



InfraGard Buffalo Member Alliance

Chapter By-Laws

Version 3.0

Revision history

12/6/09	Version 1.0	Initial version	Robert D. Giannicchi John W. Schunak Jeffrey D. Shaw Kevin Shortt
2018	Version 2.0	Update and revision	William Burke
02/24/2021	Version 2.1	Minor updates	John W. Schunak
3/1/2023	Version 3.0	Update and revision	Pat Herberger David Buckmaster

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PREAMBLE

President William Clinton issued Executive Order 13010 titled “Critical Infrastructure Protection” on 15 July 1996 establishing the President’s Commission on Critical Infrastructure Protection (PCCIP) and the Infrastructure Protection Task Force (IPTF). The objective of the PCCIP was to create a strategy for the protection of the national infrastructure. The IPTF was charged with coordinating existing infrastructure protection efforts while the PCCIP prepared a strategy. Both the PCCIP and IPTF recognized the need for establishing a “partnership between Government and infrastructure owners and operators beginning with the increased sharing of information relating to infrastructure threats, vulnerabilities, and interdependencies”¹.

In August 1996, the Cleveland FBI Field Office contacted local government officials and information security professionals employed by infrastructure owners and operators within the public and private sectors to meet and discuss critical infrastructure protection. The organization resulting from the partnership between the FBI and members of the private sector was named InfraGard National Members Alliance (INMA).

Section 1. Definition of Terms

A glossary of terms can be found in **APPENDIX A - GLOSSARY OF TERMS** of these bylaws.

¹ “Critical Foundations: Protecting America’s Infrastructures”, The Report of the PCCIP, October 1997, page 27

ARTICLE I – IDENTIFICATION

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 Memorandum of Understanding (MOU) that is developed by the INMA and the FBI.

Section 2. Identification

The **InfraGard Buffalo Members Alliance** (hereafter referred to as the IBMA) is a chapter of the InfraGard National Members Alliance (INMA) operating in partnership with the Federal Bureau of Investigation (FBI) field office in Buffalo, New York. As such, the Corporation is organized and shall operate exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code.

Section 3. Registered Office and Registered Agent

InfraGard Buffalo Members Alliance, Inc. (the IBMA or the “Chapter”) shall have and continuously maintain a registered presence in the State of New York with a registered agent or contact for that presence. The registered presence could be an office and/or registered PO box. 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.

ARTICLE II – PURPOSE AND MISSION

Section 1. Purpose of the INMA

The purpose and primary objective of the InfraGard National Members Alliance 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.

Section 2. Mission of the IBMA

The mission and vision of the IBMA is to cultivate a safe environment by which the private sector entities of Western New York and the Niagara Peninsula can work collaboratively with each other and the FBI to enable the sharing of information and intelligence to prevent hostile acts against the United States, and her allies, to protect the nation’s critical infrastructure.

The IBMA will achieve this by providing an opportunity for the exchange of ideas and information about security practices between industry (the owners and operators of the national infrastructure), government, academia and others concerned with the protection of the national infrastructure. The chapter shall hold regular meetings and seminars where members can present

relevant issues for discussion to educate the general populace on the vulnerabilities that exist with our country's national infrastructure. The IBMA 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 III – CHAPTER MEMBERSHIP

Section 1. Membership Requirements, Joining

InfraGard Members may affiliate with any IMA in the country. IBMA membership is open to individual citizens, not organizations, that are interested in supporting the purpose and objectives of the InfraGard Members Alliance.

Section 1.1. Membership Requirements

As the strength of any organization is dependent upon its constituency, prospective members must meet certain requirements to be considered for membership:

- U.S. citizen, 18 years or older
- Consent to an FBI security risk assessment and periodic re-certifications
- Notify the FBI of any pending criminal matters
- Sign and adhere to a Confidentiality and Non-Disclosure Agreement
- Agree to adhere to InfraGard Code of Ethics

Section 1.2. How to Join

Those citizens interested in becoming a part of InfraGard may either:

- Visit www.infragard.org or contact infragardteam@infragard.org for membership information
- Contact InfraGard at InfragardHeadquarters@ic.fbi.gov

Section 2. InfraGard Members

InfraGard Membership shall be determined and controlled by the FBI pursuant to standards developed in consultation with the INMA. Prospective members choose the local IMA chapter they wish to be associated with during their enrollment.

Section 2.1. Voting Affiliate

An IMA member is a "Voting Affiliate" of their chosen IMA. A member may only act as a Voting Affiliate for one (1) IMA.

Section 2.2. Member Voting Rights

Each IBMA Member in Good Standing shall have one vote, effective immediately upon being accepted into the Chapter. The member's voting right is non-transferable.

Section 2.3. Member in Good Standing

A "Member in Good Standing" is defined as:

- The individual has met all requirements for membership as defined in **Article III, Section I**, of the IBMA By-Laws
- The individual has conducted themselves with a high level of integrity with respect to InfraGard and its mission, including:
 - Abiding by IMA code of ethics, bylaws, and board resolutions. The code of ethics can be found in Appendix B – IMA Member Code of Ethics.
 - Refraining from activities that create an appearance of impropriety or that appears to be counter to InfraGard's mission. Such activities may include, but are not limited to:
 - Knowingly providing false information on InfraGard forms or other required documentation.
 - Unapproved use or misuse of program funds.
 - Using IMA membership primarily as a means to market products or services, or to otherwise achieve personal gain.

Section 2.4. Revocation of "Member in Good Standing" status

If a member fails to meet one or more of the "Member in Good Standing" criteria, the IBMA Board of Directors, by a majority vote, will determine whether to remove a member's status of "Good Standing".

Section 2.5. Reinstatement of "Member in Good Standing" status

The IBMA Board of Directors can, by a majority vote, reinstate the member's status of "Good Standing".

Section 2.6. Member Termination

The IBMA Board may further recommend to the FBI that it terminate the membership of an InfraGard Member based on a majority ruling by the Board. Upon termination of a member's participation for any reason, the Board of Directors will ensure that the change in membership is appropriately processed. The process will include, but not be limited to, the actions below:

- Notifying the InfraGard National Membership Alliance of the termination,
- Canceling all rights and responsibilities afforded the member,
- Deactivating passwords and encryption keys used by the member to access protected InfraGard web sites,
- Recovering all InfraGard books, video, software, and other materials temporarily provided to the member by InfraGard.

Section 2.7. Disciplinary Procedures

If a member of the IBMA has reason to believe that any individual participant or his organization is acting against the interests of InfraGard, that member shall notify the Board of Directors in writing. The Board of Directors shall conduct a confidential investigation to determine if further action is required and make recommendations for any disciplinary or corrective actions. The censure, reprimand or suspension of a member or his organization shall require a majority vote of the Board of Directors.

Section 3. Membership Dues, Fees, and Expenses

If applicable, local IBMA chapter dues will be paid annually by each individual member. Dues for the upcoming year will be set by the Board of Directors by a majority vote. Special fees may also be assessed by the board for additional services. Such fees may either be required of the member or the member's organization as appropriate. At the discretion of the Board of Directors, dues may be increased, decreased, or set to zero. If dues and/or fees are assessed current information will be published on the IBMA website.

ARTICLE IV – BOARD OF DIRECTORS

Section 1. Duties

The Board of Directors of the IBMA shall consist of a President, Executive Vice President, Secretary, Treasurer, five (5) Vice Presidents and an FBI representative appointed by the Special Agent in Charge of the Buffalo Field Office. The Board shall perform the duties prescribed by these bylaws, including selection of the four key officers. Members of the Board perform their duties voluntarily, without monetary compensation. The President of the Board may appoint the respective roles mentioned (e.g. if nobody volunteers for one of the roles), or present this as a vote for the full Board.

Section 1.1. Board of Directors

The Board of Directors shall have general supervision over the affairs of the IBMA, select the hour and place of meetings, and perform such other duties as specified in these bylaws. The Board of Directors will establish the chapter officers from amongst their members. The Officers shall hold their positions for one year or until the next appropriate annual meeting of the Board of Directors or until their respective successors shall have been duly elected and administered the oath of office.

Section 1.2. President

The President shall preside at each meeting of the general membership and at all meetings of the Board of Directors. In addition, the President shall have the following specific duties and responsibilities:

- Be chairperson of the Board of Directors,
- Prepare the agenda for all meetings of the general membership and Board of Directors.

Section 1.3. Executive Vice President

The Executive Vice President shall conduct the duties of the President in his/her absence. The Executive Vice President shall also assist the President as required.

Section 1.4. Secretary

The Secretary shall maintain all legal records of the IBMA, record minutes of all meetings of the IBMA, record minutes of the IBMA Board of Directors and report them to the Board of Directors as necessary.

Section 1.4. Treasurer

The Treasurer shall act as custodian of all monies held by the IBMA, receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks and periodically report financial status to the Board. 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.

Section 1.5. Vice Presidents

The Vice Presidents will assist the officer positions and serve as committee chairs for various initiatives undertaken by the Board.

Section 1.6. FBI InfraGard Coordinator

The FBI InfraGard Program Coordinator assigned from the FBI Buffalo field office shall serve as an ex-officio (non-voting) director.

Section 2. Advisory Committee

An Advisory Committee may be appointed by a majority of the regular Board of Directors and will serve for a term length recommended by the Board, based on the need and availability of the Advisory Committee member. The designated FBI InfraGard Program Manager or Partner Coordinator, who shall have a permanent position on the National Advisory Committee, will not have a defined term limit. 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 3. Other Committees

The IBMA Board of Directors may appoint such standing, operational, and project committees as it deems necessary to conduct the business of the IBMA. Committee chairs will be designated and periodically provide progress and status information to the board. Each committee shall have an IBMA Board member assigned as a sponsor.

Section 4. 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 about Chapter administration, to ensure 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 majority 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, and, in this case, the vote MUST be unanimous.

Section 5. Administration of Chapter and National Policy

The Board of Directors shall exercise oversight responsibility of the Chapter, to ensure 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 attend 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 6. Number and Qualifications

Section 6.1. Number, Length of Service

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 nine (9) elected directors or such lesser number as may occur from time to time due to the resignation or removal of a director.

All Board of Directors positions shall be for three (3) years commencing January 1 and the terms will expire on December 31 of the third year. Regardless of positions held, Directors cannot serve more than two (2) consecutive terms (6 years) on the Board. After at least 1 year without

a Board position, the former director can serve again for another term (with the same restriction of no more than two (2) consecutive terms)

Director's terms shall be staggered to expire over a period of three years, resulting in three director seats being up for election each year.

Incoming board members will be invited to the December board meeting for election of officers. Board officer nominations shall be submitted to the Election chair by the first business day in December, 5:00 PM EST. The members elected assume office at the January Board meeting

Section 6.2. Qualifications

Being mindful of term limitations, any member in good standing that has been a member of the chapter for at least one (1) year is eligible to serve on the Board of Directors.

The Board may not include a majority number from any single corporation, organization, or family

Section 7. Election

Elections will be held annually to fill those seats, which will become vacant January first of the upcoming year. Each of the seats will be filled through election by popular vote of the general membership.

Section 7.1. Election Chair

An Election Chair shall be appointed by the President and approved by the Board by the last business day of August. The appointee shall be a chapter member in good standing and not currently a voting member of the board. The responsibilities of the Election Chair include:

- Seeking nominations of members for any position which will be open as of January 1 of the coming year
- Coordinating election and voting activities
- Validating nominee qualification by ensuring they are a Member in Good Standing and have completed all nominee filing requirements.
- Taking steps to assure that the voting is conducted and reported on fairly and accurately.

Section 7.2. IBMA Nomination Requirements

Anyone who is Member in Good Standing and has belonged to the chapter for at least one (1) year is eligible for nomination for the Board of Directors and, likewise, nominations may be made by the candidate or by any other member in good standing.

Members that accept their nomination are required to provide a brief bio and statement of their qualifications in a format determined by the IBMA Election Committee. Additionally, the candidate shall provide a written statement indicating that their employer will support their

service on the IBMA Board of Directors and will make reasonable accommodations to allow them to meet their obligations as an IBMA board member, especially regarding attendance at IBMA and IBMA Board of Directors meetings.

Nominations for the IBMA Board of Directors shall be reviewed by the Election Committee to verify that the individual is a member in good standing and confirm that their biography and qualifications are acceptable.

If all credentials are in order, the Election Committee Chair will add the individual to the ballot according to the provisions of the IBMA By-Laws.

Section 7.3. Nominations for National Board of Directors

All nominations for the National Board of Directors shall be made by the IBMA Board of Directors according to procedures established by the National Board of Directors. Any member of the IBMA, in good standing, may be nominated for a position on the National Board of Directors.

Section 7.4. The Election Process

The Election Committee Chair will issue a request, prior to the last business day in September, to IBMA Members in Good Standing for nominations for the board positions slated to be open that year.

Nominees are to submit a letter of intent accepting nominations and provide a brief bio and statement of their qualifications. Self-nominations are permissible and appropriate .

The finalized list of nominees will be distributed to the IBMA membership by October 15th at 5:00 PM EST.

On the last business day of October, the Election Committee Chair will distribute to all IBMA members a ballot with the nominees for each open Board position. The ballot will also include a brief biography and the qualifications of each nominee. Members will have two (2) weeks from that date to submit their vote. Submission date will be noted on the ballot. Any IBMA member in good standing may vote.

The Election Committee Chair will receive and tabulate the results.

- The nominees receiving the highest number of votes for each seat will take on that role January 1 of the upcoming year.
- If there is a tie the matter will be settled via an email run-off election.
- The Election Committee Chair will present the results to the IBMA Board for certification during the November board meeting.

Results from the election shall be communicated to the general membership by the last business day of November.

Section 8. 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. The Board could consider qualified and interested candidates from the most recent election, but who may not have received enough votes at the time to be elected.

Section 9. Removal

A Director in the IBMA Board may be removed by a majority vote of the whole IBMA Board consisting of all Directors who are not, at the time, the subject of such action or proceeding. This can occur at any regular or special meeting of the Board of Directors, with evidence of the Board member in question that shows documented conduct prejudicial to the best interests of the Corporation, its members or contrary to the purpose of the Corporation.

The President may be removed by a majority vote of the Board of Directors of the IBMA whenever, in its judgment, the interests of InfraGard will be served. The Director(s) in question will be removed from office if the Board of Directors recommendation to do so is approved by a majority vote of the general membership.

Section 10. Vacancies

Whenever a vacancy in the position of President occurs, the Executive Vice President will succeed to that office. The Executive Vice President so installed shall remain in office for the remainder of the term. When a vacancy occurs in the position of Secretary, Treasurer, or Executive Vice President the President will appoint a replacement from among the Vice Presidents that do not hold an officer position who shall serve for the remainder of the term. In the case of a vacancy of a non-Officer Vice President seat, the president may appoint a chapter member in good standing to the seat.

The FBI is responsible for assigning an FBI InfraGard Program Coordinator from the Buffalo field office.

Section 11. Manner of Conduct

Except as otherwise expressly required by law, the Certificate of Incorporation of the Chapter, or these Bylaws, a majority affirmative vote cast by 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 12. 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 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 13. 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.

Section 14. Delegation of Authority

In case of the absence of any officer of the IBMA, or for any other reason that the Board of Directors may deem sufficient, the Board may delegate the power or duties of an absent officer to any other officer or to another InfraGard member on a temporary basis provided a majority of the Board of Directors concurs therein.

Section 15. Execution of Documents

All contracts, leases, commercial paper, and legal documents will require two signatures. These signatures shall be from the President and Treasurer unless otherwise provided by the Board of Directors. All checks, drafts, notes, and orders for the payment of money shall be signed by the President and the Treasurer. Alternatively, the two required signatures could be from the President and one of the Vice Presidents.

Section 16. Loans and Contracts with Officers and Directors

No loan of money or property or any advance because of services to be performed in the future shall be made to any Director of the IBMA, but InfraGard may enter into lease agreements or contracts with Directors if the Board of Directors so decides.

Section 17. IBMA Fiscal Year

The IBMA Fiscal Year will be January 1 through December 31.

Section 18. Insurance

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

ARTICLE V - 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 depositories 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.

Section 5. Payments

The normal payment period for charges incurred by InfraGard is thirty (30) days. Payment may be expedited upon approval by the IBMA Treasurer.

ARTICLE VI – MEETINGS

Section 1. Board Meetings

Section 1.1. Regular Meetings

The Board of Directors of the IBMA will meet monthly to ensure the smooth functioning of the organization. The meeting shall be conducted in-person or via conference call (or both) to ensure adequate attendee participation. The President may decide to cancel a meeting if there are no topics to be discussed.

Section 1.2. Special Meetings

A special meeting of the Board of Directors may be called by the direction of the Chairman of the Board of Directors, by a majority vote of all Directors, or upon receipt, in writing, of a request for such a meeting from ten percent of the members of the IBMA to be held at such time, day and place as shall be designated in the notice of the meeting.

Section 1.3. Meeting Notice

Notice of the purpose, time, day, and place of any meeting of the Board of Directors shall be given at least 30 calendar days previous and not more than 60 days out.

Section 1.4. Director Attendance and Absence Reporting

It is understood that IBMA participation is voluntary and other obligations may prevent a Board Member from attending a meeting. Notice must be given to the chapter President as soon as the member becomes aware that they will not be able to attend the meeting and they must provide an update on any open tasks for which they are responsible. It is up to the member to follow-up after the meeting to learn of any meeting outcomes and tasks that may have been assigned.

Section 1.5. Quorum

In matters requiring the vote of the Board of Directors, one-half of the total number of Board members, rounded up to the next integer, will constitute a quorum. Each director shall have one (1) vote.

Section 2. General Membership Meetings

The IBMA will hold a meeting open to all members at least quarterly. The President, Executive Vice President, or a suitable designee will preside over general membership meetings. The Board of Directors will be responsible for ensuring that members are notified in a timely manner of the date, time, location, and agenda of each meeting. Meetings may be open (anyone interested in the program may attend) or closed (only documented members of some InfraGard Membership

Alliance) as designated, in advance, by the Board. Additionally, due to location or expense, a fee to be set by the Board of Directors may be charged to participants.

Section 3. Manner of Conduct

All meetings shall be conducted in an orderly fashion and in accordance with “Robert’s Rules of Order – Newly Revised” as reasonably construed in view of the purpose and character of InfraGard, except as may be provided otherwise in these bylaws.

ARTICLE VII – AMENDMENTS

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

ARTICLE VIII – GENERAL POLICY STATEMENTS

The statements listed below are intended to guide board members in making decisions for or on behalf of the IBMA, as well as alleviate any confusion as to what is proper IBMA procedure . Typically, these statements have been reviewed and approved by the Board of Directors.

- The IBMA cannot distribute member names and contact information to the Board of Directors, committees, and other designated persons planning programs or conducting projects on behalf of the IBMA. Members can contact other members via the Infragard website.
- The IBMA will determine which members are willing to have their contact information shared with presenters and sponsoring vendors and protect that information accordingly.
- Any board member proposing changes to an initiative developed by a special committee must discuss those changes with the committee chairperson, or his/her designate, before acting on them.
- To maintain the credibility of the IBMA, anyone unable to complete a task for an initiative that has been announced to the membership must notify the Board of Directors. Notification must be made in sufficient time to allow others to assist in the effort.

ARTICLE IX – RESOLUTIONS AND MOTIONS

The IBMA resolutions and motions are listed below. The purpose is to document the proposed and approved resolutions and motions by the Board, as well as the date they were adopted.

To ensure the board can continue to function as a unified body representing the membership, any Board member intending to contact FBI personnel, other than the designated InfraGard

coordinator, regarding IBMA business, must notify all board members at least two (2) business days beforehand.

The IBMA is an information sharing and analysis effort serving the interests and combining the knowledge base of a wide range of members. As a result, InfraGard cannot endorse or solicit any vendor product or service. Notification of activities related to specific products or services, including vendor presentations and training opportunities, are provided solely for informational purposes.

The current InfraGard training committee has the authority to offer the current InfraGard Board members free seats to the InfraGard sponsored training session it is planning. Board members allotted free seats at an InfraGard training session may not give his or her seat for the session to another person within his or her company.

The IBMA will assist new in-district IMA formations, as well as Special Agents with their efforts in stimulating interest in our IBMA, or another IMA. Such assistance will consist of sample documents (such as bylaws), and advice on start-up activities, planning meetings, etc.

APPENDIX A - GLOSSARY OF TERMS

InfraGard Buffalo Members Alliance (IBMA)	A chapter of the IMA associated with FBI Buffalo Field Office
InfraGard Members Alliance (IMA)	An information sharing and analysis effort combining the knowledge base, and serving the interests of a wide range of private sector partners who own, operate, and hold key positions within some 85 percent of the nation’s critical infrastructure
Board of Directors of the IBMA (aka “Executive Committee”).	InfraGard Buffalo chapter leadership elected by the members of the IBMA
Advisory Committee to the Board	An advisory board consisting of past board members that is appointed and serves at the behest of the IBMA President. Advisory Board members do not have Board voting rights.
InfraGard Member	An InfraGard Member is a person who has been accepted by the FBI to participate in its InfraGard Program. Members are individuals, not organizations.
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.

Memoranda of Understanding (MOU)	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.
Voting Affiliate	A Voting Affiliate is an InfraGard Member that has been granted voting rights by IBMA.

APPENDIX B – IMA MEMBER CODE OF ETHICS

As an InfraGard member it is my responsibility to:

- Promote the protection and advancement of the critical infrastructure of the United States of America.
- Cooperate with others in the interchange of knowledge and ideas for mutual protection.
- Support the education of members and the public in a diligent, loyal, honest manner, and not knowingly be a part of any illegal or improper activities.
- Serve in the interests of InfraGard and the public in a diligent, loyal, and honest manner, and will not knowingly be a party to any illegal or improper activities.
- Maintain confidentiality and prevent the use for competitive advantage at the expense of other members, of information obtained during my involvement with InfraGard, which includes but is not limited to:
 - Information concerning the business of a fellow member or company.
 - Information identified as proprietary, confidential, or sensitive.
- Abide by the National and Local Chapter InfraGard Bylaws.
- Protect and respect the privacy rights, civil rights, and physical and intellectual property rights of others.