

**BYLAWS
OF
INFRAGARD ALBANY MEMBERS ALLIANCE
(IMA)**

PREAMBLE

The Corporation is organized and shall operate exclusively within the meaning of section 501(c)(3) of the Internal Revenue Code. It shall develop and maintain relationships with “Strategic Partners” whose mission can be supported by the Corporation’s information sharing efforts. The Corporation’s “Strategic Partnerships” will subsequently lead to the establishment of a trusted relationship that will foster the exchange of information relevant to the protection of the national infrastructure.

PURPOSE

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

ARTICLE I

OFFICES AND REGISTERED AGENT

Section 1. Registered Office and Registered Agent. InfraGard Albany Members Alliance, Inc. (the IMA or the “Corporation”) shall have and continuously maintain a registered office in the State of New York and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of New York or a corporation authorized to transact business in the State of New York.

Section 2. Other Offices. The Corporation may have such other office or offices, at such suitable place or places within or without the State of New York as the corporation’s Board of Directors (or “Executive Committee”) may from time to time determine as necessary or desirable for the conduct of the affairs of the Corporation.

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ARTICLE II

MEMBERSHIP OF THE CORPORATION

Section 1. Membership. The Membership of the Corporation shall consist of InfraGard Members in good standing who have been accepted by the Corporation as Voting Affiliates.

Section 2. Termination of Membership. The Board of Directors may terminate the membership in the Corporation of one of its Board of Directors members pursuant to Article V, Section 6 of these bylaws.

Section 3. Termination of Voting Affiliate Status. The Board of Directors, by unanimous vote of the entire Board, may terminate the “Voting Affiliate” status of an InfraGard Member.

Section 4. Termination of InfraGard Membership. The Board of Directors, by two-thirds vote, may recommend to the FBI that it terminate the InfraGard membership of one of its Voting Affiliates pursuant to procedures codified in the Membership Documents.

Section 5. Appeal of Termination. A removed member of the Board of Directors may appeal the decision of the Corporation to the Board of Directors of the INMA. If a member resigns from the Board of Directors before such member’s term expires, the Corporation shall identify a replacement in accordance with the Corporation’s Bylaws. The removal of “Voting Affiliate” status by the Board of Directors may be appealed to the Board of Directors of the INMA. The removal of InfraGard Membership may be appealed to the FBI.

Section 6. Membership Dues and Other Expenses. The Board of Directors, by majority vote of all the Voting Affiliates, may establish dues that the Voting Affiliates shall be required to pay to the Corporation to fund the Board of Directors obligations as set forth in these Bylaws and the operating agreement with the INMA. Any funds so collected by the Corporation will be administered by the Corporation’s Board of Directors in compliance with the rules enacted by the Corporation for the proper handling of funds. All dues or other funds collected from InfraGard Members will remain in the possession of the Corporation, and shall not be held, administered, or distributed by any Strategic Partner. No funds collected from InfraGard Members shall be used to fund any US Government Agency /Organization activities or otherwise augment the authorized budget of such agencies/organizations.

Section 7. Other Expenses of Membership. Unless otherwise decided by the Board of Directors all InfraGard Members shall bear any expenses associated with their voting affiliation with the Corporation.

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ARTICLE III

INFRAGARD MEMBERS ALLIANCES

Section 1. Establishment. As of the effective date of these Bylaws, the Corporation shall promote the programs and interests of the Corporation in a specific geographic area. The Corporation shall not grant any rights or privileges expressly or by omission that violates the scope and intent of the bylaws of the INMA. In addition, the Corporation shall conform to national policies regarding minimum requirements necessary for formation and operation as they may be amended from time to time.

Section 2. Administration. An InfraGard Member with voting rights in the Corporation shall be termed a “Voting Affiliate”. InfraGard Members may choose to exercise their “Voting Rights” at the Corporation in accordance with national policy. These Voting Rights shall give the InfraGard member a vote in the affairs of the Corporation. The Board of Directors may retain the voting rights of an InfraGard Member for a 90-day probationary period during which the Board of Directors subject to the Corporation’s bylaws and any INMA national policy may reject the InfraGard Members status as a Voting Affiliate. The Board of Directors may request a 60-day extension of the probationary period by filing a notice of the intent to do so with the INMA not less than 30 days prior to the end of the original 90-day period. After 90 days, if the Board of Directors takes no action, the voting rights of the Voting Affiliate shall be deemed valid for the conduct of business in the Corporation. A rejected InfraGard member may appeal the decision of the Corporation to the Board of Directors of the INMA.

ARTICLE IV

MEETINGS

Section 1. Regular Meeting. A regular annual meeting of the Voting Affiliates shall be held at least once a year, at such time, day and place as the Board of Directors shall designate. The Board of Directors may designate other regular Membership meetings, which may be held at such time, day, and place as necessary.

Section 2. Special Meetings. Special meetings of the Voting Affiliates may be requested by a two-thirds vote of the Board of Directors or upon written request to the Secretary of the Corporation from a majority of the Voting Affiliates.

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Section 3. Notice of Meetings. Notice of the time, day, place, and purpose of each meeting shall be given to all Members of the Corporation not less than fourteen (14) calendar days nor more than sixty (60) calendar days prior to the meeting date in the manner set forth in Section 2 of Article IX hereof. The Executive Board may call a special meeting with less than 14 calendar days notice.

Section 4. Quorum. A quorum for the transaction of any and all business shall consist of a majority of the total number of Voting Affiliates, each having one (1) vote, present in person. The total number of Voting Affiliates present in person must be greater than nine (9) to constitute a quorum. If a quorum is not present, a majority of the Voting Affiliates present may adjourn the meeting to a future time, without further notice being required. The president shall only vote to break a tie.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors of the Corporation shall manage, supervise, and control the business, property and affairs of the Corporation, except as otherwise expressly provided by law, the Certificate of Incorporation of the Corporation, or these bylaws. The Board of Directors shall not be compensated for their participation as a member of the Committee. Subject to the limitations set forth in these bylaws, the Board of Directors shall be vested with the powers possessed by the Corporation itself, including the powers to appoint and remunerate agents and employees (including the power to delegate some or all of the Board of Directors authority), to establish the budget of the Corporation, to disburse the funds of the Corporation, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable. The Board of Directors may repeal, modify, and amend the bylaws of the Corporation by 2/3s vote of the whole Board of Directors.

Section 2. Number, Election and Qualifications. The Board of Directors shall be composed of seven (7) members or such lesser number as may occur from time to time due to the resignation or removal of a member. The Board of Directors will elect the officers by a majority vote of the Board of Directors. The Board of Directors shall fill vacancies of officers by a majority vote of the Board of Directors. The composition of the Corporation's Board of Directors may include no more than two persons from any single corporation (including its subsidiaries and affiliates). Each member of the Board of Directors shall serve until his or her successor is elected or qualified, unless such member first resigns or is removed by the Board of Directors for cause, or such member's membership in InfraGard is terminated. In order to serve as a Member of the Board of Directors of the Corporation, the candidate must be an individual Member in good standing of InfraGard and must be a qualified Voting Affiliate of the Corporation.

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Section 3. Resignation. Any Board of Directors member may resign at any time by giving written notice to the President of the 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 of the Board.

Section 4. Advisory Committee. An Advisory Committee may be appointed by a majority of the regular Board of Directors members and will serve for two (2) years. Advisory Committee appointees may serve for no more than four (4) consecutive terms with the exception of the designated FBI InfraGard Coordinator, who shall have a permanent position on the Advisory Committee. Advisory Committee participants will be non-voting members of the Corporation and will act in an advisory capacity only. Officers of the Corporation, having concluded the term of their office, may join the Advisory Committee, as non-voting members for four consecutive two-year terms. Officers who wish to join the Advisory Committee, must submit a written request to the Board. The Board shall then consider the matter by a vote of all Directors then in office. A favorable majority vote of the Directors will confirm appointment of former Officers to the Advisory Board.

Section 5. Removal. An Board of Directors member may be removed by two-thirds vote of a quorum consisting of all Board of Directors members who are not, at the time, the subject of such action or proceeding at any regular or special meeting of the Board of Directors for engaging in documented conduct prejudicial to the best interests of the Corporation, its members or contrary to the purpose of the Corporation. A member of the Board of Directors can be recommended for removal by a majority vote of all the Voting Affiliates based upon documented evidence that the member failed to perform or has acted in such a fashion that was detrimental to the membership or to the purpose of the Corporation. Such a recommendation shall be presented to the Board of Directors and shall result in removal upon a two-thirds vote of a quorum consisting of all members who are not, at the time, the subject of such action or proceeding.

Section 6. Vacancies. Any Board of Directors member vacancy shall be filled for the unexpired term with the majority concurrence of the remaining members.

Section 7. Regular Meetings. A regular annual meeting of the Board of Directors of the Corporation shall be held each year immediately following the National Congress or at such time not to exceed sixty (60) calendar days, with the location and time designated by the Board of Directors, for the purpose of transacting such business as may come before the meeting. The Board of Directors may, by resolution, provide for the holding of additional regular meetings. All regular meeting must be held within the Capital District.

Section 8. Special Meetings. Special meetings of the Board of Directors may be called at the direction of the President of the Board or by a majority vote of all

Directors then in office, to be held at such time, day and place as shall be designated in the notice of the meeting.

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Section 9. Notice. Notice of the time, day and place of any meeting of the Board of Directors shall be given at least ten (10) calendar days previous thereto in the manner set forth in Section 2 of Article IX of these Bylaws. The purpose or purposes for which a special meeting is called shall be stated in the notice thereof. Attendance at a meeting shall constitute a waiver of notice thereof, except where attendance is for the express purpose of objecting to the call or convening of the meeting.

Section 10. Quorum. A majority of voting directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, except, if less than a quorum of directors is present at such meeting, a majority of the directors present may adjourn the meeting to a future time without further notice being required.

Section 11. Manner of Acting. Except as otherwise expressly required by law, the Certificate of Incorporation of the Corporation or these Bylaws, the affirmative vote of a majority of the voting directors present at any meeting of the Board of Directors at which a quorum is present shall be the act of the Board of Directors. Each elected director shall have one (1) vote. Voting by proxy is permitted. At any meeting of the Board of Directors, a member may vote either in person or by proxy executed by the member or the members duly authorized attorney-in-fact. No proxy shall be valid after forty-five (45) calendar days from the date of its execution, unless otherwise stipulated in the proxy.

Section 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless a Board action if written consent to the action in question is verified by electronic mail or signed by all of the voting directors and filed with the minutes of the proceedings of the Board, whether done before or after the action so taken. The Corporation's Secretary shall be responsible for meeting minutes and shall make them available per the Chairperson's direction.

Section 13. Telephone Meeting. Any one or more directors may participate in a meeting of the Board of Directors by means of a conference telephone or similar telecommunications device, which allows all persons participating in the meeting to hear each other and such participation in a meeting, shall be deemed present in person at such meeting.

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ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, each of whom shall be individual InfraGard Members, accepted Voting Affiliates of the Corporation and members of the Board of Directors. The Corporation shall have such other officers and staff, as the Board of Directors may from time to time deem necessary. Such Officers have the authority to perform the duties prescribed from time to time by the Board of Directors. One person may hold more than one office, other than the offices of President and Treasurer. Officers of the Corporation shall serve, in all cases, without compensation.

Section 2. Election of Officers. The Board of Directors shall elect the Officers of the Corporation at the first meeting of the newly elected Board of Directors.

Section 3. Term of Office. The Officers of the Corporation shall hold office for two years, or until their respective successors shall have been duly elected and qualified. Officers of the Corporation shall serve no more than three consecutive two-year terms of office.

Section 4. Resignation and Designation of Successors. Any officer may resign at any time by giving written notice to the President. 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.

Section 5. Removal. Any officer may be removed by a 2/3 vote of the Board of Directors at any regular or special meeting of the Board at which a quorum of the whole Board is present, whenever in its judgment the best interests of the Corporation would be served thereby, but, such removal will be without prejudice to the contract rights, if any, of the officer so removed.

Section 6. Vacancies. A vacancy in any office, because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors for the unexpired term.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Board of Directors, give active direction and control of the business and affairs of the Corporation. He or she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general, he or she shall perform all duties incident to the office of President and such other duties as may be prescribed

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by the Board of Directors from time to time.

Section 8. Vice President. The Vice President shall act in the President's stead in the President's absence. The President, or the Board of Directors, may also direct the Vice President to perform the duties of the President, or other duties, from time to time. The Vice President shall also direct the Chairpersons of any and all sub-committees that the Board may establish to accomplish the objectives of the IMA. The Vice President shall be responsible for developing programs on behalf of the Albany IMA, under the direction and support of the President and Board. If the Vice President vacates the office prior to the end of term, the Board shall elect a qualified Affiliate Member from within the Board to serve the remainder of the term.

Section 9. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Board of Directors . All financially related accounts established and/or maintained by the Treasurer shall be subject to random audits by a third party as designated by the Board. Reports of such audits will be made available to Board of Directors and available for review by the US Government designated point of contact.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Board of Directors in electronic format and store them in a central location, as determined by the Board ; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation (if any); and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 11. Bonding. If requested by the 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 Board of Directors in such sum as the Board shall prescribe.

Section 12. Insurance. The corporation must 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 State of New York not-for-profit corporation statutes.

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ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws, as noted in Article V of these Bylaws; electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Incorporation of the Corporation, as noted in Article V, of these ByLaws; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law upon the Board or upon the director. Committees shall be established to address organizational issues and needs.

Section 2. Term of Office. Each member of a committee shall continue as such until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 3. Vacancies. Vacancies in the membership of committees may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 4. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 5. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors .

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ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The 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, etc. 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 Board of Directors. In the absence of such determination by the Board of Directors, 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 depositaries as the Board of Directors may select.

Section 4. Gifts. The 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 IX

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 through September 30, 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, with 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 by 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 shall have inscribed

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thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the 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 Board of Directors.

Section 4. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Voting Affiliates, the proceedings of its Board of Directors and those of committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members of its Board of Directors. Such records and books shall be subject to audit on a random basis with reports of audit provided to the standing Board of Directors and made available to the US Government Agency/Organization designated point of contact and the INMA.

ARTICLE X

INDEMNIFICATION

The Corporation 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 shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including 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, but 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 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 nonjudicial determination that the officer or director has met the foregoing applicable standard of conduct by (1) the Board of Directors 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

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proceeding and who were duly designated to act in the matter by a majority vote of the full Board of Directors 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 Board of Directors or officer of the Corporation shall include every director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable attorneys' 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 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).

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APPENDIX A

GLOSSARY OF TERMS

IMA

InfraGard Albany 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 Board of Directors (or the “Executive Committee”)

The Board of Directors will be the Officers of the IMA. Each IMA must have at least three (3) officers including a President, a Treasurer, and a Secretary. 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 person who has been accepted by the FBI to participate in its InfraGard Program.

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 BoD of the INMA is elected by the IMAs at the National Congress

Capital District

The four counties surrounding [Albany](#), the [capital](#) of the state: [Albany County](#), [Schenectady County](#), [Rensselaer County](#), and [Saratoga County](#).