

Chicago InfraGard Members Alliance

Chapter Bylaws
April 5, 2017

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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 nation's 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. The Chicago Chapter is a member of the InfraGard National Members Alliance (INMA). The National organization operates under its own bylaws. The Chicago Chapter works directly 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;
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; and
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 - Definition of Membership

InfraGard Membership is for the owners, operators, and security directors and their staffs of U.S. national key asset and critical infrastructure sectors, which includes members of local, state, and federal law enforcement, as well as individuals who are involved in the security of and protected research at educational institutions. A description of the critical infrastructure sectors, and the disciplines included within each one, can be found on the main InfraGard website.

Section 2 - Application for Membership

Individuals may apply for membership through the InfraGard website.

Section 3 - Good Standing Requirements

All InfraGard member remains in good standing if the individual 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 current with the payment of applicable National or Chapter dues and fees,

Section 4 - Dues and Fees

The CIMA or INMA may charge dues, fees or authorize other assessments to both Active and Associate members as established by and reviewed annually by the Executive Council.

Section 5 - Member 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.

After a reasonable time upon receipt of any notification, the Executive Council shall 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.

Section 6 - Membership Termination

The Chapter Executive Council will determine whether to remove a member's status 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 by a vote of 2/3 of the Chapter Executive Council's members.

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 local or national InfraGard web sites,
- Recovering all InfraGard books, video, software and other materials temporarily provided to the terminated member by InfraGard.

Section 7 – Membership Privacy

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.

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 IV - Executive Council

Section 1 - Executive Council

The Chapter's Executive Council represents various individuals who are assigned roles and responsibilities. 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.

Section 2 - Executive Council Members

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:

- Serve as chairperson and preside over the Chapter and Executive Council meetings.
- Prepare the agenda for all meetings of the general membership and Executive Council.
- Appoint members to approved Committees and open Executive Council positions subject to the approval of the Executive Council.
- Working with the Executive Council to define goals and objectives for the chapter.

Vice President - shall preside at each meeting of the general membership and at all meetings of the Executive Council when the President is not available. In addition, the Vice President shall have the following specific duties and responsibilities:

, 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 shall 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.
- Responsible for actively participating in the chapters' long-term plan.

Treasurer - shall act as custodian of all monies held by the Chicago Chapter. The Treasurer will be responsible for:

- Providing a report of Chicago Chapter finances on at least a quarterly basis.
- Preparing an annual budget for the Chapter.
- Preparing and submitting Chicago Chapter tax filings.
- Maintaining the books and records of the chapter.
- Maintaining and seeking approval for the chapter's Fiscal Policies and Procedures.

Assistant Treasurer - in the absence of the Treasurer shall perform the duties of the Treasurer.

Secretary - shall be responsible for all official filings as well as the creation and management of official chapter and Executive Council minutes.

Assistant Secretary – in the absence of the Secretary shall perform the duties of the Secretary.

Membership Director - shall act as custodian of the chapter membership. The Membership Director will be responsible for:

- Reporting on Membership demographics.
- Reporting on Membership attendance and engagement.
- Building the Membership roles of the Chicago Chapter.
- Working with the FBI Coordinator on membership related matters.

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.

Assistant Programming Director - in the absence of the Programming Director shall perform the duties of the Programming Director.

Communications Director - shall be responsible for maintaining the Chicago Chapter Website such that the content is current and accurate.

Assistant Communications Director – in the absence of the Communications Director shall perform the duties of the Communications Director.

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.

Section 3 - Executive Council Position Limitations

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

Section 4 - Committees

The Executive Council may authorize committees as the Executive Council deems necessary.

Section 5 - Terms and Elections

The members of the Executive Council shall be selected as below by either popular vote of the membership in attendance at the General Election Meeting or by appointment of the President with the approval of a majority of the Executive Council.

Elected Positions

The President, Vice-President, Treasurer, and Secretary and four Executive Council members shall be elected by popular vote of the membership in attendance at the General Election Meeting, 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.
- The President may not serve more than two successive terms.
- Executive Council terms will be for three (3) years commencing in January.
- All Executive Council terms will be limited to two (2) consecutive terms (six (6) years in total).
- A former Executive Council member can be elected to an additional term/s (in accordance with any limits set forth within these bylaws) after at least one (1) year of not serving on the Executive Council.
- Elections will be held at the November general election 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 majority of the 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. In this case, the Secretary will make the determination.

Appointed Positions

Three Executive Council Members shall be appointed by the President with the approval of a majority of the Executive Council Members for a three-year term at the expiration of an appointed Executive Council Member's term.

Nomination Requirements and Process:

The requirements for being nominated for election by the membership are as follows:

- 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.

Review of Nominations for 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.

- 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.

Review of Nominations for the National Executive Council

All nominations for the National Executive Council shall be made by the Chapter Executive Council according to procedures established by the INMA 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 6 - 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 Council, 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 at the next scheduled general membership meeting.

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 officer's term.

Section 7 - Executive Council Disciplinary Procedures

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 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 7.

Section 8 - Delegation of Authority During Absence

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 and subject to the receiving officer or member's acceptance.

Section 9 - Execution of Documents

Unless otherwise provided by the Executive Council, all contracts, leases, commercial paper, and legal documents shall be signed by the President.

Article V - Financial Policies and Procedures

The Chapter's Treasurer shall maintain Financial Policies and Procedures for review and approval by the Executive Council at least annually. All InfraGard members shall abide by the Financial Policies and Procedures.

Article VI - Meetings

Section 1 - General Membership Meetings

The Chicago Chapter will attempt to hold a meeting open to all 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. Meetings may require signup through a website designated by a member of the Executive Council.

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 members in good standing 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 VII - Amendments

These bylaws may be adopted or amended by a two-thirds (2/3) majority vote of the Executive Council subject to the ratification by a majority of members in attendance at a member meeting where notice of the proposed bylaw change has been provided at least 30 days in advance.