

**TEXT OF PROPOSED AMENDMENTS TO  
The South Carolina InfraGard Members Alliance Bylaws  
SCIMA Document No. 2**

August 17, 2018

**Text:**

SOUTH CAROLINA INFRAGARD MEMBERS ALLIANCE BYLAWS

**Add the Authority under the Title of the Bylaws to read:**

Authority: South Carolina InfraGard Bylaws Article V, Section 1

**BYLAWS OF SOUTH CAROLINA INFRAGARD MEMBERS ALLIANCE (SCIMA)**

**PREAMBLE**

Executive Order 13010 titled "Critical Infrastructure Protection" issued on 15 July 1996 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 national infrastructure. The IPTF was charged with coordinating existing infrastructure protection efforts while the PCCIP prepared a strategy. Both the PCCIP and IPTF recognized the need for establishing a "partnership between Government and infrastructure owners, operators and users beginning with the increased sharing of information relating to infrastructure threats, vulnerabilities, and interdependencies". See Critical Foundations: Protection America's Infrastructures, The Report of the PCCIP, October 1997, p. 27.

The Federal Bureau of Investigation ("FBI") South Carolina office initiated the creation of a local InfraGard Members Alliance under the national InfraGard Members Alliance in conjunction with local government officials and security professionals employed by infrastructure owners, operators, and users within the public and private sectors in order to meet and discuss critical infrastructure protection.

**ARTICLE I**

**IDENTIFICATION**

South Carolina InfraGard Members Alliance, Inc. (õInfraGardö, õChapterö or the õCorporationö) as organized shall operate exclusively within the meaning of Section 501(c)(3) of the United States Internal Revenue Code. It shall develop and maintain relationships with õStrategic Partnersö whose mission can be supported by the Corporation's information-sharing efforts. The Corporation's õStrategic Partnersö will subsequently lead to the establishment of a trusted relationship that will foster the exchange of information relevant to the protection of the United States national infrastructure. South Carolina InfraGard Members Alliance shall be a South Carolina non-profit corporation working in partnership with the Federal Bureau of Investigation ("FBI").

**ARTICLE II**

**PURPOSE**

The purpose and primary objective of the South Carolina InfraGard Members Alliance (SCIMA) is to increase the security of the United States national infrastructures through ongoing exchanges of information relevant to infrastructure protection and through:

- Educating the American public as to the threats and/or vulnerabilities existing within our country's critical infrastructures and key resources;
- Providing and promoting 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
- Advancing educational programs, outreach activities and other appropriate initiatives that will increase awareness of critical infrastructures and key resources protection issues.

Further, the Corporation is established to be a Voting Member of the InfraGard National Members Alliance (INMA). An "Operating Agreement" between the IMA and the INMA will principally define the relationship of the South Carolina InfraGard Members Alliance (SCIMA) to The InfraGard National Members Alliance (INMA). The relationship between the IMA and the INMA will be further defined by their respective bylaws and national policy.

## **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, and retirees from the above. 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**

An 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:

- o Knowingly providing false information on InfraGard forms or other required documentation.
- o Unapproved use or misuse of program funds.

- o The use of InfraGard membership primarily as a means to market products services or otherwise achieves personal gain.

ÉIs current with the payment of applicable National or Chapter dues and fees.

#### **Section 4. Dues and Fees**

The SCIMA or INMA is authorized to charge dues to both Active and Associate members as established by and reviewed annually by the Executive Committee.

#### **Section 5. Member Disciplinary Procedures**

If a member of the South Carolina Chapter has reason to believe that any individual is acting against the interests of InfraGard, that member shall notify the Executive Committee in writing. After a reasonable time upon receipt of any notification, the Executive Committee 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 Committee.

#### **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:

- ÉNotifying the national InfraGard National Members Alliance,

- ÉNotifying the FBI,

- ÉCanceling all rights and responsibilities afforded the terminated member,

- ÉDeactivating passwords and encryption keys used by the terminated member to access protected local or national InfraGard web sites, and

- ÉRecovering 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 COMMITTEE** (Also known as Executive Council, Board of Directors and Executive Officers)

The Executive Committee of the South Carolina InfraGard Members Alliance (SC IMA) shall be voting members in good standing. The Executive Committee shall consist of a President, Executive Vice President, Secretary/Treasurer, Two Members-At-Large, Six Regional Vice Presidents, and a Communications Officer, an FBI Coordinator, and the Immediate Past President. Other members may be added, designated and approved by the voting members of Executive Committee. The Executive Committee shall perform the duties prescribed by these bylaws.

Each member of the Executive Committee is a voting member with one vote only with the exception of the FBI Coordinator and past president designated as a non-voting member. The Executive Committee shall have general supervision over the affairs of the South Carolina IMA, select the hour and place of meetings, and perform such other duties as specified in these bylaws.

### **Section 1. Executive Committee (Council)**

The Chapter's Executive Committee represents various individuals who are assigned roles and responsibilities. The Executive Committee shall perform all duties prescribed by these bylaws. The Executive Committee shall have general supervision over the affairs of the South Carolina InfraGard Chapter.

### **Section 2 - Executive Committee (Council) Members**

**President** - shall preside at each meeting of the general membership and at all meetings of the Executive Committee. In addition, the President shall have the following specific duties and responsibilities:

É Serves as chairperson and preside over the Chapter and Executive Committee meetings.

É Prepare the agenda for all meetings of the general membership and Executive Committee.

É Propose the date and time for all meetings.

É Appoint members to approved Committees and open Executive Committee positions subject to the approval of the Executive Committee; and

É Working with the Executive Committee to define goals and objectives for the chapter.

É Six Regional Vice Presidents report directly to the President, unless President delegates certain tasks to the Executive Vice President, other executive committee members.

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

The Executive Vice President shall be responsible for:

É Participating in official chapter business at the President's request and other special duties as assigned by the President or Executive Committee.

É Directing and providing oversight for working groups and SCIMA chapter members responsible for all outreach, association business, public relations, and marketing. The oversight includes working with the Communications Officer on all internal and external communication activities using the best enabling technologies in presenting the SCIMA chapter's message and activity.

É Working with the InfraGard National Member Alliance on special projects.

É Responsible for actively participating in the chapter's long-term plan.

É Works with Regional Vice Presidents on operational matters unless directed otherwise by the President.

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

É Providing a report of SCIMA Chapter finances on at least a quarterly basis.

É Preparing an annual budget for the Chapter.

É Preparing and submitting SCIMA Chapter tax filings.

É Maintaining the books and records of the chapter.

É Maintaining and seeking approval for the chapter's Fiscal Policies and Procedures.

É Responsible for all official filings, as well as the creation and management of official chapter and Executive Committee minutes.

**Members-At-Large (Administrative and Outreach) (Two Positions)** - shall preside at each meeting of the general membership and at all meetings of the Executive Committee when the President, Executive Vice President, or Secretary/Treasurer is not available. In addition, the Member-At-Large shall have the following specific duties and responsibilities:

É Participating in official chapter business at the president's request and other special duties as assigned by the President or Executive Committee.

The Members-At-Large shall be responsible for:

É Directing and providing oversight to the working groups and chapter members responsible for all programming related activities including speakers, meeting logistics, Special Interest Groups (SIGs) and SCIMA conferences and special events.

É Perform other duties as may be assigned by the President.

É Running the annual elections of Executive Committee positions unless a Member-At-Large is running for election on the ballot. The Membership Director and Sponsorship Committee works and reports to the Member-At-Large unless otherwise assigned by the President.

É Produce and present to the general membership, an annual report on the state of the SCIMA.

**Communications Officer** - shall be responsible for maintaining the South Carolina Chapter Website such that the content is current and accurate.

ÉThe Communications Officer shall also be responsible for organizing and carrying out our programming on the chapters behalf including, but not limited to, regular member meetings, podcasts, webinars and website maintenance and information updates and other duties as assigned by the President or the Executive Vice President as requested by the President.

**FBI Coordinator** ó shall be appointed by the Special Agent in Charge of the South Carolina Field Office. The FBI coordinator is non-voting liaison between the South Carolina FBI Field Office and the South Carolina InfraGard Members Alliance.

**Immediate Past President** ó shall act in an advisor

**Advisory Members to the Executive Committee (Council)** ó the President subject to the approval of the Executive Committee (Council) may designate other members of the Executive Council but they shall have no vote. Other Executive Council Members, may include, but not limited to, a Membership Committee Chairperson, Sponsorship Committee Chairperson and a Program Committee Chairperson.

**Current Advisory Positions Include:**

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

É Reporting and providing minutes and records of committee activities to the secretary.

É Reporting on Membership demographics, attendance and engagement.

É Building the Membership roles of the South Carolina Chapter.

É Working with the FBI Coordinator on membership related matters.

**Sponsorship Committee Chairperson** - shall act as custodian of the chapter sponsorship committee actively pursuing sponsorship for SCIMA. The Membership Director will be responsible for:

É Reporting and providing minutes and records of committee activities to the secretary.

É Building the Sponsorship of the South Carolina Chapter.

É Working with the FBI Coordinator on membership related matters.

## **Regionalization**

**Regional Vice Presidents ((Six):** Columbia/Midlands Region; Greenville/Spartanburg/Anderson Upstate Region; York/Lancaster/Chester/Fairfield Region; Myrtle Beach/Pee Dee Region; Charleston/Low Country Region; Aiken Region.) shall be responsible for organizing outreach and membership meetings for Regional member communication and educational programming.

The Regional Vice Presidents are elected by a majority vote of the Executive Committee in meeting attendance, and are voting members of the executive committee.

ÉThe Regional Vice Presidents will also be responsible for:

ÉDeveloping infrastructure specific task force advisory teams led by regional sector chiefs and members for each of the 16 Infrastructure Sectors, and the creation of Regional Special Interest Groups (SIGs).

ÉDepending on the membership relationship with a sector, the Regional Vice Presidents will communicate sector specific information from their regions to the President and Executive Committee, and to any sector specific advisory committee created by the Executive Committee. Information from there will be distributed to members, the FBI, and others with a need to know through the President, Executive Vice President or President's designee. The Regional Vice Presidents have a unique task and duty to serve the InfraGard Public-Private Partnership for infrastructure protection and awareness.

### **Section 3. Executive Committee (Council) Position Limitations**

A single person may only hold one Executive Committee position simultaneously, with the exception of the Secretary/Treasurer position.

### **Section 4. Committees**

The Executive Committee may authorize committees, as the Executive Committee deems necessary.

### **Section 5 - Terms and Elections**

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

Elected Positions of the President, Executive Vice President, Secretary/Treasurer, Six Regional Vice Presidents, Members-At-Large and Communications Officer, shall be elected by popular vote of the membership in attendance at the General Election Meeting and by electronic voting to include email, as follows:

É The Executive Committee (Council) will distribute to all South Carolina 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 Committee shall distribute to all members a ballot that clearly states the name and candidate stated qualifications of each candidate for office.

ÉAll Members in good standing shall be eligible for election to the Executive Committee.

ÉThe President may not serve more than two successive terms of two (2) years.

ÉExecutive Committee terms will be for two (2) years.

ÉAll Executive Committee terms will be limited to two (2) consecutive terms (four (4) years in total).

ÉA former Executive Committee member can be elected to an additional terms (in accordance with any limits set forth within these bylaws) after at least one (1) year of not serving on the Executive Committee.

ÉElections will be held annually as needed and a general election meeting in the final year of the Executive Committees two-year term.

É Absentee ballots will be available prior to the December (September) election date. The completed Absentee ballots must contain the legible printed name and signature of the member casting the ballot. The Executive Committee must receive the Absentee ballots prior to the general meeting where voting will occur.

É Any Chapter Member in good standing thirty-(30)-days prior to the election date shall be eligible to vote.

ÉAn 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.

ÉAny 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**

Additional non-voting Executive Committee Members (Membership Committee Chairperson, Sponsorship Committee Chairperson, Program Committee Chairperson and other positions determined as needed (up to eight), may be appointed by the President, with the approval of a majority of the voting members of the Executive Committee, for a two-year term at the expiration of an appointed Executive Committee Member's term.

### **Nomination Requirements and Process**

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

ÉAny Member in good standing is eligible for nomination to the Executive Committee.

ÉNominations may be made by the candidate or by any other Member in good standing.

É The nomination must include a statement of the individual's qualifications in a format determined and prescribed by the Chapter Executive Committee. Review of Nominations for the Chapter Executive Committee Nominations for the Chapter Executive Committee shall be reviewed by the Chapter Executive Committee or by a Nominations and Elections Committee appointed by the President.

ÉAll nominations will be reviewed to verify that the individual is a member in good standing.

ÉAll nominations will be reviewed to assure that the qualification statement has been submitted.

ÉIf all credentials are deemed to be in order, the Chapter Executive Committee 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 Committee according to procedures established by the INMA Executive Council.

Any Active Member in good standing, who has served at least one term on the Chapter Executive Committee 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 Executive Vice President shall be appointed by a majority vote of the Executive Committee, to fulfill the remaining term of the President. Should the Executive Committee fail to appoint the First 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 Committee, the President will appoint an interim replacement subject to majority approval of the Executive Committee, 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 Committee, excluding the president, whenever, in its judgment, this removal is in the best interest of the membership. An Executive Committee officer may be removed from office by a 2/3 vote of the Executive Committee, excluding the officer in question. Any vacancy created within the Executive Council shall be addressed in accordance with the guidelines set for in Section 6.

### **Section 8. Delegation of Authority During Absence**

In the event an Executive Committee officer is absent from his or her office, the Executive Committee 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 Committee concurs and subject to the receiving officer or member's acceptance.

### **Section 9. Execution of Documents**

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

## **ARTICLE V**

### **MEETINGS**

## **Section 1. General Membership Meetings**

The South Carolina InfraGard Chapter will endeavor to hold a meeting open to all voting members at least three to four times a year. The President or a suitable designee will preside over general membership meetings. The Executive Committee 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 Committee.

## **Section 2. Closed Membership Meetings**

The South Carolina InfraGard Chapter will hold meetings open to all Voting members on an as needed basis. The President or a suitable designee will preside over such meetings. The Executive Committee will designate a suitable member or committee who will be responsible for ensuring that Voting members are notified in a timely manner of the date, time, location, and agenda of said meeting.

## **Section 3. Open Membership Meetings**

The South Carolina InfraGard Chapter will hold a meeting open to all voting members and potential members at least once a year. The President or a suitable designee will preside over said meeting with the general premise of the meeting being to encourage individuals and organizations to join the South Carolina InfraGard Chapter. The Executive Committee will designate a suitable member or committee who will be responsible for ensuring that members and public are notified in a timely manner of the date, time, location, and agenda of said meeting.

## **Section 4. Executive Committee Meetings**

The Executive Committee of the South Carolina InfraGard Chapter will meet at least every two months to ensure the smooth functioning of the organization. These meetings where held can occur in person or via teleconference and shall be scheduled by the President. The Treasurer/Secretary or Communications Director, or someone designated by the President, shall maintain the minutes of the Executive Committee's meetings. Each member of the Executive Committee is required to attend at least two Executive Committee Meetings per quarter in order to maintain their elected or appointed position. If an Executive Committee member does not fulfill this requirement, they may be removed from their office by a majority vote of the Executive Committees. Excused absences will be acceptable.

## **Section 5 - Quorum**

In matters requiring a vote of the Executive Committee, a simple majority of the total number of members will constitute a quorum.

## **Section 6 - Special Meeting**

A special meeting may be called by the Executive Committee or shall be called upon receipt in writing of a request for such a meeting from ten percent (10 percent) of the members of the South Carolina InfraGard Chapter. The purpose of the meeting must be stated and the level of member that may attend. Except in cases of emergency, at least 30 days notice shall be given.

## **ARTICLE VI**

### **FINANCIAL POLICIES AND PROCEDURES AND CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

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.

#### **Section 1. Contracts**

The Executive Committee (Board of Directors) may authorize any officer or officers, agent or agents of the Corporation, 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 Corporation, and such authority may be general or confined to specific instances.

#### **Section 2. Checks, Drafts, etcetera**

All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

#### **Section 3. Deposits**

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Committee (Board of Directors) may select.

#### **Section 4. Gifts**

The Executive Committee (Board of Directors) may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

## **ARTICLE VII**

### **MISCELLANEOUS PROVISIONS**

#### **Section 1. Fiscal Year**

The fiscal year of the Corporation (Chapter) shall be from January 1 through December 31, of the following year.

#### **Section 2. Notice**

Whenever notice is required to be given to a director, IMA representative, or officer under the provisions of these Bylaws, the Certificate of Incorporation of the Corporation or statute, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service. Postage or express delivery charges thereon prepaid, to such person at his or her address as

it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, telefax, electronic mail, telecopy or telephone, and will be deemed given when received, if followed in a writing mailed on the same day or no later than the close of the next business day.

### **Section 3. Seal**

The official seal, if any, of the Corporation (Chapter) shall have inscribed thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Executive Committee (Board of Directors) shall determine. The official seal may be used by printing, engraving, lithographing, stamping or otherwise making, placing, or affixing or causing to be printed, engraved, lithographed, stamped, or otherwise made, placed, or affixed upon any paper or document, by any process whatsoever, an impression, facsimile, or other reproduction of said official seal for any purpose upon approval by the Executive Committee.

### **Section 4. Books and Records.**

The Corporation (Chapter) shall keep correct and complete books and records of account. The Corporation (Chapter) shall also keep minutes of the meetings of the Voting Affiliates, the proceedings of its Executive Committee (Board of Directors), and shall keep at its registered or principal office a record giving the names and addresses of the members of its Executive Committee. Such records and books shall be subject to audit on a random basis with reports of audit provided to the standing Executive Committee and made available to the US Government Agency/Organization designated point of contact and the INMA.

## **ARTICLE VIII**

### **INDEMNIFICATION**

#### **Section 1. Indemnification.**

The Corporation (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 Corporation (Chapter) shall indemnify each of its directors and officers, as previously mentioned, from and against any, and all judgments, fines, amounts paid in settlement, and reasonable expenses. This includes 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. Also 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 Corporation. And 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 Executive Committee 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 Executive Committee 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 Executive Committee (Board of Directors) or officer of the Corporation shall include every director, officer thereof, 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 Corporation might otherwise be entitled and provisions hereof shall neither impair, nor adversely affect such rights.

Anything to the contrary notwithstanding, the Corporation shall not indemnify executive committee officers, 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).

## **Section 2. Bonding**

If requested by the Executive Committee (Board of Directors), any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Executive Committee in such sum, as the Board shall prescribe.

## **Section 3. Insurance**

The corporation may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee or agent of the corporation as a director, officer, employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against liability under the provisions of the South Carolina not-for-profit corporation statutes.

## **Article IX**

### **PARLIAMENTARY AUTHORITY**

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, or the appropriate country parliamentary authority, shall be the authority for all matters of procedure for the South Carolina InfraGard Members Alliance not specifically covered by its bylaws.

## **Article X**

### **DISSOLUTION**

To effect dissolution of the South Carolina InfraGard Members Alliance, these bylaws must be rescinded by two-thirds (2/3) vote of the membership after ten (10) days notice has been mailed to each member. Upon dissolution of the South Carolina InfraGard Members Alliance, any and all assets will be distributed to a welfare, education and/or civic projects designated by the South Carolina InfraGard membership, pursuant to the guidelines of Section 501(c)(3) or corresponding future Federal tax code for a public purpose.

## **Article XI**

### **AMENDMENTS**

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

BYLAWS OF  
SOUTH CAROLINA INFRAGARDMEMBERS ALLIANCE APPENDIX A

GLOSSARY OF TERMS

**SC IMA**

**South Carolina InfraGard Members Alliance (InfraGard South Carolina 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.

**IMA Executive Committee (or the Executive Council, the Board of Directors)**

The Executive Committee will be the Officers of the IMA. Each IMA must have at least three (3) officers including a President, Executive Vice President and a Secretary/Treasurer. The officers are elected by the InfraGard Members who have voting rights in the IMA.

**Voting Affiliate**

A Voting Affiliate is an InfraGard Member that has been granted voting rights by an IMA.

**InfraGard Member**

An InfraGard Member is a person who has been accepted by the FBI to participate in its InfraGard Program and approved by the membership committee of the SCIMA chapter.

**Advisory Board**

An Advisory Board Member is appointed by the Board and serves the Board in an Advisory capacity only. Advisory Board Members have no vote on the Board or in the affairs of the INMA.

**INMA**

**The InfraGard National Members Alliance**

The INMA 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.

**Board of Directors of the INMA (or the “National Board”)**

The Board of Directors of the INMA is elected by the IMAs at the National Congress.