

**BYLAWS
OF THE
INFRAGARD MOBILE MEMBERS ALLIANCE**

ARTICLE I

NAME

The name of this organization shall be InfraGard Mobile Members Alliance, hereafter referred to as the "Chapter". The Chapter shall be a non-profit association working in partnership with the Federal Bureau of Investigation (Mobile Division).

ARTICLE II

PURPOSE AND OBJECTIVES

The purpose and primary objective of the Chapter is to:

- a) Educate the general public populous on the vulnerabilities that exist with our country's national infrastructures and provide solutions to control these vulnerabilities; and to provide the members with timely threat advisories, alerts, and warnings.
- b) Provide opportunities for the exchange of ideas and information between the government, the owners and operators of the national infrastructure, and others concerned with the protection of the national infrastructure.
- c) Host regular chapter meetings where members present relevant issues for discussion.
- d) Host seminars and conferences on infrastructure and information protection to members and non-members (by invitation only) alike.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Chapter is based on interest and active involvement in information systems security in the private or public sector. Anyone wishing to join the Chapter may do so by making application on the appropriate form and signing the appropriate membership agreements as prescribed by the chapter (InfraGard Mobile Members Alliance) and these bylaws. In addition, membership is contingent upon interest in the purposes and objectives of the Chapter as stated in Article II, and observance of the InfraGard Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter.

To qualify the Membership in the Chapter a candidate must agree to the terms and conditions in the InfraGard Ethics Agreement, and pay all fees and dues to the Chapter. Membership in the Chapter stays with the individual member regardless of changes in position, responsibilities, agencies or companies.

SECTION 2. The Chapter Board of Directors, at their discretion, may provide for other categories of membership. A member can be placed as an Active or Inactive according to participation. A member must attend at least 3 of the 4 meetings to be considered an Active member in the Chapter.

SECTION 3. Members who maintain their membership by payment of dues required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership. The membership year shall be from 1 January to 31 December. Any member who resigns is not relieved of dues owed to the Chapter, but may only have to pay a prorated amount for the time of membership.

SECTION 4. Any member may resign at any time as desired by the individual at any time or membership may be terminated if deemed by the chapter as a result breach in ethics as outlined in InfraGard Code of Ethics. Membership may be terminated if the Treasurer does not receive payment of the annual Chapter dues.

SECTION 5. The Board of Directors, at any meeting at which a quorum (51%) is present may, by a two-thirds vote of those present to terminate the membership of any member who in its judgment has violated the Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the interests of the Chapter provided that such person shall have been granted an opportunity for a hearing before the Board. The Board shall cause at least thirty days' (30) notice of the hearing to be given in writing, delivered by registered mail, to the member against whom charges may be preferred. Such action by the Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the service or resources of the Chapter.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Chapter must be members in good standing as of the date of their election. These officers shall be President, Vice President, Secretary, Treasurer, Immediate Past President and InfraGard Coordinator (FBI - Mobile Office). These officers shall constitute the Board of Directors with a term of service of one year. The President shall act as Chairperson thereof.

SECTION 2. The President shall be the executive head of the Chapter and shall preside at all meetings of the Chapter. The President shall have the power to call special meetings if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of a tied decision. The President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Board of Directors. This review shall be for the purpose of familiarizing each new Board Member with the duties and responsibilities of their office and to identify any changes that may be required to keep the Bylaws current.

SECTION 3. The Vice President shall attend to the duties of the President in his/her absence or in case the President's office may become vacant for any cause whatever, and shall attend to any other duties as the President may require. Additionally, the Vice President shall review all membership applications for eligibility.

SECTION 4. The Secretary shall record and keep minutes of all meetings, and shall maintain the official records of the Chapter. Additionally the Secretary shall maintain sufficient membership address lists as to ensure that all members in good standing are notified of meetings and that the members receive all other correspondence necessary to the conduct of the Chapter. At the directions of the President, the Secretary shall also transmit and respond to all correspondence of the Chapter. The Secretary shall also assume the duties of the Chapter Membership Coordinator.

SECTION 5. The Treasurer shall collect all membership dues and other monies or articles of value belonging to the Chapter, and shall keep an accurate account of all receipts, expenditures and deposits. He will responsible for verification of membership and dues associated with them.

SECTION 6. Immediate past President not holding a current office and retaining active membership shall be privileged to attend such meetings held by the Board of Directors, to act only in an advisory capacity and without power to vote.

SECTION 7. The InfraGard Coordinator (FBI - Mobile Office) will only serve in an advisory capacity to the InfraGard chapter and to the president on important matters related to chapter business.

SECTION 8. The Board of Directors may appoint Special Interest Committee Chairs who will sit on the Board but will have no voting power on the Board.

SECTION 9. The Board of Directors shall manage the business of the Chapter. A Board quorum for business shall consist of half of the board members being present. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 10. In case of Board vacancy other than the Office of the President such vacancy shall be filled by appointment by the President, upon the advice of the remaining Board members, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 11. On a motion and second from the membership at a general meeting, an officer shall be held before the Chapter for malfeasance of duty. A two-thirds majority of all members shall be required for removal from office.

SECTION 12. The President may appoint up to six Special Representatives to the Board of Directors from the membership. The Special Representatives will be used for leading special committees or projects and will participate on the Board of Directors in an advisory capacity only and will have no voting power on the Board.

ARTICLE V

ELECTIONS

SECTION 1. The Board of Directors shall be elected for a term of one year by popular vote, each member in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of the Vice President who will serve as the Nominating Committee Chairperson and at least one other member in good standing, selected by the Board of Directors at the first quarter meeting of each year. Members in good standing may volunteer for this function.

SECTION 3. The Nominating Committee Chairperson shall prepare and distribute election ballots at the first quarterly meeting.

SECTION 4. Elections shall be held at the first quarterly meeting of each year.

SECTION 5. Election results shall be announced at the first quarterly meeting.

SECTION 6. The term of office shall consist of one year commencing at the conclusion of the first quarterly meeting in which the elections were held.

ARTICLE VI

MEETINGS

SECTION 1. At a minimum, the Board of Directors will meet with the same frequency as the regular chapter meetings and at least one-week prior for the purpose of conducting and planning the business of the chapter.

SECTION 2. Following the elections, the outgoing board and the incoming board will meet to:

- a. Provide a formal turnover from outgoing board members to incoming board members.
- b. Establish chapter goals and objective for forth-coming year,
- c. Establish the chapter program for the forth-coming year,
- d. Establish the chapter budget for the forth-coming year.

SECTION 3. The regular meeting of the Chapter shall be scheduled as a minimum of four (4) meetings per year.

SECTION 4. The Board of Directors may call special meetings at any time upon ten days written notice to all members of the chapter.

SECTION 5. At all meetings, a minimum of 51% (percent) of the membership in attendance shall constitute a quorum for then transaction of business. Twenty-five percent (25%) of the active membership must be present at meetings. Only active members can utilize proxies when they cannot be present for a meeting where a vote is required.

SECTION 6. The order of business at regular meetings shall be as follows:

- a. Call to Order
- b. Reading and Approval of Minutes of Last Meeting
- c. Reading of Minutes of the Board of Directors Meeting
- d. Report of the Treasurer
- e. Reports of Special Committees
- f. Unfinished Business
- g. New Business
- h. Special Announcements
- i. Program Agenda
- j. Adjournment

SECTION 7. The order of business may be revised or dispensed with by the Board member presiding, if circumstances decree that such action be taken.

SECTION 8. The presiding Board member shall have the authority to appoint a Sergeant at Arms to preserve order and execute commands at any Chapter function.

SECTION 9. Guests may be invited to regular meetings, but must sign a non-disclosure agreement. If a guest attends more than three meetings in the same year, that person will be approached for membership.

ARTICLE VII

FINANCIAL ADMINISTRATION

SECTION 1. Annual dues of \$10.00 (Ten Dollars) shall be due and payable at the beginning of each calendar year. Additional fees may be required as the Board of Directors direct, with the approval of a majority of members in good standing. Payment of dues and fees shall be made in U.S. dollars or the equivalent based on the official exchange rate on the due date of the billing.

SECTION 2. The amount of annual chapter dues shall be recommended by the Board of Directors and shall be approved by a two-thirds vote of the members in attendance during a regular meeting. Any proposed change to the chapter dues must be publicized to the chapter members at least two weeks prior to the regular meeting at which the vote on the change would take place.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Board of Directors.

SECTION 4. Signatory authority for all bank accounts shall reside with any two of the duly elected officers. (President, Vice President, Secretary, and Treasurer)

SECTION 5. An Audit Committee consisting of two members in good standing shall be appointed by the President at the September meeting each year. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible to examine all financial records of the chapter and provide a report of its findings and recommendations to the membership at the October meeting prior to elections. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE VIII

HEADQUARTERS

SECTION 1. The Headquarters for the InfraGard Mobile Members Alliance shall be located 200 North Royal Street, Mobile, AL 36603

ARTICLE IX

AMENDMENTS TO THE BYLAWS

SECTION 1. – These Bylaws may be amended, repealed, or added to in the following manner only:

a. Ten percent of the members of the Chapter may at any time propose in writing, signed by them and addressed to the Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws. Any member of the Board of Directors may propose in writing an amendment or repeal or any existing provision of, or the addition of any new provision to the Bylaws.

b. Such proposed amendments, repeals, or additions shall be presented at the next regular meeting of the Board of Directors. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Board of Directors unless notice of the proposal has been given to each member of the Board not less than 10 days prior to the meeting.

c. At the meeting of the Board of Directors called in the accordance with the provisions of Paragraph b. above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon the members present. If, at the meeting, a quorum being present, two-thirds of the total number of directors present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next regular meeting of the Chapter for ratification

d. Amendments to these Bylaws shall become effective after ratification by the Chapter members at a regular meeting on the date specified by the Board of Directors.