

# Chicago InfraGard Members Alliance

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## By-Laws

### Preamble

On 15 July, 1996, President William Clinton issued **Executive Order 13010** titled "Critical Infrastructure Protection" establishing the President's Commission on Critical Infrastructure Protection (PCCIP) and the Infrastructure Protection Task Force (IPTF). The objective of the PCCIP was to create a strategy for the protection of the nations critical infrastructure. The IPTF was charged with coordinating existing infrastructure protection efforts while the PCCIP was charged with identifying unaddressed security needs and best available security methodologies.

Both the PCCIP and IPTF recognized the need for establishing a "partnership" between Government and private sector infrastructure owners and operators. In a report issued by the PCCIP in October, 1997, entitled, "Critical Foundations: Protection of America's Infrastructures", the taskforce specifically called for an increased sharing of information relating to infrastructure threats, vulnerabilities, and interdependencies"

In August 1996, the Chicago Federal Bureau of Investigation (FBI) Field Office initiated contact with local information security professionals employed by infrastructure owners and operators within the public and private sectors and government officials, requesting a meeting to discuss various aspects of critical infrastructure protection. As a result of this initiative by the FBI, the Infragard organization came into being.

### Article I - Identification

The Chicago Chapter InfraGard Members Alliance (CIMA), hereafter referred to as the Chicago Chapter, shall be a non-profit association working in partnership with the Federal Bureau of Investigation (FBI). The Chicago Chapter shall be that segment of the National InfraGard Members Alliance associated with the FBI field office headquartered in Chicago, IL.

### Article II - Purpose and Objective

The purpose and primary objectives of InfraGard are:

1. To educate the American public as to the threats and/or vulnerabilities existing within our country's critical infrastructures and key resources; and
2. To provide and promote forums for the exchange of information between government, owners and operators of the national infrastructure and others concerned with the protection of critical infrastructures and key resources.
3. To advance educational programs, outreach activities and other appropriate initiatives that will increase awareness of critical infrastructures and key resources protection issues.

### Article III - Membership

#### Section 1 – Membership

There shall be two types of membership, Active Membership and Associate Membership. Active Membership shall be authorized for those individuals who through ownership, management or employment are actively engaged in the planning, design, protection, operation and/or management of critical infrastructure. Associate Membership shall be authorized for those individuals representing

companies and/or organizations that support the goals and objectives of CIMA through a level of monetary and/or other in-kind support at a level established by, and annually reviewed by, the Board of Directors.

An Active or Associate Member in "Good Standing" is an individual that has met all the requirements of membership and:

- Has conducted themselves with a high level of integrity with respect to InfraGard and its mission, including:
  - Abiding by InfraGard's code of ethics, bylaws, and resolutions.
  - Refrained from activities that may create an appearance of impropriety or that appear counter to InfraGard's mission. Such activities may include, but are not limited to:
    - Knowingly providing false information on InfraGard forms or other required documentation.
    - Unapproved use or misuse of program funds.
    - The use of InfraGard membership primarily as a means to market products services or otherwise achieves personal gain.
  - Is consistently current with the payment of applicable Chapter dues and fees,

The Chapter Executive Council (described in Article IV) will determine whether to remove a member's status of "Good Standing", based on the failure to meet one or more of the aforementioned criteria, by a vote of 2/3 of the Chapter Executive Council's members serving.

The Chapter Executive Council can reinstate the member's status of "Good Standing" by a vote of 2/3 of the Chapter Executive Council's members serving.

### **Section 2 - Dues and Fees**

Chicago Chapter of InfraGard may charge dues, fees and/or authorize other assessments to both Active and Associate members as established by and reviewed annually by the Board of Directors

### **Section 3 - Termination**

Upon termination of a member's participation for any reason, the Executive Council will ensure that the change in membership is appropriately processed. The process will include, but not be limited to, the actions below:

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

## Article IV - Executive Council

### Section 1 – Duties

The Executive Council of the Chicago chapter shall consist of:

- **President** - shall preside at each meeting of the general membership and at all meetings of the Executive Council. In addition, the President shall have the following specific duties and responsibilities:
  - Be chairperson of the Executive Council
  - Prepare the agenda for all meetings of the general membership and Executive Council.
  - Preside over the Chapter and Executive Council meetings.
  - Appoint members to approved Committees and open Executive Council positions subject to the approval of the Executive Council.
- **Vice President** - shall be responsible actively participating in the chapters' long-term plan, , participating in official chapter business at the president's request and other special duties as assigned by the President or Executive Council. The Vice President will be responsible for:
  - Running the annual elections of Executive Council positions unless the Vice President is running for election on the ballot.
  - Working with the InfraGard National Member Alliance on special projects
  - In the absence of the President, preside over the Chapter and Executive Council Meeting
- **Treasurer/Membership Director** - shall act as custodian of the chapter membership and all monies held by the Chicago Chapter. The Treasurer/Membership Director will be responsible for:
  - Providing a report of Chicago Chapter finances on at least a quarterly basis
  - Preparing an annual budget for the Chapter
- **Programming Director** - shall be responsible for organizing and carrying out our programming on the chapters' behalf including, but not limited to, regular member meetings, podcasts, webinars etc.
- **Secretary/Communications Director** - shall be responsible for all chapter communications including membership communications, meeting announcements, official filings as well as the creation and management of official chapter and Executive Council minutes.
- **Six At-Large Board Members** - will be responsible for participating in long-term decisions, duties related to special projects and general chapter support efforts as assigned by the Executive Council. There will be a total of no more than six (6) At-Large Board Member who's duties shall be assigned by the President subject to the approval of the Executive Council. The number of At-Large Board members must produce an odd number of Executive Council members. Three of the At-Large Board Members shall be elected by popular vote and three of the At-Large Board Members shall be appointed by the President subject to a majority approval of the executive council.
- **FBI Coordinator** - appointed by Special Agent in Charge of the Chicago Field Office as a non-voting liaison between the Chicago FBI Field Office and the Chicago InfraGard Members Alliance. **Other Non-Voting Members** – the President subject to the approval of the Executive Council may designate other members of the Executive Council but they shall have no vote.

A single person may only hold one Executive Council position simultaneously.

The Executive Council shall perform all duties prescribed by these bylaws. The Executive Council shall have general supervision over the affairs of the Chicago Chapter, select the hour and place of council meetings, and perform such other duties as specified in these bylaws.

## **Section 2 – Committees**

The Chapter may authorize other committees and or Standing Committees as the Executive Council may deem necessary.

## **Section 3 - Terms and Elections**

Executive Council members shall be elected by popular vote, as follows:

- The Executive Council will distribute to all Chicago Chapter Active Members a call for nominations. Nominations for offices shall be open and received for a minimum of thirty (30) days. At the end of such time, the Executive Council shall distribute to all members a ballot that clearly states the name and candidate stated qualifications of each candidate for office.
- All Members in good standing shall be eligible for election to the Executive Council
- Executive Council terms will be for three (3) years commencing in January.
- Elections will be held at the November general meeting in the final year of the Executive Councils three year term.
- Absentee ballots will be available prior to the November election date, Completed Absentee ballots must contain the legible printed name and signature of the member casting the ballot and must be received by the Executive Council prior to the general meeting where voting will occur.
- Any Chapter Member in good standing thirty (30) days prior to the election date shall be eligible to vote.
- An election that ends in a tied vote shall be decided by a run off election between the tied parties until one party achieves a higher vote count.
- Any ballot that is not clearly marked will be declared spoiled and disqualified as judged by the President or Vice President of the Chapter. Under no circumstances may the President or Vice President declare a ballot spoiled if said ballot was cast for a candidate vying for their position.

Chapter Executive Council nomination requirements:

- Any Member in good standing is eligible for nomination to the Executive Council.
- Nominations may be made by the candidate or by any other Member in good standing.
- The nomination must include a statement of the individual's qualifications in a format determined and prescribed by the Chapter Executive Council.

Nominations for the Chapter Executive Council shall be reviewed by the Chapter Executive Council or by an Election Committee appointed by the President and approved by a majority of the Chapter Executive Council.

- All nominations will be reviewed to verify that the individual is a member in good standing.
- All nominations will be reviewed to assure that the qualification statement has been submitted.
- If all credentials are deemed to be in order, the Chapter Executive Council will add the individual to the ballot according to the provisions of the Chapter By-Laws.

Nominations for National Executive Council

- All nominations for the National Executive Council shall be made by the Chapter Executive Council according to procedures established by the InfraGard National Members Alliance Executive Council.
- Any Active Member in good standing and who has served at least one term on the Chapter Executive Council or served on a standing committee of the Chapter may be nominated for a position on the National Executive Council.

#### **Section 4 - Vacancies**

Should a vacancy occur during the term of office of the Chapter President, the Vice President shall be appointed by a majority vote of the Executive Board, to fulfill the remaining term of the President. Should the Executive Council fail to appoint the Vice-President to fulfill the office left vacant by the early departure of the President, a special election by the Membership shall be ordered to take place within sixty days of the vacancy having occurred.

Whenever a vacancy occurs in the Executive Council, the President will appoint an interim replacement subject to majority approval of the Executive Council, who shall serve for the remainder of the departing officers term.

#### **Section 5 - Disciplinary Procedures**

If a member of the Chicago Chapter has reason to believe that any individual is acting against the interests of InfraGard, that member shall notify the Executive Council in writing.

The Executive Council shall cause to undertake a confidential investigation to determine if further action is required and, if necessary, make recommendations for any disciplinary or corrective actions. The censure, reprimand or suspension of a member shall require a two-thirds (2/3) vote of the Executive Council.

The President may be removed from office by a unanimous vote of the Executive Council, excluding the president, whenever, in its judgment, this removal is in the best interest of the CCIMA membership. An Executive Council officer may be removed from office by a 2/3 vote of the Executive Council, excluding the officer in question. Any vacancy created within the Executive Council shall be addressed in accordance with the guidelines set for in *Section 4 – Vacancies*.

#### **Section 6 - Delegation of Authority**

In the event an Executive Council officer is absent from his or her office, the Executive Council the Executive Council may temporarily delegate the power and/or duties of the absent officer to another officer or to another InfraGard Active Member, provided a majority of the Executive Council concurs therein and subject to the receiving officer or members acceptance.

### **Section 7 - Execution of Documents**

Unless otherwise provided by the Executive Council, all contracts, leases, commercial paper, and legal documents shall be signed by the President or Treasurer. All checks, drafts, notes and orders for the payment of money shall be signed by the President or the Treasurer.

### **Section 8 - Loans and Contracts with Officers and Directors**

No loan of money or property or any payment for services shall be made to any member of the Executive Council in relation to the duties that they perform in relation to their elected office.

An Executive Council member may receive reimbursement for expenses and payments made by them in performance of the duties of their office and as approved by a majority of the Executive Council. A Executive Council member may be tasked to provide additional goods and service to the Chapter and may receive remuneration for such goods or services so long as the following criteria are met:

- The goods and/or services provided are extraneous to and not required to carry out the normal duties of the office held by the officer.
- The cost of the goods and/or services provided is equal to or less than the fair market value commercially available within the Chicago, Illinois area.
- A majority approval of the Executive Council is obtained

## **Article V - Meetings**

### **Section 1 - General Membership Meetings**

The Chicago Chapter will hold a meeting open to all Active and Associate members at least quarterly. The President or a suitable designee will preside over such general membership meetings. The Executive Council will be responsible for ensuring that members are notified in a timely manner of the date, time, location, and agenda of each meeting.

### **Section 2 - Executive Council Meetings**

The Executive Council of the Chicago Chapter will meet at least monthly to ensure the smooth functioning of the organization. These meetings can occur in person or via teleconference and shall be scheduled by the President.

The Secretary/Communications Director, or someone designated by the President, shall maintain the minutes of the Executive Council meetings

Each member of the Executive Council is required to attend at least two Executive Council Meetings per quarter in order to maintain their elected position. If an Executive Council member does not fulfill this requirement they may be removed from their office by a majority vote of the Executive Council.

### **Section 3 – Quorum**

As it pertains to matters requiring a vote of the Executive Council, one-half of the total number of Executive Council members will constitute a quorum.

### **Section 4 - Manner of Conduct**

All meetings of the general membership shall be conducted utilizing acceptable rules of order as necessary in view of the purpose and character of InfraGard.

### **Section 5 - Special Meeting**

A special meeting may be called by the Executive Council or may be called upon receipt in writing of a request for such a meeting received from a minimum of ten percent of the Active Members of the Chicago Chapter. The purpose of the meeting must be stated. Except in cases of emergency, at least 30 days advance notice shall be given.

## **Article VI Amendments**

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

## **Article VII - General Policy Statements**

The statements listed below are intended to guide the Executive Council in making decisions for or on behalf of the chapter, as well as alleviate any confusion as to what are proper chapter procedures. Typically, these statements have been reviewed and approved by the Executive Council.

### POLICY STATEMENTS:

1. InfraGard does not publicize its members' names and companies, membership rosters and sign-in sheets. Member information will not be provided to vendors or meeting presenters. Further, InfraGard meetings and/or training sessions will not be videotaped without prior express written consent from all session participants, presenters and Executive Council approval.
2. E-mail lists will be managed in accordance with InfraGard National Members Alliance guidelines pursuant to FBI Policy and may not be shared with organizations or used for marketing purposes by any organization. InfraGard reserves the right to use such lists for making InfraGard members aware of InfraGard related meetings and announcements.

## **Article VIII - Resolutions and Motions**

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

### RESOLUTIONS & MOTIONS:

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