

**BYLAWS
OF THE
INFRAGARD ALBANY MEMBERS ALLIANCE**

ARTICLE I - IDENTIFICATION

The InfraGard Albany Members Alliance (IMA) is organized and shall operate exclusively within the meaning of section 501(c)(3) of the internal revenue code. The IMA shall work in partnership with the Federal Bureau of Investigation (FBI). It shall be the IMA associated with the FBI field office headquartered in Albany, New York.

ARTICLE II - PURPOSE AND OBJECTIVES

The purpose and primary objective of the IMA is to increase the security of the United States national infrastructure through ongoing exchanges of information relevant to infrastructure protection and through education, outreach, and similar efforts to increase awareness of infrastructure protection issues. Further, the IMA is a voting member of the InfraGard National Members Alliance (INMA). The relationship of the IMA to the INMA will be principally defined by a "Membership Agreement" between the IMA and the INMA. The relationship between the IMA and the INMA will be further defined by their respective bylaws and national policy.

ARTICLE III - OFFICES AND REGISTERED AGENT

Section 1. Registered Office and Registered Agent. The IMA shall have and continuously maintain a registered office in the State of New York and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of New York, or a corporation authorized to transact business in the State of New York.

Section 2. Other Offices. The IMA may have such other office or offices, at such suitable place or places within or outside of the State of New York as the IMA's Board of Directors may from time to time determine as necessary or desirable for the conduct of the affairs of the IMA.

ARTICLE IV - MEMBERSHIP OF THE IMA

Section 1. Membership. Membership of the IMA shall be open to those interested in supporting the Purpose and Objectives of InfraGard as referenced in Article II. Anyone wishing to join the IMA may do so by completing the InfraGard Membership Application form, which includes an agreement to abide by the Code of Ethics.

Section 2. Violations. Any member of the IMA may notify the Board of Directors if they have reason to believe that any other InfraGard member is acting against the interests of

InfraGard or has violated the InfraGard Code of Ethics. If the Board of Directors has reason to believe that a member has violated the InfraGard Code of Ethics, it shall make a referral to the FBI to review that member's suitability.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Board of Directors Composition. The Board of Directors of the IMA shall consist of seven voting members: a President, Vice President, Secretary, Treasurer, three Board Members, and a non-voting FBI representative(s) appointed by the Special Agent in Charge of the Albany Field Office. The Board shall perform the duties prescribed by these bylaws. Members of the Board perform their duties voluntarily, without monetary compensation.

Section 2. Oversight. The Board of Directors shall have general supervision over the affairs of the IMA, select the hour and place of meetings, and perform such other duties as specified in these bylaws.

Section 3. President Responsibilities. The President shall be the chief executive officer of the Corporation and subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice President Responsibilities. The Vice President shall act in the President's stead in the President's absence. The President, or the Board of Directors, may also direct the Vice President to perform the duties of the President, or other duties, from time to time. The Vice President shall also direct the Chairpersons of any and all sub-committees that the Board may establish to accomplish the objectives of the IMA. The Vice President shall be responsible for developing programs on behalf of the Albany IMA, under the direction and support of the President and Board. If the Vice President vacates the office prior to the end of term, the Board shall elect a qualified Affiliate Member from within the Board to serve the remainder of the term.

Section 5. Secretary Responsibilities. The Secretary shall keep the minutes of the meetings of the Board of Directors in electronic format and store them in a central location, as determined by the Board; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation (if any); and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 6. Treasurer Responsibilities. The Treasurer shall have charge, custody, and responsibility for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article IX 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 available for review by the U.S. Government designated point of contact.

ARTICLE VI – VOTING RIGHTS, TERMS AND ELECTIONS

Section 1. Voting Rights. All current members of the IMA will have voting rights. These voting rights shall give the IMA member a vote in the affairs of the organization.

Section 2. Board Composition. The Board of Directors shall be composed of seven (7) members, or such lesser number as may occur from time to time due to the resignation or removal of a director. The majority of the Board of Directors, or at least 50%, need to be elected by the voting members of the chapter. The remaining board seats shall be appointed by a majority vote of the Board of Directors. The Board of Directors shall have the power to fill any vacancy occurring on the Board, including vacancies resulting from a lack of nominees for a scheduled election. The composition of the Board of Directors may not include more than one person from any single corporation or person with an immediate family relationship.

Section 3. Terms. Elected and Appointed Directors shall serve for two-year terms. Directors shall not serve more than six consecutive years on the Board of Directors.

Section 4. Elected Directors. Elected Directors shall be elected by popular vote of the membership as follows:

- The Board of Directors will distribute to all IMA Members a call for nominations. Nominations for Directors shall be open and received for a minimum of thirty (30) days.
- All nominations will be reviewed to verify that the individual is a current member of the IMA.
- The Board of Directors will add the individual to the ballot to be voted on by the voting members.
- The ballot will provide information about the candidates and their interest in becoming a member of the Board of Directors.

- A former Director can be elected to an additional term(s) after at least one (1) year of not serving on the Board of Directors.
- Elections will be held in the final year of the Director's two-year term.
- An election that ends in a tied vote shall be decided by a run-off election between the tied parties until one party achieves a majority of the vote count.

Section 5. Appointed Directors. Remaining board positions, not elected by the voting members, shall be appointed by a majority vote of the Board of Directors. Appointed Director's may be re-appointed at the end of their two-year term by a majority vote of the Board of Directors.

Section 6. Officers. The Board of Director's shall consist of four Officer positions: President, Vice President, Secretary, and Treasurer. Officers shall hold office for two years. The Board of Directors shall elect its Officers by a majority vote of the Board of Directors. Officer elections will be held prior to the end of each officer's expiring term. Each officer of the Board shall serve until his or her successor is elected.

Section 7. Removal. Director(s) may be removed from office if such action is recommended and approved by a majority vote of the Board of Directors.

Section 8. 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 9. 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. Whenever a vacancy in the position of President occurs, the Vice President will succeed to that office. The President so installed shall remain in office for the remainder of the term. Whenever a vacancy occurs in the position of Vice President, Secretary, or Treasurer, then the Board of Directors will appoint a replacement, who shall serve for the remainder of the term.

ARTICLE VII – MEETINGS

Section 1. Board of Director Meetings. A regular meeting of the Board of Directors shall be held each year at a time designated by the Board of Directors. The Board of Directors may hold additional regular meetings as deemed necessary. All Directors are expected to attend scheduled Board meetings to facilitate conducting the business of the IMA. Directors should provide notice to the rest of the Board of Directors if they are unable to attend a meeting.

Section 2. 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 3. Manner of Acting. Except as otherwise expressly required by law, or through 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. A proxy vote is limited to the vote for the purpose(s) stated in the proxy and must be documented.

Section 4. Telephone Meeting. Any one or more Directors may participate in a meeting of the Board of Directors by means of a telephone or video conference, which allows all persons participating in the meeting to hear and/or see each other and such participation in a meeting, shall be deemed present in person at such meeting.

Section 5. Chapter Meetings/Events. A meeting of the full membership of the IMA will be conducted annually at a time designated by the Board of Directors. The Board of Directors may provide for the holding of additional meetings or events as deemed necessary. Notice of the date, time and place of any chapter should be given at least ten (10) calendar days prior to any such meeting.

ARTICLE VIII – AMENDMENTS

These bylaws may be adopted, amended or repealed by a majority vote of the Board of Directors.

ARTICLE IX - CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the IMA, 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 IMA, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks and/or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the IMA, shall be signed by such officer or officers, agent or agents of the IMA and in such manner as shall 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 of the IMA.

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

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

ARTICLE X - MISCELLANEOUS PROVISIONS

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

Section 2. Seal. The official seal/logo of the IMA shall be the seal approved for use by INMA. Use of this seal/logo will be governed by the rules dictated by INMA.

Section 3. Books and Records. The IMA shall keep correct and complete records of financial accounts, minutes of chapter meetings, minutes of Board of Director meetings and minutes of committee meetings concerning functions authorized by the Board of Directors. Such records and books shall be maintained as required by INMA.