

## **BYLAWS OF THE INFRAGARD - ALAMO AREA CHAPTER**

### **ARTICLE I – NAME**

The name of this organization shall be InfraGard - Alamo Area Chapter, hereafter referred to as the "Chapter". The Chapter shall be a non-profit association working in conjunction with the InfraGard Members Alliance.

### **ARTICLE II - PURPOSE AND OBJECTIVES**

The purpose and primary objectives of the Chapter are to:

- o Support the education of members and the general public to enhance the understanding of information security and national information infrastructure issues;
- o Cooperate with others in the interchange and ideas for mutual protection;
- o Promote the protection of the critical infrastructure of the United States of America; and,
- o Promote and abide by the InfraGard Code of Ethics.

### **ARTICLE III – MEMBERSHIP**

SECTION 1. Membership in the Chapter is based upon one having primary interest and active involvement in the field of security in the private or public sector. Anyone wishing to join the Chapter may do so by making application on the appropriate form, paying membership fees and dues, if required, and signing the appropriate membership agreements as prescribed by the Chapter 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.

SECTION 2. The Chapter Board of Directors may provide for other classes of membership.

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 September to 31 August.

SECTION 4. Membership may be terminated if payment of the annual Chapter dues has not been received by the Treasurer of the Chapter as provided for in Article VII.

SECTION 5. Any member may resign at any time, but such resignation shall not relieve the resigning individual from payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues or any right to a pro rate or other share of the assets of the Chapter.

SECTION 6. The Board of Directors, at any meeting at which a quorum is present may, by a two-thirds vote of those present, 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 interest 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. These officers shall be members of the Board of Directors:

President  
Vice President  
Treasurer  
Secretary  
Media/Program Director  
Membership Director  
Legal Council  
Web Director  
Member-At-Large  
Member-At-Large  
Member-At-Large  
Member-At-Large  
Member-At-Large

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 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.

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 direction of the President, the Secretary shall also transmit and respond to all correspondence of the Chapter.

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 treasury receipts, expenditures, and deposits.

SECTION 6. All past Presidents in good standing and 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 Board of Directors shall manage the business of the Chapter. A Board quorum for business shall consist at a minimum of the FBI liaison, the President, Vice President or the secretary and one other member of the board.. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 8. In case of Board vacancy other than the Office of President such vacancy shall be filled by appointment by the President, with the agreement of the board quorum.

SECTION 9. 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 present shall be required for removal from office.

SECTION 10. 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 Officers, Directors and Members-At-Large shall be elected by popular vote, during the fourth quarter. Each member in good standing will 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.

SECTION 3. The Nominating Committee Chairperson shall prepare and distribute election ballots at the least 30 days prior to the date of the election.

SECTION 4. Election results shall be announced at the last general meeting of the year.

SECTION 5. The term of office shall consist of two-years commencing on January 1st, following the election. The Vice President and treasurer will be up for reelection January of 2008. The President and Secretary will be up for reelection in January of 2009. Reelections of the Vice President and Treasurer will take place on even years and the President and Secretary on Odd years commencing with this boards swearing in January 2007. This will ensure the board has veteran officers and ensure consistency for the future of the Alamo Area Chapter.

SECTION 6. Officers and Directors shall be limited to two consecutive terms in the same position.

#### **ARTICLE VI – MEETINGS**

SECTION 1. The Board of Directors will meet with the same frequency as and prior to the regular chapter meetings 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 objectives for the coming year,
- c. Establish the chapter program for the coming year,
- d. Establish the chapter budget for the coming year.

SECTION 3. The regular meeting of the Chapter shall be held at least once a quarter.

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

SECTION 5. At all meetings, a quorum for the transaction of business will consist of at least 51% of the meeting be active members.

SECTION 6. The order of business at regular meetings shall be as follows or can be waved by the members present:

- a. Call to Order
- b. Report of the Treasurer or monies for presentation
- c. Reports of Special Committees
- d. Unfinished Business
- e. New Business
- f. Special Announcements
- g. Program Agenda
- h. 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.

### **ARTICLE VII - FINANCIAL ADMINISTRATION**

SECTION 1. Annual dues 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 determined 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 in the duly elected President, Vice President, Secretary, and Treasurer.

SECTION 5. The President shall appoint an Audit Committee consisting of two members in good standing during the fourth quarter. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible for examining all financial records of the Chapter and for providing a report of its findings and recommendations to the Board of Directors, during the fourth quarter of the new fiscal year. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter and made available to all members.

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

### **ARTICLE VIII - HEADQUARTERS**

The Headquarters of the Alamo Area Chapter shall be located in the State of Texas, at the address designated by the Board of Directors.

**ARTICLE IX - AMENDMENTS TO THE BYLAWS**

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 accordance with the provisions of Paragraph b, above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the members present. If, at the meeting, a quorum being present, two-thirds of the total number of the Board 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 distributed for vote to the membership at large no less than ten days prior to the regular meeting.
- 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.

APPROVED ON THIS DAY \_\_\_\_ DAY OF \_\_\_\_\_ AT \_\_\_\_\_, \_\_\_\_\_

\_\_\_\_\_  
PRESIDENT

\_\_\_\_\_  
SECRETARY

\_\_\_\_\_  
VICE PRESIDENT

\_\_\_\_\_  
TREASURER