

INFRAGARD HOUSTON MEMBERS ALLIANCE

BYLAWS

Amended September 15, 2004

ARTICLE I - Name and Purpose

Section 1: Name

The name of this organization shall be "*InfraGard Houston Members Alliance*" hereinafter referred to as the "Organization."

The Organization is registered in the State of Texas as a Non-profit corporation.

Section 2: Purpose

The purpose of the Organization is to work in unison with the Houston headquarters of the Federal Bureau of Investigation (FBI) and the InfraGard National Members Alliance (INMA) to:

- A. Serve the public interest by working to improve the security of the United States National Infrastructure through research and public exchanges of information relevant to infrastructure protection. Areas related to protection of the national infrastructure include but are not limited to information security, physical security and safety, law enforcement, fraud examination, and business continuity planning.
- B. Increase the public awareness of infrastructure protection issues through education, community outreach, and similar efforts.
- C. Facilitate information security awareness and education campaigns for members and non-members.
- D. Provide opportunity for the exchange of ideas, practices, experiences, and other information relating to security among industry, government, academia, and the general public.
- E. Provide the members with timely threat advisories, alerts, and warnings through the FBI InfraGard program.
- F. Host regular chapter meetings where members and non-members present relevant issues for discussion.
- G. Host seminars and conferences on infrastructure and information protection.

Section 3: Restrictions

The Organization shall be non-political, non-partisan, and non-profit.

Section 4: National Association

All affiliates shall be affiliates of the INMA with which the Organization is affiliated and to whose bylaws, objectives and Code of Ethics the Organization subscribes.

The INMA bylaws are considered to be part of these bylaws. Should there be any discrepancies between the INMA bylaws and these bylaws the INMA bylaws will be followed.

Section 5: Administrative Year

The administrative year shall begin on April 1 and end on March 31.

ARTICLE II - Affiliates

Section 1: Eligibility

Affiliate status is extended to those persons who desire to participate in the INMA program who meet the qualifications as set forth in the FBI's InfraGard application.

To be eligible to join the Organization, the prospective affiliate must complete the FBI InfraGard application. Prospective affiliates may attend general alliance meetings as a guest of the Organization unless otherwise prescribed by the Board of Directors.

Section 2: Voting

Any Organization affiliate in good standing and approved by the Organization membership Committee is considered a voting affiliate of the Organization.

Section 3: Change in Eligibility

Any affiliate in good standing of any InfraGard Member Alliance (IMA) may transfer their membership to the Organization if they meet the affiliate eligibility requirements in Article II, Section 1. They immediately become an affiliate in good standing of the Organization.

Section 4: Admission to Membership

Any person desiring membership in the Organization shall submit to the local FBI InfraGard Coordinator a properly completed application form. Organization membership acceptance shall be determined and controlled by the FBI.

Section 5: Acknowledgement of Affiliate Statue

Upon completion of the required application and background, the Affiliate Committee shall be responsible for verification of eligibility of the applicant and the approval of the application. If the applicant is accepted, the Secretary will advise the officers and determine the effective date, adding it to the application. The Secretary will notify the applicant of acceptance and the Organization of the enrollment of a new affiliate.

Section 6: Termination of Affiliate Status.

The Board of Directors by a two-thirds vote of attending Board members of a properly held Board of Directors meeting may recommend to the FBI that it terminate the affiliate status of an Organization affiliate pursuant to the procedures codified in the Affiliate documents.

ARTICLE III - Dues

No dues shall be assessed at this time. Any future dues assessment can be created by an amendment to this document.

ARTICLE IV - Chairman of the Board

Section 1: Eligibility

Any candidate for Chairman of the Board shall have been an affiliate of the Organization for three months and be an active member of the Board of Directors for at least one term before taking office. The Chairman shall come from the Directors, not officers.

Section 2: Duties

The Chairman of the Board shall preside at all meetings of the Board of Directors. If the Chairman must be absent from a Board of Directors meeting, he or she shall designate another member of the Board of Directors to preside. If no such designee is present, those Board members present shall appoint another Board member to preside.

ARTICLE V - Board of Directors

Section 1: Eligibility

Any candidate for the Board of Director shall have been an affiliate of the Organization for three months before taking office.

Section 2: Appointment

The Board of Directors shall consist of up to eleven members and shall be appointed by the elected Organization Officers. The duties of the newly appointed Board of Directors shall commence the first day of their appointment by the Officers of the Organization.

The appointment of Board of Directors will be for a term of one year.

The current Board of Directors may increase the number of Board of Directors positions at their discretion by a majority vote of the Board of Directors at a properly held board meeting that has at least a quorum of Board members present..

Any Board of Directors member may be removed by two-thirds vote of the members of the Board of Directors at a properly held Board of Directors meeting, whenever the interests of the Organization will be served.

If a vacancy occurs in an appointed Board of Directors position during the administrative year, the Organization Officers shall appoint a qualified member from the Organization to serve for the balance of the term.

Section 3: Duties

1. The regulation of the affairs of the Organization shall be vested in the Board of Directors
2. The Board of Directors will serve as the policy-making body for the Organization.
3. The Board of Directors will serve as an evaluation committee to report on alliance meetings, programs and other Organization activities.
4. The Board of Directors will elect representative members to attend any regularly scheduled INMA conferences, with the President being one of the selected attendees.
5. The Board of Directors may amend, repeal or adopt new Bylaws subject to the provisions in Article X.

ARTICLE VI – Officers

Section 1: Definition

The officers of the Organization shall be President, Vice President, Secretary, and Treasurer. The officers of the Organization shall also serve as members of the Board of Directors.

Section 2: Eligibility

Any candidate for officer shall have been an affiliate of the Organization for three months before taking office.

Section 3: Immediate Past President

1. The Immediate Past President shall allowed to serve without voting rights and act in an advisory capacity to the Board of Directors serving for the year immediately succeeding his or her term of office as President of the Organization.
2. This office may remain vacant if the Immediate Past President is unable to or decides not to serve.

Section 4: President

1. The President shall be elected by the general alliance affiliates and shall serve for two years from installation and hold office until their successor has been installed.
 2. A President may serve no more than three consecutive terms in office.
 3. If the office is vacated, the Board of Directors shall elect a qualified affiliate to serve the balance of the administrative year.
 4. The President shall:
 - A. With the Secretary, sign all written contracts of the Organization as authorized by the Board of Directors.
 - B. Direct the committee chairpersons reporting to the President.
 - C. Be responsible to the Board of Directors for the satisfactory operation of the Organization in accordance with the Constitution and with the Bylaws established by the Board of Directors.
 - D. Preside at all regular and special meetings of the Organization.
- F. Shall nominate a Parliamentarian for the approval of the Board of Directors.

Section 5: Vice President

1. The Vice President shall be elected by general alliance affiliates and shall serve for two years from installation and hold office until a successor has been installed.
2. A Vice President may serve no more than three consecutive terms in office.
3. If the office is vacated, the Board of Directors shall elect a qualified affiliate to serve the balance of the administrative year.
4. The Vice President shall:
 - A. In the absence of the President, perform the duties of the President

B. Direct the committee chairpersons reporting to the Vice President.

C. Perform other duties as may be assigned by the President.

Section 6: Secretary

1. The Secretary shall be elected by the general alliance affiliates and shall serve two years from installation and hold office until their successor has been installed.
2. A Secretary may serve no more than three consecutive terms in office.
3. If the office is vacated, the Board of Directors shall elect a qualified affiliate to serve the balance of the administrative year.
4. The Secretary shall:
 - A. In the absence of the President and Vice President and at the express direction of the President or the Vice President, perform the duties of the President and/or Vice President.
 - B. Direct the committee chairpersons reporting to the Secretary.
 - C. Perform such other duties pertaining to the office as may be designated by the President.
 - D. With the President, sign all written contracts of the Organization as authorized by the Board of Directors.
 - E. Maintain membership records.
 - F. Serve as secretary for all Board of Directors meetings.
 - G. With the assistance of one other non-officer member of the Organization, conduct and certify the results of all elections.

Section 7: Treasurer

1. The Treasurer shall be elected by the general alliance affiliates and shall serve two years from installation and hold office until their successor has been installed.
2. A Treasurer may serve no more than three consecutive terms in office.
3. If the office is vacated, the Board of Directors shall elect a qualified affiliate to serve the balance of the administrative year.
4. The Treasurer shall:

- A. Be responsible for the funds of the Organization and their deposit to the credit of the Organization in such depositories as may be approved by the Board of Directors.
- B. Pay all bills that fall within the Budget, provided the officer or committee chairperson responsible for the activity approves the invoice.
- C. Pay all other bills that are duly approved by the Board of Directors.
- D. Keep books of account for receipts and expenditures that shall be open at all times for inspection by the Board of Directors.
- E. Along with one other officer, sign all disbursement checks over the amount of \$2,000.
- F. Act as financial advisor to the President.
- G. Direct the financial activities of the Organization in planning and executing any special fund-raising activities.
- H. Provide complete administrative year reports of all receipts, disbursements, assets and liabilities and shall make such additional reports as may be assigned by the President.

Section 8: Elections

The officers shall be elected by the general alliance affiliates by secret ballot prior to March 31, the close of the administrative year, unless otherwise directed by the Board of Directors. In any event, the election of officers cannot be delayed more than 90 days past the end of the administrative year. Duties shall commence the first day of the administrative year, or immediately after an election in the case of a delayed election process past the end of the administrative year, for the Organization and shall continue until a duly elected successor has been installed. Any two or more offices may be held by the same person, except the offices of president and secretary.

For the election process, only written responses received by the date specified on the ballot shall be counted. All officers shall be elected by a majority of the votes cast by the membership.

ARTICLE VII - Parliamentarian

Section 1: Definition

A Parliamentarian shall be nominated by the President and appointed by the Chairman of the Board. After the first year of a Chapter's existence, approval of two-thirds of the entire Board of Directors is also required. The position will have a term of one year or until a new Parliamentarian is appointed and approved. The Parliamentarian can be replaced by the President at the President's discretion, but must be approved by the Board of Directors. In the absence of an appointed Parliamentarian, for any reason, the Board of Directors by a two-thirds vote of attending Board members appoint a member of the Board of Directors to act as the Parliamentarian.

Section 2: Appointment

The nomination for the position shall be received from the President at the first Board of Directors meeting of the administrative year starting April 1. Upon approval by the Board of Directors, the President's nomination will become the Parliamentarian.

Section 3: Eligibility

1. Any affiliate of the Organization in good standing who does not concurrently hold any office or chair position within the Organization is eligible. An affiliate in good standing is one whose application has been approved by the Affiliate Committee and whose affiliate dues are fully paid.
2. The appointee must be familiar with the conventions of parliamentary procedure, and with the Constitution and Bylaws of the Organization.

Section 4: Duties

The Parliamentarian shall:

- A. Advise the presiding officer at any meeting held under the aegis of the Organization of the proper and correct parliamentary procedure as required by the Bylaws by citing the authority, which guides the ruling.
- B. Interpret, in confidence, parliamentary procedure, and Bylaws to any member of the Organization upon request.
- C. In the absence of the Parliamentarian, the Board of Directors with a two-thirds vote will appoint a member of the Board of Directors to assume the role for the duration of the meeting.

ARTICLE VIII - Meetings

Section 1: Annual Meeting

No notice of annual or regular meetings shall be required.

The annual meeting shall be the first alliance meeting of the administrative year. Business needing approval of the alliance at this time will be presented. The outgoing Chairman of the Board will present an annual report to the alliance. Installation of the Board of Directors and Officers will be held at the Annual meeting.

Section 2: Alliance Meetings

1. A proposed schedule and general plan for a minimum of four general alliance meetings shall be prepared by the Operations Committee and presented to the Board of Directors for approval at the first regular Board of Directors meeting of the administrative year.

Necessary adjustments to the approved schedule and plan may be made by the Vice President with approval of the President, provided that the Board of Directors shall be informed through the Chairman of the Board at the earliest possible time and a report shall be made to the Board of Directors at its next meeting.

2. The Operations Committee and Affiliate Committee, subject to approval by the President and review by the Board of Directors shall establish the guest policy for attendance at the general alliance meetings.

Section 3: Special Meetings

1. Special general alliance meetings may be called for a specific purpose only. No other business may be transacted at this meeting. The President, Chairman of the Board, a majority of the Board of Directors, or two-thirds of the alliance, as determined by the Secretary, may call special general alliance meetings. The alliance must be given 10 days advance notice of the business before the meeting is convened.
2. Special meeting dates for the Board of Directors, in lieu of, or in addition to, the regular meetings shall be as decided by the Board of Directors, with the only limitation being that all Board members must be notified 10 days in advance of the special meeting before it occurs. The Chairman or the President may call the special Board of Directors' meetings

Section 4: Board of Directors' Meeting

The Board of Directors shall conduct business meetings as necessary. The President shall determine the date, time, and place of all regularly scheduled Board meetings.

Section 5: Quorum

A quorum at a general alliance meeting for the transaction of business shall be 51 percent of the voting affiliates of the Organization attending the general alliance meeting. A quorum of the Board of Directors for the transaction of business shall be three members of the Board members. The Board members present by proxy may not be counted toward a quorum.

Section 6: Procedure

The rules of procedure contained in the latest edition of Robert's Rules of Order Revised shall be used in the conduct of business of the Organization unless the Parliamentary prescribes otherwise.

ARTICLE IX – Organizational Structure

Section 1: Standing Committees

All appointments of affiliates to standing committees shall be made by the chairperson of that committee. Standing committees shall be:

1. Operations Committee – The Operations Committee shall be responsible for annual and general alliance meeting planning and execution. The committee shall prepare input for its annual budget requirements. The Operations Committee shall report to the Treasurer.
2. Programs Committee – The Programs Committee shall be responsible for planning and executing the program for the monthly meeting, including spotlight and featured speakers. The committee shall prepare input for its annual budget requirements. The Programs Committee shall report to the Vice President.
3. Affiliate Committee – The Affiliate Committee shall promote, by various means, recruitment in the Organization among those eligible, and shall be responsible for stimulating interest in and understanding of the Organization and the InfraGard National Membership Alliance. The committee is responsible for determining eligibility of potential affiliates; approval of the applications of potential affiliates, and coordinating recruiting drives. The committee shall prepare input for its annual budget requirements. The Affiliate Committee shall report to the Secretary.
4. Public Relations Committee – The Public Relations Committee shall keep the general alliance affiliates and the public informed of the activity of the Organization and shall be responsible for publicity and publications within the Organization, including the publication of all newsletters. The committee shall prepare input for its annual budget requirements. The Public Relations Committee shall report to the President.
5. Security Awareness Committee – The Security Awareness Committee shall determine the needs of the alliance and shall plan a program of Security Awareness activities, aside from the general alliance meetings. The committee shall execute chapter sponsored and/or co-sponsored management programs and seminars. The committee shall prepare input for its annual budget requirements. The Security Awareness committee shall report to the Vice President.
6. Nominations Committee - The President shall appoint each year a nominating committee from the General Alliance for the purpose of selecting candidates for the Board of Directors. Members of the Nominations Committee may not be included on the slate of officers presented by the Committee. The Nominations Committee shall report to the President.
7. Sponsorship Committee – The Sponsorship Committee shall be responsible for soliciting sponsorships from organizations to support the ongoing general operations of The Organization, as well as specific activities (e.g., seminars) that are pursued by the Organization. The Sponsorship Committee shall report to the Treasurer.

Section 2: Chairpersons

1. Standing committees shall be under the direction of a Chairperson.
2. The President shall appoint standing committee chairpersons, with the concurrence of the officer to whom they are responsible.
3. Standing committee chairpersons shall serve for one administrative year starting with their appointment and submit reports to the officers to whom they are responsible.

Section 3: Ad-Hoc Committees

Special committees of a temporary nature, not to exceed the administrative year, starting April 1 are to be established by the President and may report to any officer. These shall not be considered standing committees.

The chairperson of that committee shall make all appointment of members to special subcommittees unless previously designated by the President.

The President shall inform the Organizations Board and Alliance affiliates of the nature and objectives of the Ad-Hoc Committee.

Should any Organization Affiliate wish to challenge the Ad-Hoc Committees objectives. The Affiliate may, in writing, submit their challenge to the Chairman of the Board. The Chairman will present the challenge to the Board of Directors, who will review and vote on the continuance or modification of the Ad-Hoc Committee objectives. The Ad-Hoc Committee will be modified or disbanded based on the a majority vote of the Board of Directors at a properly held board meeting that has at least a quorum of Board members present. The Board's decision will be final.

Section 4: Local FBI InfraGard Coordinator

1. The Houston FBI Officials shall designate the local FBI InfraGard Coordinator.
2. The local FBI InfraGard Coordinator shall be available to the Organization for consultation and advice.

ARTICLE X - Amendments

Procedure

1. Amendments must be proposed in writing or in electronic mail and presented to the Officers and Board of Directors at least six weeks prior to the next regular meeting of the Organization.
2. Notification by the Board of Directors of a vote on a proposed amendment to the Constitution must be given to the entire alliance at least fifteen days in advance of the meeting at which the vote will be taken.
3. Amendments to these Bylaws shall be placed on a Ballot for ratification by the alliance affiliates. The amendment shall be ratified if approved by a majority of those voting.

Adopted by the following Board of Directors:

Freeman Mendell	Date
Berrisford Bramble	Date
Durk Suter	Date
Christopher Roach	Date
Robert Janusaitis	Date
Mike Mason	Date
Rich Schmidt	Date