMA's vote.
    - b. VOTING DELEGATES are expected to submit a copy of the question to be decided and the IMA's vote (aye/nay;yes/no;abstain) to the VOTE COLLECTOR via the announced process. (The voting process will provide positive feedback to the VOTING DELEGATE that the vote has been received.)
    - c. VOTING DELEGATES are strongly encouraged (though not required) to notify their COORDINATOR of the cast vote.
    - d. If a VOTING DELEGATE does not register a vote during the announced voting window, then the IMA's proxy is assumed by the INMA BOARD OF DIRECTORS for the purposes of the vote.
    - e. Once a vote is cast it is considered final and cannot be changed even if the voting window has not yet closed.
  8. Upon closure of the voting window, votes will be counted by a designated party

and verified by the INMA BOARD OF DIRECTORS.

9. Vote tallies and aye/nay/abstain census will be posted for member review and announced via email to the VOTING DELEGATES, PRESIDENTS and COORDINATORS within seven (7) days of the voting window closure.

### **Appeals Process for Contesting Extra-Congressional Vote Results**

1. Appeals must be received by the INMA BOARD OF DIRECTORS in writing or email from the VOTING DELEGATE, PRESIDENT or COORDINATOR of record within fourteen (14) days of the vote tally posting.
  - a. Appeals received after the fourteen (14) day appeals window will no longer be timely enough to grant resolution and will be referred to all VOTING DELEGATES, PRESIDENTS and COORDINATORS for their information only.
2. Any considerable appeal (see below) will hold action for up to fourteen (14) additional days for review.
  - a. Only the following appeals will be considered:
    1. The vote was cast by someone other than the VOTING DELEGATE of record, or
    2. The vote was not tallied in the direction that the VOTING DELEGATE specified when cast
  - b. There is no appeal for "the delegate did not vote the wishes of the IMA." That is an internal IMA matter, not a national matter and must be resolved within the IMA without national intervention.
3. Upon resolution of an appeal by the INMA BOARD OF DIRECTORS, all VOTING DELEGATES, PRESIDENTS and COORDINATORS will be informed of the outcome.

## **Definitions**

### **InfraGard National Members Alliance (INMA) Board of Directors**

The elected representatives of the local InfraGard Members Alliances (IMA) who serve on the Board of Directors of the InfraGard National Members Alliance, Inc.

### **President**

The highest elected official of a local InfraGard Members Alliance.

### **Voting Delegate**

An individual identified by an InfraGard Members Alliance (IMA) President to represent the IMA for the purposes of the vote. A President may (or may not) be a voting delegate.

### **Coordinator**

An FBI InfraGard Program Coordinator assigned to a local InfraGard Members Alliance.

### **Information Collector**

An entity chosen and announced by the INMA Board of Directors to collect and compile questions or comments from the IMA's for the consideration of the INMA Board of Directors.

### **Vote Collector**

An entity chosen and announced by the INMA Board of Directors to collect, verify and tally votes cast by the IMA's.