

**BYLAWS
OF THE
INFRAGARD – CENTRAL TEXAS MEMBERS ALLIANCE**

ARTICLE I

NAME

The name of this organization shall be InfraGard – Central Texas Members Alliance, hereafter referred to as the “Alliance”. The Alliance shall be a non-profit association working in partnership with the Federal Bureau of Investigation.

ARTICLE II

PURPOSE AND OBJECTIVES

The purpose and primary objective of the Alliance is to:

- a) Educate the general public on the vulnerabilities that exist with our country’s critical infrastructures and provide solutions to control these vulnerabilities; and to
- b) Provide forums for the exchange of information between the government, the owners and operators of the critical infrastructure, and others concerned with the protection of critical infrastructures.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Alliance is based on interest and active involvement in critical infrastructure protection (CIP) in the private and public sectors. Anyone wishing to join the Alliance may do so by submitting an application, paying applicable membership fees and dues, and signing the appropriate membership agreements as prescribed by the Alliance (InfraGard – Central Texas) and these bylaws. In addition, membership is contingent upon interest in the purposes and objectives of the Alliance 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 Alliance.

To qualify for Membership in the Alliance a candidate must agree to the terms and conditions in the InfraGard Ethics Agreement, and pay all applicable fees and dues to the Alliance.

There is one category of membership:

(1) Individual membership, where the membership in the Alliance stays with the individual member regardless of changes in position, responsibilities, agencies or companies

SECTION 2. The Alliance Board of Directors, at their discretion, may provide for other categories of membership.

SECTION 3. Members who maintain their membership by payment of applicable 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.

SECTION 4. Membership may be terminated if payment of the applicable annual Alliance dues has not been received by the Treasurer of the Alliance 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 applicable dues for the expired portion of the current fiscal year or give any right to rebate of dues or any right to a pro rata or other share of the assets of the Alliance.

SECTION 6. The Board of Directors may, at any meeting at which four of seven Directors are present, by a two-thirds vote of those members present, terminate the membership of any member who in its judgment has violated the Bylaws, Code of Ethics, or who has demonstrated conduct detrimental to the interests of the Alliance 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 Alliance.

ARTICLE IV OFFICERS

SECTION 1. The officers of the Alliance must be members in good standing as of the date of their election. These officers shall be President, Vice President, Secretary, Treasurer, Director of Education, Director of Membership, and Director of Communications. These officers shall constitute the Board of Directors. The President shall act as Chairperson thereof.

SECTION 2. The President shall be the executive head of the Alliance and shall preside at all meetings of the Alliance. The President shall have the power to call special meetings if deemed necessary for the benefit of the Alliance and shall have the deciding vote in case of a tied decision.

The President shall cause the Alliance Bylaws to be reviewed each year by the 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. Additionally, the Vice President shall review all membership applications for eligibility.

SECTION 4. The Secretary shall record and keep minutes of all meetings, and shall maintain the official records of the Alliance. Additionally the Secretary shall maintain sufficient membership address lists as to ensure that all members in good standing are notified of meetings and that all other correspondence necessary to the conduct of the Alliance is received by the members.

SECTION 5. The Treasurer shall collect all applicable membership dues and other monies or articles of value belonging to the Alliance, and shall keep an accurate account of all treasury receipts, expenditures, and deposits.

SECTION 6. The Director of Education shall arrange for meeting locations, and arrange for and coordinate speaker arrangements for the program section of Alliance meetings. The Director of Education will select speakers to represent a broad range of topics addressing all of InfraGard's mission infrastructures, as defined by the InfraGard National Members Alliance. The Director of Education can, at his/her discretion, solicit member volunteers for an Education Committee to address the needs of the position.

SECTION 7. The Director of Membership shall manage all aspects of targeting, recruiting, and processing new members to the Alliance. The Director shall review new members with the Vice President, in accordance with Section 3 above, and shall work with the Alliance FBI Coordinator for application processing. The Director of Membership can, at his/her discretion, solicit member volunteers for a Membership Committee to address the needs of the position.

SECTION 8. The Director of Information shall coordinate and manage the dissemination of information to all Alliance members as well as the National Members Alliance. The Director of Information shall manage the Alliance website and ensure the quality of its content. At the direction of the President, the Director of Information shall transmit and respond to any other Alliance information as deemed necessary. The

Director of Information can, at his/her discretion, solicit member volunteers for an Information Committee to address the needs of the position.

SECTION 9. All past Presidents 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 10. The Board of Directors may appoint Special Interest Committee Chairs who will sit on the Board but will have no voting power on the Board.

SECTION 11. The business of the Alliance shall be managed by the Board of Directors. A Board quorum for business shall consist of four of the seven board members being present. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 12. In case of Board vacancy, other than the Office of the President, such vacancy shall be filled by appointment by the President, upon the advice of the remaining Board members.

SECTION 13. On a motion and second from a Board member during a scheduled Board meeting, an officer shall be held before the Board for malfeasance of duty. A two-thirds majority of all Board members shall be required for removal from office. General members may request a special hearing for Board members they believe have violated the bylaws of the Alliance to present their case in which the above rules will apply. This request may be made through formal notice to any current member of the Board of Directors.

SECTION 14. The President may appoint 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 Board of Directors shall be elected by popular vote, each member in good standing to 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 at an annual meeting each year. Members in good standing may volunteer for this function.

SECTION 3. The Nominating Committee Chairperson shall prepare and distribute election ballots at the fourth quarterly meeting.

SECTION 4. Elections shall be held at an annual meeting each year.

SECTION 5. Election results shall be announced as soon as possible after the ballots are cast.

SECTION 6. The term of office shall consist of two years commencing at the conclusion of the meeting in which the elections were held.

- a. Elections in odd numbered years shall be for the positions of President, Treasurer and Director of Communications.
- b. Elections in even numbered years shall be for the positions of Vice President, Secretary, Director of Membership and the Director of Education.
- c. Any other vacancy of a board position, whether due to election to another position or for other reasons, shall be filled in compliance with Article 4, Section 12.

SECTION 7. The counting of ballots shall be supervised by the Alliance FBI Coordinator or his/her designated alternate.

SECTION 8. Quorum for elections shall be defined as the totality of members present at the preset election meeting, provided at least 4 weeks notice is provided to members. Absentee ballots will be accepted the week of the meeting for those unable to attend.

ARTICLE VI MEETINGS

SECTION 1. At a minimum, the Board of Directors will meet with the same frequency as the regular Alliance meetings for the purpose of conducting and planning the business of the Alliance.

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 Alliance goals and objectives for forthcoming year,
- c. Establish the Alliance program for the forthcoming year,
- d. Establish the Alliance budget for the forthcoming year.

SECTION 3. The Board shall schedule regular meetings of the Alliance.

SECTION 4. Special meetings may be called by the Board of Directors at any time upon ten days written or email notice to all members of the Alliance.

SECTION 5. At all meetings a quorum shall be defined as the totality of members present.

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 Alliance function.

ARTICLE VII FINANCIAL ADMINISTRATION

SECTION 1. Annual applicable 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.

SECTION 2. The amount of annual Alliance dues shall be recommended 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 Alliance dues must be publicized to the Alliance 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 Alliance 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. An Audit Committee consisting of two members in good standing shall be appointed by the President at an annual meeting each year. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible to examine all financial records of the Alliance and

provide a report of its findings and recommendations to the membership at an annual meeting prior to elections. This report shall be in writing, and shall be maintained as part of the permanent records of the Alliance.

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

ARTICLE VIII
HEADQUARTERS

SECTION 1. The Headquarters of the Central Texas Members Alliance shall be located in the State of Texas, at the address designated by the Board of Directors.

ARTICLE IX
AMENDMENTS TO THE BYLAWS

SECTION 1. – These Bylaws may be amended, repealed, or added to in the following manner only:

- a. Ten percent of the members of the Alliance 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 written or email 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 the 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, the members 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 presented to the membership at the next regular meeting of the Alliance for ratification.
- d. Amendments to these Bylaws shall become effective after ratification by the Alliance members at a regular meeting on the date specified by the Board of Directors.