



InfraGard Huntsville Members Alliance Bylaws

Ratified August 13, 2019

PREAMBLE

The InfraGard Huntsville 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 InfraGard Huntsville Members Alliance, hereafter referred to as “the Chapter” or “IHMA”, is, in partnership with the Federal Bureau of Investigation (FBI) Birmingham Division, 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.

To maximize our impact, the Chapter may seek to collaborate with other non-profit organizations, industry, academia and the government solely for the benefit of the non-profit activities of IHMA.

Further, the Chapter is a Voting Member of the InfraGard National Members Alliance (INMA). The relationship of the Chapter to the INMA will be principally defined by the “Membership Agreement” between the Chapter and the INMA. The relationship between the Chapter and the INMA will be furthered defined by their respective bylaws, national policy and other relevant arrangements.

ARTICLE I. OFFICES AND REGISTERED AGENT

Section 1. Definition of Terms

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

Section2. Registered Agent

The Chapter shall have and continuously maintain a Registered Agent in the State of Alabama and whose office is identified with such Registered Agent. The Registered Agent shall be an individual who is a resident of the State of Alabama.

ARTICLE II. MEMBERSHIP OF THE CHAPTER

Section 1. Membership

The Membership of the Chapter shall consist of InfraGard Members who have been screened by the FBI and INMA through its application and approval process.

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).

Section 3. 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 Board. Non-Voting Attendees have no voting rights and are not members of IHMA.

Section 4. 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 5. Voting Rights

IHMA InfraGard Members will be allowed nomination and/or voting rights in the IHMA Chapter for the term selection of the following Board of Directors: President, Senior Vice President, Secretary, Treasurer, Vice President of Marketing, Vice President of Events, and Vice President of Technology; and other matters or personnel as agreed by the Board. The Board shall establish policies and procedures for the nomination and voting of such matters.

Section 6. Termination of InfraGard Membership

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

Section 7. Membership Dues and Other Expenses

The Board of Directors, by majority vote of all the Directors, may establish dues that Members shall be required to pay to the IHMA to fund obligations as set forth in these Bylaws and the membership agreement with the IHMA. Any funds collected by the IHMA will be administered by the Board of Directors in accordance to the rules and procedures 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 Members 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 Members shall bear any expenses incurred because of their affiliation with the IHMA.

ARTICLE III. MEMBERSHIP MEETINGS

Section 1. Regular Meetings

A regular meeting of the Chapter 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 may be requested by a majority vote of the Board of Directors or upon written request to the Secretary of the Chapter from IHMA Members. A special meeting may be closed to the public at the discretion of the IHMA 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

As the Chapter does not conduct business at regular membership meetings, a quorum of the IHMA Board of Directors, as defined in Article IV, Section 14, is not required to discuss topics informally or to engage in the activity scheduled for the meeting.

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 Articles 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 may be composed of up to nine (9) Directors consisting of seven elected Officers and two appointed Directors; 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 of the InfraGard Huntsville Members Alliance. The Board may not include more than three persons from any single corporation or family, unless waived by the Board for good cause. Elected Officers of the Board of Directors may serve no more than two (2) consecutive terms in a particular office, unless waived by the Board and consistent with national guidance.

IHMA Members may submit and/or nominate to the Board, in writing (specifically including electronically), the name of any qualified person who agrees to serve as a Board Member if elected for inclusion on the ballot in the positions identified in Article II, Section 5, above. Candidates for any office in the Chapter must be a member of the Chapter for at least one year prior to being nominated, unless waived by the Board. Candidates for President must have previously held another elected office on the Board of Directors. Members may nominate themselves. All nominations must be submitted to the Board at least five (5) days prior to the October Membership Meeting of an election year. The Board of Directors shall announce all eligible candidates during this Membership Meeting.

The election for President of the IHMA Board and the other identified Board Positions above shall be conducted electronically following the November Membership Meeting during an election year. Prior to the election, the eligibility of Members 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 following the open date for elections. Votes shall be tallied, and the results of the election reported to the Board of Directors upon completion of verification.

The nominee(s) 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. In the event a Director is properly elected to serve an additional term, the Board will give such consideration as necessary and make such determination in accordance with existing national policies and these bylaws.

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. The Board may vote to designate past presidents with the honorary title of “President Emeritus” with such Chapter rights and privileges as granted by the Board.

Section 6. FBI Coordinator

The FBI Coordinator is appointed by Special Agent in Charge of the Birmingham Division as a non-voting liaison between the Division and the Chapter.

Section 7. Other Non-Voting Members

The President, subject to the approval of the Board of Directors, 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 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 these Bylaws. If a Director is unable to fully perform the duties of the position for any reason, to include missing three or more meetings, the Board will vote to remove such Director and conduct a vote to replace the removed Director.

Section 9. Vacancies

Any Director vacancy shall be filled for the unexpired term with a majority vote of the Board of Directors. Such vacancy may be filled by the individual “acting” in such capacity or by any other IHMA member upon nomination and vote by the Board.

Section 10. Regular Meetings

Regular meetings of the Board of Directors shall be held 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 resident agency, or such other location as available and agreed, with in-person attendance of the Board 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 membership 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, or is unable to carry out the duties assigned, he/she shall be removed from the Board. The Board has the authority to vote on exceptions for extenuating circumstance; however, the needs of the Chapter must prevail. Directors who will be absent from a meeting must provide notification to the Secretary and/or President prior to the meeting.

Section 13. Notice & Agenda

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 and an Agenda provided to all Board members. 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 Articles 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, electronically 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 all meeting minutes and shall make them available to the Board.

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 at least a President, Senior Vice President, Secretary, and/or Treasurer, each of whom shall be voting members of the IHMA Chapter and serve on the Board of Directors. The Chapter shall have such other voting and non-voting 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 by the Board of Directors.

Section 2. Election of Officers

The election of Officers may be the same as the election of the Board of Directors, or as determined by the Board.

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 under these Bylaws, or as determined by a vote of the Board.

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. The President is responsible to ensure the business of the Chapter is conducted effectively and efficiently, shall keep the Board informed of all actions and must act in accordance with these Bylaws.

Section 5. Senior Vice President

The Senior 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 Senior Vice President and such other duties as may be prescribed by the Board of Directors from time to time. The Senior Vice President is

responsible to ensure the business of the Chapter is conducted effectively and efficiently, shall keep the Board informed of all actions and must act in accordance with these Bylaws.

Section 6. Secretary

The Secretary shall establish and 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. The Secretary shall provide the minutes of any Board meetings to the Directors within 5 days of each Board meeting and will keep the Board apprised of all record-keeping and reporting requirements. The Secretary shall retain all records in accordance with Chapter policy and local, State, and Federal law.

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 depositories; 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. Vice President of Marketing

The Vice President of Marketing shall be an elected Officer of the Chapter and responsible for community outreach, corporate sponsorship, and speaker coordination. The Vice President of Marketing shall chair the Marketing Committee and in general perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 9. Vice President of Events

The Vice President of Events shall be an elected Officer of the Chapter and responsible for all events the Chapter undertakes that fall outside the scope of regular or special membership meetings. The Vice President of Events shall chair the Events Committee and perform other duties as from time to time may be assigned by the President or the Board of Directors.

Section 10. Vice President of Technology

The Vice President of Technology shall be an elected Officer of the Chapter and responsible for the Chapter's communications and information technology (IT) infrastructure. The Vice President of Technology shall chair the Technology Committee and in general perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 11. Sector Program Director

The Sector Program Director shall be an appointed Officer of the Chapter and oversee the Chapter's Sector Security and Resiliency Program. Appointment is contingent on approval from the FBI. The Sector Program Director will identify and nominate Sector Chiefs for approval by the Board of Directors, and operate the program in accordance with INMA guidance. The Sector

Program Director chairs the Sector Program Committee and in general perform such other duties as from time to time may be assigned by the President or the Board of Directors.

Section 12. Director of Education

The Director of Education shall be an appointed Officer of the Chapter and responsible for outreach between the Chapter and local high schools, colleges, and universities and developing education and training opportunities for members of the Chapter. The Director of Education shall chair the Education Committee and in general perform such other duties as from time to time may be assigned by the President or the Board of Directors.

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, upon a vote 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. Unless also an elected Board Member or Officer, Committee Chairs do not have a vote at Board Meetings.

Section 2. Sector Program Committee

The Sector Program Committee shall be chaired by the Sector Program Director and operate in accordance with INMA and Chapter policy and guidance.

Section 3. Audit Committee

The Audit Committee shall consist of the committee chair and up to two (2) Directors or Members approved by the Board. 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, or upon a change of the Treasurer, 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 4. Elections Committee

The President shall appoint, and the Board of Directors confirm, an Elections Committee of no more than three persons, each of whom shall have been members of the Chapter for at least one year. The Elections Committee shall be chaired by a member of the Chapter who is not an elected Officer. The elections committee is responsible for conducting elections in accordance with Article

IV, Section 2. Members of the Election Committee shall not be eligible to run for office while serving on the committee.

Section 5. Other Committees

The Board of Directors may create, and appoint members to or appoint a chair who shall appoint members to, such committees as they shall from time to time deem appropriate, such committees to have the power and duties designated by the Board of Directors; provided that no such committee which has members who are not directors shall have and exercise any authority of the Board of Directors in the management of the Chapter.

Section 6. Term of Office

Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify to be a member thereof.

Section 7. Vacancies

Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 8. Rules

Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

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.

Section 5. Non-profit Status and Exempt Activities Limitation

No part of the gross earnings of the Chapter shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes described in section 501(c)(3), and/or activities identified herein or incorporated herein by addendum.

No substantial part of the activities of IHMA shall include the carrying on of political propaganda, or otherwise attempting to influence legislation; and the organization shall not participate, or intervene in (including the publishing or distribution of statements) any political campaign for or on behalf of any candidate for public office. Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on by (a) corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code (IRS), or corresponding section of any future federal tax code, or (b) an organization, contributions to which are deductible under section 170 (c)(2) of the IRS, or corresponding section of any future federal tax code.

Upon termination or dissolution of IHMA any assets lawfully available shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the IRS, or corresponding section of any federal tax code, or shall be distributed a similar 501(c)(3) corporations, the federal government, or to a state or local government entity for a public purpose. The organization to receive such assets shall be selected by the Board of Directors.

ARTICLE VIII. MISCELLANEOUS PROVISIONS

Section 1. Calendar Year

The INMA shall operate on a Calendar Year which shall be from January 1 through December 31.

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. Document Retention and Destruction

The Chapter shall retain its records, to include documents, receipts, communications, policies, procedures, resolutions, bylaws, amendments, etc. in accordance with local, State, or Federal laws and regulations. Such retention may be in the form of electronic or hard-copy files. In particular the corporation shall retain all financial documentation as it relates to its 501(c)(3) status or other IRS filings. Documents outside of mandated retention requirements shall be destroyed in accordance with applicable INMA and Chapter policies.

Section 4. Conflict of Interest

The Board shall adopt and periodically review a conflict of interest policy to protect the organization's interest when it is contemplating any transaction or arrangement which may benefit

any director, officer, employee, affiliate or member of a committee with board-delegated powers. Directors, officers and all members engaged in the Chapter's official operating activities shall sign a conflict of interest statement annually.

Section 5. Nondiscrimination Policy

The officers, directors, and persons serving in this organization shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin and sexual orientation. It is the policy of IHMA not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran status, political service or affiliation, color, religion or national origin.

Section 6. Whistleblower Policy

The IHMA intends to abide by ethical standards that promote the public good. The Board shall adopt a Whistleblower Protection Policy to establish procedures for the public, Board members, officers and any others to report in confidence and without retaliation any suspected wrongdoing, impropriety, unethical behavior or misuse of IHMA resources.

Section 7. 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, amended, altered repealed or stated by a two-thirds (2/3) majority vote of the Board of Directors. Amendment to these bylaws will be incorporated by reference.

ARTICLE X. DEFINITIONS

INMA (The InfraGard National Members Alliance): The IMNA 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.

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

I do hereby certify that the above stated Bylaws of the InfraGard Huntsville Members Alliance were approved by IHMA Board of Directors on August 13, 2019 and constitute a complete copy of the Bylaws by the Chapter.


Jeremy Blevins
President

13 August 2019

Date