

# InfraGard Chicago Members Alliance

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## By-Laws

*Approved by vote of the Board of Directors 15 July 2021*

### 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.

### Contents

Preamble	1
Contents	1
Article I – Identification	2
Article II - Purpose and Objective	2
Article III - Membership	2
Section 1 – Membership	2
Section 2 - Dues and Fees	3
Section 3 – Termination	3
Article IV - Executive Council & Board of Directors	4
Section 1 – Executive Council	4
Section 2 – Board of Directors	5
Section 3 - Terms and Elections	5

Section 4 - Vacancies	6
Section 5 - Disciplinary Procedures	6
Section 6 - Delegation of Authority	7
Section 7 - Execution of Documents	7
Section 8 - Loans and Contracts with Officers and Directors	7
Article V - Meetings	8
Section 1 - General Membership Meetings	8
Section 2 - Board of Directors Meetings	8
Section 3 – Quorum	8
Section 4 - Manner of Conduct	8
Section 5 - Special Meeting	9
Article VI Amendments	9
Article VII - General Policy Statements	9
Article VIII - Resolutions and Motions	9

## **Article I – Identification**

The Chicago Chapter InfraGard Members Alliance (ICMA), 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 InfraGard National Members Alliance (INMA) 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; 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 – Membership**

There shall be one type of membership, Active 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.

An Active 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 Active members as established by and reviewed annually by the Executive Council

## **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 Federal Bureau of Investigations,
- 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 & Board of Directors**

### **Section 1 – Executive Council**

The Executive Council of the Chicago chapter will be elected to their positions by the membership which 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;
  - Prepare and file annual INMA certification documents;
  - Preside over the Chapter meetings; and,
  - Appoint members to approved Committees and open Executive Council positions; subject to the approval of the Board of Directors.
- **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 Board of Directors. 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; and,
  - In the absence of the President, preside over the Chapter and Executive Council Meeting.
- **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; and,
  - Preparing and submitting Chicago Chapter tax filings.
- **Secretary** - shall be responsible for all official filings as well as the creation and management of official chapter and Executive Council and Board of Directors minutes.
- **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.

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 – Board of Directors**

The Board of Directors shall be composed of eleven (11), or such lesser number as may occur from time to time due to the resignation or removal of a Director, members of the Chicago Chapter, consisting of the Executive Council (4) and seven (7) At-Large Directors. Each Director shall serve until his or her successor is elected and qualified, unless such Director first resigns or is removed, up to the term limits established in Section 3. In order to serve as a Director of the Chicago Chapter, the candidate must be a Member in good standing of InfraGard.

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

The Officers of the Chicago Chapter shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Officers of the Chicago Chapter shall hold office for three (3) years or until their respective successors shall have been duly elected and qualified, not to exceed six (6) years. No Officer can hold any Officer position longer than two consecutive terms. Any Officer may resign at any time by giving written notice to the President or Board Chair. 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 or Board Chair.

The eleven (11) members of the Board of Directors shall be selected as below by either popular vote of the membership in attendance at the General Election Meeting or by appointment with the approval of a majority of the Board of Directors for vacancies only. Board of Directors terms will be for three (3) years commencing in January. All Board of Directors terms will be limited to two (2) consecutive terms (six (6) years in total). Any Director may resign at any time by giving written notice to the President & Board of Directors. 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 & Board Chair.

The Board of Directors 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 Members in good standing a call for nominations. Nominations for Directors 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 candidate's name.
- All Members in good standing shall be eligible for election to the Board of Directors.
- A former Director 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 Board of Directors.

Elections will be held at the November (or last) general meeting (of the year) (General Election Meeting) in the final year of the Director's three-year term.

- 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.

Nominations for the Board of Directors will be reviewed by the Chapter Executive Council and current Board of Directors.

- 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.

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

Should a vacancy occur during the term of office of the Chapter President, the Vice President shall assume the role of chapter President to fulfill the remaining term of the President. Should the role of Vice-President be vacant at the departure of the President, the Board of Directors will appoint another eligible person to fulfil the remaining term of the President.

Whenever a vacancy occurs in the Vice President, Secretary or Treasurer, the President & Board of Directors will appoint a replacement, subject to majority approval of the Board of Directors, who shall serve for the remainder of the departing officer's term.

Whenever a vacancy occurs on the Board of Directors the President shall identify a suitable replacement and present a nomination to the Board for a vote in order to serve out the remainder of the vacant Director's term. A majority vote of the Board of Directors is required to fill the vacancy.

#### **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 Board of Directors.

The President may be removed from office by an in-person unanimous vote of the Board of Directors, whenever, in its judgment, this removal is in the best interest of the membership. An Executive Council Officer or Board of Director may be removed from office by a two-thirds (2/3) vote of the Board of

Directors, excluding the Director in question. Any vacancy created within the Board of Directors 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 President 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 Board of Directors 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, Board Chair, or Treasurer. All checks, drafts, notes, and orders for the payment of money shall be signed by the President or the Treasurer.

#### **Payment Approval Limits**

- Board of Directors, majority vote - Unlimited
- President - \$5,000
- Treasurer - \$2,500

Approvals may be conducted through email. Phone or voice approvals are authorized provided they are followed with an email using the Chicago Chapter email service. Board of Director approvals shall be noted in the Board of Director meeting minutes.

The President and Treasurer may pay bills, without limit, that have been approved at the appropriate level. The President and Treasurer are expected to act as fiduciary stewards of the chapter.

### **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 or Board of Directors in relation to the duties that they perform in relation to their office.

An Executive Council member or Board of Director may receive reimbursement for expenses and payments made by them in performance of the duties of their office and as approved by the President. An 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 Board of Directors is obtained.

## **Article V - Meetings**

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

The Chicago Chapter will 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.

### **Section 2 - Board of Directors Meetings**

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

The Secretary, or someone designated by the President, shall maintain the minutes of the Board of Directors meetings.

Following an election, the Board of Directors shall elect a Chairperson to preside over the Board of Directors meetings. In the event of the resignation of the Chairperson, the Board of Directors shall elect a new Chairperson at their next scheduled meeting. The President will preside over the meeting until a Chairperson is elected.

Board of Directors members that do not attend meetings or participate may be removed from their seat by majority vote of the Board of Directors. The Board of Directors shall serve in an oversight capacity with regard to Chicago Chapter administration, so as to ensure that all Chicago Chapter activities are consistent with the Bylaws and support the purpose of the chapter.

Executive Council members and Board of Directors are expected to attend the quarterly meetings and interact with the membership in order to fulfill their duties to the membership.

### **Section 3 – Quorum**

As it pertains to matters requiring a vote of the Board of Directors, 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 Board of Directors 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 Board of Directors 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.

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

The statements listed below are intended to guide the Executive Council and Board of Directors 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 Executive Council, 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.