

INFRAGARD KANSAS CITY MEMBERS ALLIANCE

BYLAWS

Approved May 2017

ARTICLE I: Name and Purpose

Section 1: Preamble

The InfraGard Kansas City Members Alliance (hereinafter the “Chapter”, and/or the InfraGard Members Alliance (“IMA”) is organized and shall be registered in the State of Missouri, and shall operate exclusively as a non-profit entity within the meaning of Section 501.c.3 of the Internal Revenue Code. The Chapter shall develop and maintain relationships with “Strategic Partners” (as defined by the InfraGard National Members Alliance – or “INMA”) such that its’ mission can be supported by the INMA and the Chapter’s community outreach and information sharing efforts. The Strategic Partnerships are intended to subsequently lead to the establishment of a trusted relationship that will foster Chapter stability and vitality, and the exchange of information relevant to the protection of the Critical Infrastructure.

Section 2: Purpose

The purpose and primary objective of the IMA is to increase the security of the United States through ongoing exchanges of information relevant to infrastructure protection through education, outreach and similar efforts to increase awareness of protection issues. Further, the Chapter is established to be a Voting Member of the National InfraGard Members Alliance (INMA). The relationship of the IMA to the INMA is principally defined by an “Operating Agreement” between the IMA and the INMA. This relationship is further defined by their respective bylaws.

Section 3: Area of Operation

The functional area of immediate membership and operations of this Chapter shall be within the area of the FBI Kansas City Field Office (i.e. Kansas and the Western portion of Missouri) – excluding that portion of western and central Missouri functioning as a part of the Central Missouri InfraGard Members Alliance registered and located primarily in Jefferson City, MO. It is understood, and in agreement with INMA Bylaws, that chapters may have members who reside and/or work outside of the Chapters recognized operating boundaries.

This Chapter shall also function and cooperate as a part of both the InfraGard Midwest Region, and the InfraGard West Region – this a result of identified InfraGard Chapter designations being dissimilar to FBI Field Office designations (i.e. the Midwest Region and the West Region currently splits this IMA at the KS/MO state lines). However, the primary functionality of this IMA will be with the Midwest Region pending further clarification.

Section 4: Restrictions

The Chapter shall be non-political, non-partisan, and non-profit.

Section 5: National Association

All Chapters shall be recognized and admitted by the INMA (following completion of established organizational procedures). Each Chapter of the INMA (which is the “Parent” organization), shall be bound by and subscribe to the INMA bylaws, objectives and Code of Ethics the organization establishes.

The INMA bylaws are considered to be a part of each and every Chapter’s bylaws. Should there be discrepancies and/or conflicts between the INMA bylaws and those of a Chapter, the INMA bylaws shall prevail, pending formal action and/or adjudication.

Individual members within Chapters (hereinafter referred to as “Members”) shall be considered “Affiliates” of the INMA, and as such adhere to, and be bound by, the bylaws of the INMA and the IMA to which they are attached.

Section 6: Administrative Year

The administrative year for this Chapter shall be January 1 through December 31 -- recognizing that the administrative year for the INMA may, and currently does, differ. (This difference is not in conflict with INMA operations, each Chapter permitted to establish their own administrative year).

Section 7: Chapter General Meetings

The Kansas City IMA shall (at a minimum) hold quarterly general meetings. Depending upon the sensitivity of the venue, agenda and the speakers, these meetings may or may not be open to the public. (Normally such general meetings are intended for approved members and their quests.)

Section 8: Annual Meeting

The Kansas City IMA shall hold an annual meeting (part of a quarterly meeting), for the purpose of election of officers and other annual business as need be accomplished.

Section 9: Special Meetings

The Kansas City IMA may hold special meetings, to include committees, educational events, conferences, etc. as desirable. These shall be coordinated with and approved by the Board of Directors.

Section 10: Board Meetings

Board (and officer) meetings will be held as and when required/necessary.

Section 11: Meeting Notices

General and annual meeting notices shall be given to members not less than fourteen (14) calendar days prior to the meeting. At a minimum these notices will be distributed via email to the identical membership list maintained by the FBI coordinator and the Chapter Membership Chairperson. Unless otherwise announced, there is no requirement for a general membership quorum for these meetings.

Special meeting notices shall be distributed to members and other desired individuals at the earliest possible time on a case-by-case basis. These schedules and notices shall be coordinated with and approved by the Board of Directors.

Board (and officer) meeting notices shall be given not less than fourteen (14) days prior to the anticipated meeting. Confirmation of intent to attend shall be required not less than seven (7) calendar days prior to the meeting to ensure a quorum for any business to be discussed and/or considered. Depending upon the agenda, and with prior approval of the Board, teleconferencing may take the place of actual face-to-face attendance on a limited basis.

ARTICLE II: Members (Affiliates)

Section 1: Eligibility

Members (Affiliates --personal membership) status is extended to those persons desiring to participate in the INMA program, subject to formal application, vetting and approval/control by the local FBI Field Office.

The members constitute and consist of the membership in good standing of the Chapter.

Section 2: Application

Prospective members of InfraGard will submit an application for membership from the National InfraGard web site at: www.infragard.org.

Section 3: Admission

Following submission of an application, the FBI InfraGard Coordinator will process and vet the candidate for membership (affiliate). The coordinator will be the sole processing authority for the submittal and will advise the candidate as to the status and/or approval. Upon approval, the coordinator will advise both the candidate and the Chapter of the successful application.

Memberships will be re-vetted at five-year intervals (or at the discretion of the FBI) through procedures established by the FBI. During the re-vetting and/or re-application process, all existing memberships will remain in effect, barring other considerations.

Section 4: Meeting Attendance

All Affiliates may attend general and annual Chapter meetings. Potential members, and those individuals undergoing the processing of their applications may attend as an invited and escorted guest to those general Chapter meetings that are open to the public. (Note that some meetings may be restricted to vetted members only.)

At the discretion of the Chapter(s), members may be required to attend a percentage of general meetings to maintain current membership status.

As a general rule, members may attend meetings of other Chapters, however prior individual confirmation is prudent and recommended on a case-by-case basis.

Section 5: Voting

Any Member in good standing, and recognized by the Chapter membership committee, is considered a Voting Member (Affiliate) of the organization.

Section 6: Change in Eligibility

Any member in good standing of any IMA may transfer their membership to any other IMA provided they meet the new IMA requirements, if differing in any way.

Section 7: Termination of Affiliate Status

For legitimate cause, the Chapter Board of Directors, by a two-thirds vote of attending Board members in properly called Board meeting may recommend to the FBI that it terminate the membership status of a member pursuant to the procedures codified in the Affiliate application documents. Final determination of this action lies with the Chapter FBI coordinator.

Similarly, the FBI coordinator may direct the termination of any member, the cause of which may or may not be revealed to the Board, in keeping with privacy considerations and at the discretion of the FBI.

Section 8: Dues

At the discretion of the Chapter(s), and/or the INMA, members may be assessed annual dues.

The Chapter reserves the right to assess fees to special events on a case-by-case basis.

ARTICLE III: Offices and Registered Agent

Section 1: Offices and Registered Agent

The Chapter shall have and continuously maintain a registered office in the State of Missouri, and a registered agent whose office is identical with such registered office. The registered agent for the Kansas City Chapter will be the current President or a current Board member. The mailing address shall be that established as a part of the State of Missouri Incorporation documents.

Section 2: Other Offices

The Chapter may have such other office or offices, at such suitable place or places within or without the State of Missouri as the Board may determine necessary or desirable for the conduct of the affairs of the IMA. Currently no other offices or locations are identified.

ARTICLE IV: Board of Directors

Section 1: Board of Directors

The Kansas City IMA shall be composed of at least nine (9) and not more than eleven (11) elected Board members, each of whom will be Members (Affiliates) of the Chapter. Additionally the FBI coordinator will serve on the Board, however this representative serves at the direction of the FBI SAIC and is not elected. Elected Officers will serve as members of the Board of Directors.

Section 2: Board of Directors Composition

It is desired that the Board be made up individuals representing a broad cross-section of the Critical Infrastructure elements contained within the region/community. (To facilitate this, it is necessary that the Nominating Committee present a diverse slate to the membership for consideration/election annually.)

Within the Board there shall be the President, a Vice-President, a Secretary and a Treasurer. The remaining Board members will serve as General Board members. The immediate Past President will also serve on the Board (however this position, while a voting member, is a continuation of duties and does not stand annual election). The FBI Coordinator serve on the Board and can only vote on issues where their vote is required to break a tie vote, with the exception that no vote may be rendered by the FBI Coordinator which will have financial impact or obligation.

Section 3: Eligibility of Board of Director Members

Any candidate for the Board of Directors (and/or officers) shall have been a Member (Affiliate) of the Chapter for three months before standing election and taking office.

Terms of any Board of Director's position shall not exceed two years. Board members may stand election and serve consecutive terms for the same position, not to exceed four consecutive years. A general Board position will be considered a single position regardless of the fact that there are multiple General Board positions. Board Members cannot serve beyond a total of six years.

The Board may not include more than one person from any single corporation or family. In addition, no one may serve on the InfraGard National Members Alliance (INMA) Board and as an IMA corporate officer, or voting delegate of an IMA, concurrently.

Section 4: Board of Directors Duties

Duties and responsibilities of the Board of Directors (independent of the Officers) shall be such that:

1. The regulation of the affairs of the Chapter and the Organization shall be vested in the Board of Directors.
2. The Board of Directors shall serve as the policy-making body for the Chapter.
3. The Board of Directors shall serve as an evaluation committee to report on alliance meetings, programs, and other Organization activities.
4. The Board of Directors will elect representative members to attend any regularly scheduled INMA conferences, etc. (with the President normally being one of the selected attendees).

5. Individual Board members shall serve as the ad hoc committee member of an appointed or assigned committee for the purpose of being that committees link and oversight to the Board. It is the intent that each Board member have such additional engaged duties/responsibilities over and above serving only as a Board member.
6. The Board of Directors may amend, repeal or adopt new Bylaws subject to approval by the membership.

Section 5: Service of the Board of Directors

The term of the Board of Directors shall be for one or two years, at the discretion of the Board Members, with the exception of Officers. In no case shall more than half the of Board of Directors be up for election in one year and their term shall commence on the first day of the calendar year.

If a vacancy occurs in a Board of Director position during a Board Member's term, the Board may, at their discretion, appoint a qualified Member (Affiliate) to serve the balance of the term not to exceed one year or the next election cycle, or they may leave the position vacant until the next election provided it does not adversely affect the business of the Board and/or the Chapter, or hold a special election to fill the vacant Board Member position. This placement shall not count against the two term limit for serving as a Board Member.

Whenever the interests of the Organization will best be served, any Board of Directors member may be removed by a two-thirds vote of the remaining Board at a properly held Board meeting. A Board member may also be removed at the direction of the FBI coordinator, however cause may or may not be revealed due to privacy and/or security considerations.

ARTICLE V: Officers

Section 1: Officers Identification

The Officers of the Kansas City Chapter shall be the President, the immediate Past President, Vice President, Secretary and Treasurer. Each will also serve as members of the Board of Directors. (The FBI coordinator is an appointed position and does not serve as an Officer).

Section 2: Eligibility of Officers

Any candidate for Officer of the Chapter shall have been a Member (Affiliate) of the Chapter for three months before standing election and taking office.

Terms of any particular office shall be for two years. Officers may stand election and serve two consecutive terms for the same office.

Section 3: President

The President shall be elected specifically for that position by the general membership. In the event the office is vacated, this President shall not assume the role as Immediate Past President. That position instead may be filled by the previous Past President at the discretion of the Board. This individual will serve a two-year term, however they may stand election and serve two consecutive terms.

If the office is vacated, the Board of Directors shall elect a qualified Member (Affiliate) from within the Board to serve the remainder of the term.

The President, with the Secretary, shall sign all written contracts for the Chapter as authorized by the Board of Directors.

The President shall serve as the recognized "Agent" as related to Chapter registration with the State of Missouri. (See Article III, Section 1 for potential exception).

The President, with the Treasurer shall have signature authority on the Chapters' bank account.

The President shall direct all committee(s) Chairpersons and ad hoc liaisons.

The President, or their approved/appointed representative, shall serve as liaison with the FBI, INMA, the Midwest Region Representative, the West Region Representative, other Chapters, and other organizations for the purpose of active and current direction, coordination, representation and the vetting/passing of pertinent information to the Chapter membership.

The President shall preside at all Board, General Annual Chapter and any Special meetings.

In the absence of the President at a meeting in which he/she would normally preside, a Vice President, the Secretary or the immediate Past President may be directed to perform the duties of the President and/or perform other duties as directed by the President.

Section 4: Immediate Past President

The immediate Past President shall assume that role and serve on the Board of Directors as a voting member. Should the President be elected to two consecutive terms, the immediate Past President will also serve two consecutive terms in the Past President role.

In the absence of the President, the immediate Past President may be directed to perform the duties of the President and/or perform other duties as directed by the President.

Should the immediate Past President vacate the office and/or decide not to serve, the Board of Directors at their discretion, may fill or leave vacant this position.

If the immediate Past President decides to run for a Board of Directors or Officers position, upon election, the immediate Past President position shall be considered vacant and dealt with by the Board of Directors as they determine appropriate.

Section 5: Vice President

The Vice President shall be elected specifically for that position by the general membership. This individual will serve a two-year term, however they may stand election and serve two consecutive terms.

If the office is vacated, the Board of Directors shall elect a qualified Member (Affiliate) from within the Board to serve the remainder of the term.

The Vice President shall direct all related sub-committee(s) Chairpersons. As a part of this responsibility this individual shall develop programs, function under the direction of and report to the President.

In the absence of the President, the Vice President may be directed to perform the duties of the President and/or perform other duties as directed by the President.

Section 6: Secretary

The Secretary shall be elected specifically for that position by the general membership. This individual will serve a two-year term, however they may stand election and serve two consecutive terms.

If the office is vacated, the Board of Directors shall elect a qualified Member (Affiliate) from within the Board, or appoint an Affiliate as qualified from the Chapter to serve the remainder of the term.

The Secretary, with the President, shall sign all written contracts for the Chapter as authorized by the Board of Directors.

The Secretary, in the absence of the President and/or the Vice Presidents, at their express direction, shall perform the duties of the President and/or the Vice Presidents.

The Secretary shall maintain the minutes of all official Board and Chapter meetings. For those committee and special meetings that the Secretary would not normally attend, the Secretary shall designate an individual associated with the event/function to serve as Secretary in their stead. All such minutes shall be forwarded to and maintained by the Chapter Secretary.

With the assistance of one other non-officer member of the Chapter, the Secretary shall conduct and certify the results of all elections.

The Secretary shall additionally serve as "Chapter Historian" in that documents shall be maintained so that clear and accurate records concerning the Chapter activities, functions and performance by individuals is current. This, in accordance with FBI requirements, shall not include a comprehensive listing of the membership, which is restricted.

Section 7: Treasurer

The Treasurer shall be elected specifically for that position by the general membership. This individual will serve a two-year term, however they may stand election and serve two consecutive terms. Regardless of the term, the Treasurer will remain in office until the successor has been installed.

If the office is vacated, the Board of Directors shall elect a qualified Member (Affiliate) from within the Board, or appoint an Affiliate as qualified from the Chapter to serve the remainder of the term.

The Treasurer, with the President, shall have signature authority on the Chapters' bank account.

The Treasurer shall be primarily responsible for the funds of the Chapter, including all checking accounts, savings accounts, etc. as approved by the Board of Directors. Currently the Chapter maintains only a single checking account.

The Treasurer will pay all bills that are duly approved by the Board of Directors.

The Treasurer will maintain current all books of account for receipts and expenditures. These records will be available at all times for inspection by the Board of Directors, and stand an annual audit.

The Treasurer will act as financial advisor to the President and the Board of Directors, and will direct the financial activities of the Chapter, to include planning and executing any fund-raising activities.

The Treasurer shall provide complete administrative year reports of all receipts, disbursements, assets, and liabilities, and shall make such additional reports as may be assigned by the President.

Section 8: Parliamentarian

The Chapter will function without an official Parliamentarian. In the absence of such a position, the Chapter shall function using the Robert's Rules of Order (Reference: www.RulesOnline.com) as the standard for meetings, business, functions, etc.

Section 9: FBI Coordinator

The FBI Coordinator for the Chapter, while not an Officer or a Board Member of the Chapter, is appointed to the Coordinator position by the FBI Field Office Special Agent-in-Charge (SAC). This position has no term limit and is at the discretion of the SAC.

The Chapter has determined that this individual will have a tie-breaking vote on issues related to the Chapter, with the exception that no vote may be rendered by the FBI Coordinator which will have financial impact or obligation.

The FBI Coordinator shall receive and vet all membership applications, and act on membership terminations for cause as appropriate.

ARTICLE VI: ELECTIONS

Section 1: Elections – General

The Chapter Officers shall be elected by the Chapter Members (Affiliates) by electronic ballot prior to the end of the calendar year. New officers shall take office on the first day of the calendar year with appropriate overlap to permit the execution of state registration documents, bank signature cards, etc.

Section 2: Terms of Office

The Chapter has established that terms of office for elected positions shall be for two years, with the option that an elected officer may stand for and be elected to two consecutive terms for the same office (exclusive of a General Board of Directors office). The Chapter has further established that the number of officers will be divided such that approximately ½ of the officers will stand election and be replaced at the end of each calendar year (i.e. provides for continuity of Chapter functions and operations). The President and Secretary will be elected on even numbered years and Vice President and Treasurer on odd numbered years.

Section 3: Elected Offices

The Chapter Affiliates shall elect Board of Directors, the President, the Vice-President, the Secretary and the Treasurer. The FBI Coordinator is not an elected position.

Section 4: Nominating Committee

The President shall by the third quarter of each calendar year select a 3-4 person nominating committee from the membership. This committee shall solicit potential candidates for those offices reaching term in that year, submit the draft slate to the President and the FBI coordinator for confirmation of eligibility, and prepare a final slate to be submitted to the membership for election at the annual meeting to be held in December. The Chapter Members (Affiliates) shall be polled for interest in offices to be vacated.

Section 5: Slate of Officers for Election

The slate of candidates for office in any particular year shall be presented via email distribution to the membership for consideration no later than 30-days prior to the last quarterly chapter meeting in the calendar year. As available, the slate shall include brief descriptions of the candidate(s) and their interest and qualifications for the particular office.

Section 6: Election of Officers

At the last quarterly meeting of the Chapter in the calendar year, the slate of officers will be formally presented. Candidates may make a short presentation of their interest and qualification to the meeting. Members will be given at least two weeks to electronically vote and results shall be published.

ARTICLE VII: Committees and Councils

Section 1: Membership Committee

There shall exist a Membership Committee headed by the Board member designated (by the FBI Coordinator) as the Membership Chair. This Committee shall establish systematic efforts and strive to expand and maintain membership roles within the Critical Infrastructure sectors pertinent to the interests of the Chapter and regional membership.

Per agency requirements the membership roll shall be kept Confidential, apparent only to the Membership Chair and the FBI Coordinator. Membership numbers (total and sorted by Critical

Infrastructure sectors of interest) shall be made available monthly to the Board, and quarterly to the general membership.

In cooperation with the Program Committee this Committee shall assist in planning and developing meeting agendas and events of specific interest to the various sector interests of the membership.

Section 2: Program(s) Committee

There shall exist a Program Committee for the express purpose of planning programs, obtaining speakers, arranging venues, etc. for Chapter general meetings. A minimum of quarterly meetings will be planned and held, one of which may be the required annual meeting. Additionally, the Program Committee shall be instrumental in the planning and execution of special events and meetings, and may appoint Subcommittee(s) as needed; if not headed by a Board member, the Subcommittee(s) shall include an ad hoc Board member as the reporting link to the Board.

In the event Sector Councils (Section 5) are established and become functional, the Program Committee shall be primarily involved and/or responsible for planning and execution of Sector Council's separate events. The Committee may establish a sub-committee for this purpose.

Section 3: Financial Committee

There shall exist a Chapter Financial Committee of at least two members for the express purpose of independent Chapter financial oversight and compliance. The Chapter Treasurer shall be the ad hoc Board member to this Committee.

Section 4: Website Committee

There shall exist a Chapter Website Committee for the express purpose of maintaining and populating the Chapter website on a minimum of a monthly basis. Per established Board determination information to be posted shall flow through the Chapter FBI coordinator. Information to be posted shall include, but not be limited to, listing of current officers (sans the FBI Coordinator), Critical Infrastructure notices, minutes to meetings, anticipated future events, community outreach issues, reports of interest, etc.

If not headed by a Board member, the Committee shall include an ad hoc Board member as the reporting link to the Board.

Section 5: Sector Councils

Sector Councils (representing Critical Infrastructure sectors of interest to the Chapter membership) may be established with Board approval and direction, and hold sector specific meetings, mini-conferences, educational events, etc. These Councils shall establish a Chair and other officials as necessary to function. Councils shall also coordinate their activities with the established Chapter Committees and Officers.

If not headed by a Board member, the Sector Council shall include an ad hoc Board member as the reporting link to the Board.

ARTICLE VIII: Contracts and Financials

All Chapter Contracts and Financial arrangements shall be executed and administrated only by Chapter officers as identified in previous Articles. Such instruments shall be a matter of Chapter record and receive Board/Officer review and approval in the plural.

ARTICLE IX: Miscellaneous Provisions

The Chapter may establish and maintain a strategic plan and other documents as the Board of Directors deems necessary, to help identify and map performance goals, priorities, and key metrics.

The Chapter shall obtain and continuously maintain in good standing, Director and Officer (D&O) insurance. This policy shall be as a part of the INMA policy or a standalone, at the discretion of the Chapter. (Committees functioning on behalf of the Chapter shall include a responsible Board/Officer fully covered by the D&O insurance).

Official Chapter records, such as meeting minutes and election records, shall be retained for a minimum of three years. Official financial, audit, tax, contractual, and the like shall be retained for a minimum of seven years. Current version of Articles of Incorporation, Chapter Bylaws, and the like shall be retained permanently for the life of the Chapter. Longer retention requirements may apply per legal, regulatory, contractual, and other reasons.