



InfraGard Huntsville Members Alliance Bylaws

Ratified February 16, 2017

PREAMBLE

The Huntsville Chapter InfraGard Members Alliance is organized and shall operate exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code. It shall develop and maintain relationships with “Strategic Partners” whose mission can be supported by the Chapter’s information sharing efforts. The Chapter’s “Strategic Partnerships” will subsequently lead to the establishment of a trusted relationship that will foster the exchange of information relevant to the protection of the national infrastructure.

PURPOSE

The purpose and primary objective of the Huntsville Chapter InfraGard Members Alliance, hereafter referred to as “the Chapter” or “IHMA”, is, in partnership with the Federal Bureau of Investigation (FBI) Huntsville, AL Resident Agency (RA), to increase the security of the United States critical infrastructures 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 Chapter is established to become a Voting Member of the InfraGard National Members Alliance (INMA). The relationship of the Chapter to the INMA will be principally defined by an “Operating Agreement” between the Chapter and the INMA. The relationship between the Chapter and the INMA will be further defined by their respective bylaws and national policy.

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1. Definition of Terms.

A glossary of terms is located in Article XI of these bylaws.

Section 2. Registered Office and Registered Agent.

The Chapter shall have and continuously maintain a registered office in the State Alabama and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of Alabama.

Section 3. Other Offices.

The Chapter may have such other office or offices, at such suitable place or places within the State of Alabama, and the IHMA Board of Directors may from time to time determine as necessary or desirable for the conduct of the affairs of the Chapter.

ARTICLE II. MEMBERSHIP OF THE CHAPTER

Section 1. Membership.

The Membership of the Chapter shall consist of InfraGard Members who have been accepted by the IHMA as Voting Affiliates.

Section 2. InfraGard Members.

InfraGard Membership shall be determined and controlled by the FBI pursuant to standards developed in consultation with the INMA. Each InfraGard member must be affiliated with an

InfraGard Member Alliance (IMA), and has voting rights as a “Voting Affiliate” within that particular IMA.

Section 3. Voting Affiliates.

Voting Affiliates are members of InfraGard who have been accepted as members by IHMA. They have full voting rights on local Chapter matters and are on record with the FBI InfraGard Coordinator as members of the IHMA.

Section 4. Non-Voting Attendees.

Non-Voting Attendees are InfraGard Members belonging to other IMAs or members of the general public who have been invited to attend general meetings of the IHMA. Non-Voting Attendees have no voting rights and are not members of IHMA.

Section 5. FBI InfraGard Coordinator.

The FBI InfraGard Coordinator will serve as a non-voting advisor to the Board of Directors regarding FBI/InfraGard policy and directives. FBI InfraGard Coordinators are members of the IHMA, but have no voting rights.

Section 6. Voting Rights.

An InfraGard Member with voting rights in the Chapter shall be termed a “Voting Affiliate”. InfraGard Members may choose to exercise their “Voting Rights” in accordance with national policy. These Voting Rights shall give the InfraGard member a vote in the affairs of the Chapter. The Board of Directors may retain the voting rights of an InfraGard Member for a 90-day probationary period during which the Board of Directors subject to the Chapter’s bylaws and any INMA national policy may reject the InfraGard Members status as a Voting Affiliate. The Board of Directors may request a 60-day extension of the probationary period by filing a notice of the intent to do so with the INMA not less than 30 days prior to the end of the original 90-day period. After 90 days, if the Board of Directors takes no action, the voting rights of the Voting Affiliate shall be deemed valid for the conduct of business in the Chapter. A rejected InfraGard member may appeal the decision of the Chapter to the Board of Directors of the INMA.

Section 7. Termination of InfraGard Membership.

The Board of Directors, by three-fourths vote, may recommend to the FBI that it terminate the InfraGard membership of one of its Voting Affiliates pursuant to procedures codified in the Membership Documents. The removal of InfraGard Membership may be appealed to the FBI.

Section 8. Membership Dues and Other Expenses.

The Board of Directors, by majority vote of all the Directors, may establish dues that the Voting Affiliates shall be required to pay to the IHMA to fund obligations as set forth in these Bylaws and the operating agreement with the INMA. Any funds collected by the IHMA will be administered by the Board of Directors in according to the rules enacted for the proper handling of funds. All dues or other funds collected will remain in the possession of the IHMA and shall not be held, administered, or distributed by any Strategic Partner. No funds collected from Voting Affiliates shall be used to fund any US or State Government Agency/Organization activities or otherwise used in a manner inconsistent with section 501(c)(3) of the Internal Revenue Code. Unless otherwise decided by the Board of Directors, all Voting Affiliates shall bear any expenses incurred because of their voting affiliation with the IHMA.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Regular Meetings.

A regular meeting of the Voting Affiliates, InfraGard Members, and the public shall be held four times a year, at such time, day and place as the Board of Directors shall designate. The Board of Directors may designate other regular Membership meetings, which may be held at such time, day, and place as necessary.

Section 2. Special Meetings.

Special meetings of the Voting Affiliates may be requested by a two-thirds vote of the Board of Directors or upon written request to the Secretary of the Chapter from a majority of the Voting Affiliates. A special meeting may be closed to the public at the discretion of the Board of Directors.

Section 3. Notice of Meetings

Notice of the time, day, place, and purpose of each meeting shall be given to all Members of the Chapter not less than seven (7) calendar days prior to the meeting date.

Section 4. Quorum

A quorum for the transaction of any and all business shall consist of not less than a majority of the total number of Voting Affiliates, each having one (1) vote, present in person. If a quorum is not present, a majority of the Voting Affiliates present may adjourn the meeting to a future time, without further notice being required. Voting may be conducted electronically, within rules established by the Board of Directors.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. Powers.

The Board of Directors 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. 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, 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 may repeal, modify, and amend the bylaws of the Chapter by a two-thirds vote of the whole Board of Directors.

Section 2. Number, Election, and Qualifications.

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) Directors consisting of four elected Officers, two appointed Officers, and three Board Members-at-Large; or such lesser number as may occur from time to time due to the resignation or removal of a member. The President of the Chapter shall serve as the Chairperson of the Board of Directors. In order to serve as a director of the Board of Directors of IHMA, the candidate must be an individual Member in good standing of InfraGard. The Board may not include more than three persons from any single corporation or family. Elected Officers of the Board of Directors may serve no more than two (2) consecutive terms in a particular office.

The President shall appoint an Elections committee of no more than three persons. Persons appointed to this board must be members in good standing who have been members of the chapter for at least one year. This committee shall submit a slate of qualified candidates to the Board no later than the September Board of Directors meeting. Additionally, any Voting Affiliate may submit to the Board, in writing (specifically including electronic), the name of any qualified person who agrees to serve if elected for inclusion on the ballot. Candidates for any office in the Chapter must have been a member of the Chapter in good standing for at least one year prior to being nominated. Voting Affiliates may nominate themselves. All nominations must be submitted to the Board five (5) days prior to the October Membership Meeting of an election year. The Board of Directors shall announce all eligible candidates during the October Membership Meeting.

The election shall be conducted electronically the second week of November in an election year. Prior to the election, the eligibility of Affiliates to vote will be validated by the Chapter Secretary. IHMA members who have been in good standing for at least thirty (30) days prior to the election shall be eligible to vote. The voting period will close the Saturday of the second week of November at 11:59PM. Votes shall be tallied by the elections committee and the results of the election reported to the Board of Directors upon completion of verification.

The nominees receiving the highest number of votes for the position will win the election for the position.

In the event of a tie for any office, a run-off election shall be conducted electronically following the same process as the general election.

Section 3. Term of Office

A Director of the Board shall hold office for two years or until their respective successors have been duly elected and qualified, or until he or she sooner dies, resigns, is removed, or becomes disqualified. Terms of Directors will begin on January 1st of the year following the election.

Section 4. Resignation.

Any director 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 5. Past President

The 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 on the Board or become a member at large with voting rights.

Section 6. FBI Coordinator

The FBI Coordinator is appointed by Special Agent in Charge of the Birmingham Field Office as a non-voting liaison between the Huntsville FBI Field Office and the Huntsville InfraGard Members Alliance.

Section 7. Other Non-Voting Members

The President, subject to the approval of the Executive Council, may designate other members of the Board of Directors, but they shall have no vote.

Section 8. Removal.

A director may be removed by two-thirds vote of the whole Board consisting of all directors who are not, at the time, the subject of such action on proceedings at any regular or special meeting of the Board of Directors for engaging in documented conduct prejudicial to the best interests of the Chapter, its members, or contrary to the purpose of the Chapter pursuant to Section 10 or Article IV.

Section 9. Vacancies.

Any director vacancy shall be filled for the unexpired term with a majority vote of the Board of Directors.

Section 10. Regular Meetings.

Regular meetings of the Board of Directors shall be held on the third Wednesday of each month with the time and location announced by the President. These meetings may be in-person or via telephonic or electronic means. Bi-annually, the Board will meet at the FBI Huntsville RA and in-person attendance is required.

Section 11. Special Meetings.

Special meetings of the Board of Directors may be called at the direction of the President or by a majority vote of all Directors then in office, to be held at such time, day, and place as shall be designated in the notice of the meeting.

Section 12. Participation by the Board of Directors

Attendance at all IHMA Board and regular Chapter meetings is a serious expectation for all

Directors. In the event a Director misses three (3) consecutive meetings (IHMA Board of Directors and/or general meetings) in a 12-month period, he/she shall be subject to removal from the Board. However, the Board understands there may be times when unpredicted circumstances arise and an absence cannot be avoided (i.e. death in the family, sick child, member sick, employer will not grant leave, etc.). In those situations, the President has the authority to permit the absence. The rationale for permission shall be communicated to the full Board and documented in meeting minutes. Directors who will be absent from a meeting must provide a report to the Secretary and/or President prior to the meeting.

Section 13. Notice

Notice of the time, day and place of any meeting of the Board of Directors shall be given at least seven (7) calendar days prior. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 14. 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 15. Manner of Acting.

Except as otherwise expressly required by law, the Certificate of Incorporation of the Chapter or 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. 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 16. 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 of the 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 per the President's direction.

Section 17. Telephone/Videoconference 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.

ARTICLE V. OFFICERS

Section 1. Officers

The Officers of the Chapter shall consist of a President, a Vice President, a Secretary, and/or Treasurer, each of whom shall be members of the Chapter and serve on the Board of Directors. The Chapter shall have such other officers and staff as the Board of Directors may from time to time deem necessary. Such Officers have the authority to perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election of Officers.

The election of Officers shall be the same as the election of the Board of Directors.

Section 3. Term of Office, Resignation, Removal, and Vacancies.

The terms of office and procedures for resignation, removal, and vacancies shall be the same as that of a Director.

Section 4. President.

The President shall give active direction and control of the business and affairs of the Chapter. He or she may sign, with the Secretary or any other proper officer of the Chapter 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 Chapter; 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. The President also leads the Board and is responsible for its effectiveness, chairs all

meetings of the Board, and appoints committee members to Committees of the Board subject to confirmation by the Board

Section 5. Vice President.

The Vice President shall be subject to the overall guidance and supervision of the Board of

Directors, in absence or incapacitation of the President, shall act as President and provide active direction and control of the business and affairs of the Chapter. When directed by the President (or while acting as the President), he or she may sign, with the Secretary or any other proper officer of the Chapter 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 Chapter; and in general, he or she shall perform all duties incident to the office of Vice President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. Secretary

The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; 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 the seal of the Chapter (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 the Board of Directors.

Section 7. Treasurer.

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Chapter; receive and give receipts for moneys due and payable to the Chapter from any source whatsoever, and deposit all such moneys in the name of the Chapter in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article VIII 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 US Government designated point of contact.

Section 8. Sector Chief Coordinator

The Sector Chief Coordinator shall oversee the Sector Chief program for the Chapter. The Sector Chief Coordinator will be appointed by the President with approval of the Board. Appointment of the Sector Chief Coordinator is contingent on approval from the FBI. The Sector Chief Coordinator will identify and nominate Sector Chiefs for each of the Critical Infrastructure Sectors represented in the Chapter, and meet regularly with each Sector Chief, individually or as a group, to ensure the success of the Sector Chief program.

Section 9. Membership Director

The Membership Director shall be responsible for providing a consistent and responsive interface to the Chapter membership, including all membership communication and meeting announcements. The Membership Director will work with the FBI Coordinator to maintain an accurate list of Voting Affiliates for use in official Chapter business. The Membership Director

shall also be responsible for maintaining an accurate and updated website for the Chapter, or delegate this responsibility to a member of the Communications Committee.

Section 10. Bonding.

If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the Chapter shall furnish, at the expense of the Chapter, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

Section 11. Insurance.

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

ARTICLE VI. COMMITTEES

Section 1. Committee Chairs.

Upon taking office the President may, at the advice of the Board, appoint Committee Chairs for Standing and Special Committees. Committee chairs serve for one year terms. A Chair may serve for as many consecutive terms as he/she may be appointed to. Unless also an elected Board Member or Officer, Committee Chairs do not have a vote at Board Meetings.

Section 2. Sector Chiefs.

The Board of Directors may appoint Sector Chiefs for each of the Critical Infrastructure Sectors represented in the Chapter. Appointment is contingent on approval from the FBI. Sector Chiefs serve as subject matter experts (SMEs) for their respective sectors and disseminate information to Chapter members within their sectors. Sector Chiefs may conduct meetings and training sessions for their sectors outside of regular member meetings. The Board of Directors shall appoint a Sector Chief Coordinator to oversee the Sector Chief program for the Chapter.

Sector Chiefs are expected to attend all regular meetings of the Chapter and teleconferences scheduled by the Sector Chief Coordinator. Unexcused absence from meetings and teleconferences may result in the removal of the Sector Chief who is negligent in attendance. Prior to consideration for removal, the Sector Chief Coordinator will report the number of unexcused absences to the Board of Directors, who will be responsible for any removal actions. Individuals who have been removed from the role of Sector Chief will be notified of the Board's actions. Such a removal has no impact on the removed Sector Chief's status as a member in good standing in the Chapter.

Section 3. Budget Committee.

The Budget Committee shall be chaired by the Treasurer. The President of the Chapter serves as an ex officio member of the committee. The Budget Committee shall develop an annual budget for the Chapter and submit the budget to the Board for approval. The Committee shall also monitor all expenditures of the Chapter.

Section 4. Audit Committee.

The Audit Committee shall consist of the committee chair and no less than two (2) Directors. The President and Treasurer are excluded from membership on the Audit Committee. The Audit Committee shall cause the accounts and funds of the Chapter to be audited annually, shall define

the scope of the audit to be performed, and shall review the financial statements of the Chapter prior to their submission to the Board. The audit can either be conducted by the Audit Committee or by a certified public accountant selected by the Board of Directors. The Audit Committee may examine and consider such other matters relating to the internal and external audit of the accounts of the Chapter and its Membership and relating to the Chapter's and its Membership's financial affairs.

Section 5. Communications Committee.

The Communications Committee shall be chaired by the Communications Director and shall be responsible for all chapter communications including membership communications, meeting announcements, email correspondence, and maintaining the chapter website.

Section 6. Elections Committee

The Elections Committee shall be chaired by a Board member who is not an elected officer and consist of no more than two additional members who do not have to be on the Board. All serving on this committee must be members in good standing who have been in the Chapter for at least one year. The elections committee is responsible for determining eligibility and willingness of candidates to fill vacancies for all elected offices of the Chapter and for tallying election results.

ARTICLE VII. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

Section 1. Contracts

The Board of Directors may, by two-thirds vote, 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 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.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year.

The fiscal year of the Chapter shall be from November 1 through October 31, of the following year.

Section 2. Books and Records.

The Chapter shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Voting Affiliates, the proceedings of its Board of Directors and those of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors. Such records and books shall be subject to audit on a random basis with reports of audit provided to the standing Board of Directors and made available to the US Government Agency/Organization designated point of contact and the INMA.

Section 3. Indemnification

The Chapter shall indemnify each director and each of its officers, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

The Chapter shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Chapter that his or her conduct was not committed in bad faith, was not the result of active or deliberate dishonesty, and did not result in him or her actually receiving an improper personal benefit in money, services, or property, and, in the case of a criminal action or proceeding, in addition, that he or she had no reasonable cause to believe that his or her conduct was unlawful. A non-judicial determination that the officer or director has met the foregoing applicable standard of conduct by (1) the Board of Directors acting by a majority vote of a quorum consisting of directors who are not, at the time, parties to such action or proceeding or if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting solely of two or more directors not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full Board of Directors in which the designated directors who are parties may participate; or (2) The opinion in writing of special legal counsel selected by the Board of Directors or a committee of the Board of Directors by majority vote of a quorum consisting of directors not, at the time, parties to the proceeding, or, if the requisite quorum of the full Board of Directors cannot be obtained therefor and the committee cannot be established, by a majority vote of the full Board of Directors, in which the directors who are parties may participate. If the foregoing determination is to be made by the Board of Directors, it may rely as to all questions of law, on the advice of independent legal counsel.

Every reference herein to a member of the Board of Directors or officer of the Chapter shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable attorney's fees and expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Chapter might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Anything to the contrary notwithstanding, the Chapter shall not indemnify directors or trustees or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment, or payment of insurance premium shall constitute a violation of any provision of the Internal Revenue Code of 1986, as amended (or corresponding provision of any applicable future United States Internal Revenue Service law).

ARTICLE IX. AMENDMENTS

These bylaws may be adopted or amended by a two-thirds (2/3) majority vote of the Board of Directors.

ARTICLE X. DEFINITIONS

INMA (The InfraGard National Members Alliance): The INMA is a Not-for-Profit Members Corporation that has been granted 501(c)(3) status by the IRS. Its Members are the IMAs that have signed an “operating agreement” with the INMA.

IMA (InfraGard Members Alliance): An IMA is a Not-for-Profit Corporation that has been granted 501(c)(3) status by the IRS. The IMAs are the legal members of the INMA pursuant to the conditions contained in the operating agreement.

IHMA (InfraGard Huntsville Members Alliance): The InfraGard Huntsville Members Alliance is the name of an IMA which is also a Not-for-Profit Corporation that has been granted 501(c)(3) status by the IRS. The IHMA is a legal member of the INMA pursuant to the conditions contained in the operating agreement.

Board of Directors: The Board of Directors will be the officers of the IHMA. The IHMA must have at least three (3) officers including a President, a Treasurer, and a Secretary. The officers are elected by the InfraGard Members how have voting rights in the IHMA.

Voting Affiliate: A Voting Affiliate is an InfraGard Member who has been accepted by the FBI to participate in its InfraGard Program and that has been granted voting rights by an IMA.

InfraGard Member: An InfraGard Member is person who has been accepted by the FBI to participate in its InfraGard Program.