

BY-LAWS OF  
INFRAGARD ATLANTA MEMBERS ALLIANCE, INC,  
a GEORGIA NOT FOR PROFIT CORPORATION (IAMA)

**ARTICLE 1 - INTRODUCTION**

1.01 DEFINITION OF BYLAWS. These Bylaws constitute the code of rules adopted by the IAMA for the regulation and management of its affairs.

1.02 PURPOSES. This IAMA will have the purposes stated in its Articles of Incorporation, witnessed on May 12, 2005 and are listed in Article Five, as they now exist or are hereafter amended.

**ARTICLE 2 - MEMBERSHIP IN IAMA**

2.01 QUALIFICATION. Membership is open to all who are interested in the furtherance of the purposes of the IAMA and are members in good standing with InfraGard.

2.02 MANNER OF IAMA ADMISSION. Applications for Voting IAMA Membership must be submitted to the Board of Directors. An applicant shall become a Voting Member upon approval by the Board of Directors. The Voting Membership is initially composed of those seven persons named in the Articles of Incorporation as the initial Board of Directors.

2.03 IAMA MEMBERSHIP RIGHTS. All Voting Members shall be entitled to equal rights and privileges in the IAMA.

2.04 IAMA MEMBERSHIP CLASSES. There shall be one class of IAMA Membership: Voting Members. Voting Members shall have all the rights and privileges of Members of the IAMA. A Voting Member may be removed only by an affirmative vote of a quorum, as specified in Article 3.04, of the Board of Directors and only for cause, acts inconsistent with Membership or conviction of a felony and only after an opportunity to be heard (unless the Member's whereabouts are unknown).

2.05 ANNUAL IAMA MEMBERS MEETINGS. The annual meeting of Voting Members will be held at such time and place as the Board of Directors shall direct, but in no event shall they direct it to be held later than twelve months after the date of incorporation of the IAMA.

**2.06 SPECIAL IAMA MEETINGS OF MEMBERS.**

- a. Special meetings of the Voting Members may be called by any one of the following:
  - (1) The Board of Directors
  - (2) Voting Members having at least twenty (20%) of the votes which all Voting Members are entitled to cast at such meeting.
- b. No business other than that specified as the purpose in the notice of the special meeting shall be discussed or transacted at such special meeting.

2.07 NOTICE OF IAMA MEMBERS' MEETINGS. Written notice, stating the place, day, and hour of the meeting, and in the case of a special meeting, the purpose or purposes for which the meeting is called, must be delivered not less than ten (10) nor more than sixty (60) days before the date of the Members' meeting, either personally, by first class mail or by electronic email or video and/or audio communication equipment by or at the direction of the President, the Secretary, or other persons or Members calling the meeting, to each Member entitled to vote at such meeting. If mailed, the notice will be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the IAMA, with postage prepaid.

2.08 WAIVER OF NOTICE OF IAMA MEMBERS' MEETING. Notice of the time, place and purposes of any meeting of Voting Members may be waived in writing, either before or after the holding of such meeting, by any Member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

2.09 IAMA MEMBERS' MEETINGS. Meetings of the Voting Members may be held either in person, by video and/or audio communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

2.10 ACTION BY IAMA MEMBERS WITHOUT AN IAMA MEETING. Any action which may be authorized or taken at a meeting of the Voting Members may be authorized or taken without a meeting with the affirmative vote or approval of and in writing shall be filed with or entered upon the records of the IAMA.

2.11 RATIFICATION, Any Voting Member not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written acknowledgment so indicating ratification.

2.12 QUORUM OF IAMA MEMBERS. A simple majority of the IAMA Members entitled to vote and present at an IAMA meeting shall constitute a quorum at a meeting of the IAMA Members. A simple majority of the IAMA Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the IAMA Members, unless a greater proportion is required by law, the Articles of Incorporation of the IAMA, or any provision of these Bylaws.

2.13 TERMINATION OF IAMA MEMBERSHIP. IAMA Membership will terminate in the IAMA upon the occurrence of any of the following events, and for no other reason:

- a. Receipt by the Board of Directors of the written resignation of a Member, executed by such Member or his duly authorized attorney-in-fact
- b. The death of a Member
- c. Removal in accordance with these Bylaws
- d. Termination as a InfraGard member
- e. By a vote of a simple majority of the IAMA Board of Directors

### **ARTICLE 3 - BOARD OF DIRECTORS**

3.01 **DEFINITION OF BOARD OF DIRECTORS.** The Board of Directors is that group of persons vested with the management, supervision, and control of the business, property and the affairs of the IAMA subject to the law, the Articles of Incorporation, and these Bylaws. The Board of Directors shall not be compensated for their participation as a member of the Board. Subject to the limitations set forth in these bylaws, the Board of Directors shall be vested with the powers to appoint and remunerate agents and employees, to validate the budget of the IAMA, to approve the disbursement of the funds of the IAMA, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

3.02 **INITIAL BOARD,** The initial Board of Directors designated in the Articles of Incorporation shall serve until their successors are elected at the first meeting of the Voting Members.

3.03 **QUALIFICATION OF DIRECTORS.** The qualifications for becoming and remaining a Director of the IAMA are being accepted as an IAMA member and remaining in good standing with the IAMA.

3.04 **QUORUM OF IAMA BOARD MEMBERS.** A simple majority of the Board Members entitled to vote shall constitute a quorum at a meeting of the Board Members. A simple majority of the Board Members present at a meeting at which a quorum is present is necessary for the adoption of any matter voted on by the Board Members, unless a greater proportion is required by law, the Articles of Incorporation of the IAMA, or any provision of these Bylaws.

3.05 **NUMBER OF DIRECTORS.** The Board of Directors shall be comprised of not fewer than five (5) nor more than ten (10) Directors. Membership of Board may be comprised of voting & non-voting positions. Quorum determined from voting members.

- a. Voting positions: 4 At large positions elected by general membership (2 year term-no term limit) & President.
- b. Nonvoting positions: Immediate Past President, FBI appointed InfraGard Coordinator, Board appointed Secretary & Treasurer.

3.06 **TERMS, ELECTION AND REMOVAL OF DIRECTORS.**

a. Directors shall have a term of two years. Each Director shall hold office for the term for which he was elected and until a successor has been elected and qualified.

1. Board of Directors shall appoint corporate officers

- a. President (2 year term)
- b. Secretary (2 year term)
- c. Treasurer (2 year term)
- d. Vice President of Programming (1 year term)
- e. Vice President of Outreach (1 year term)

b. Directors shall be elected by a vote of the Voting Members. Nominations for the Board of Directors may be made by Voting Members and by Directors either manually or electronically.

c. A Director may be removed from office by an affirmative vote of a simple majority of the voting Board Members, when such action will serve the best interests of the IAMA.

3.07 VACANCIES ON THE BOARD. Resignation of a Director will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring in the Board of Directors, whether by resignation, removal, death or otherwise; shall be filled by the Voting Board Members. The new Director appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

3.08 ANNUAL MEETINGS OF DIRECTORS. Meetings of the Board of Directors shall be held at least one time a year. Said meeting each year shall be designated the Annual Meeting of the Board of Directors at which Officers will be elected. Written and/or electronic notice stating the place, day and hour of each meeting will be delivered to each Director not less than twenty (20) nor more than sixty (60) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President or the Secretary. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the IAMA, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

3.09 NOTICE OF SPECIAL MEETINGS OF DIRECTORS. Written and/or electronic notice stating the place, day, and hour of any special meeting of the Board of Directors will be delivered to each Director not less than two (2) days nor more than thirty (30) days before the date of the meeting, either personally or by first class mail, by or at the direction of the President or the Secretary, or the persons calling the meeting. If mailed, such notice will be deemed to be delivered when deposited in the United States mail addressed to the Director at his address as it appears on the records of the IAMA, with postage prepaid. Such notice need not state the business to be transacted at, nor the purpose of, such meeting.

3.10 CALL OF SPECIAL MEETINGS OF DIRECTORS. A special meeting of the Board of Directors may be called by a majority of the directors.

3.11 WAIVER OF NOTICE OF DIRECTOR' MEETING. Notice of the time, place, and purposes of any meetings of Directors may be waived in writing, either before or after the holding of such meeting, by any Director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Director at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by him of notice of such meeting.

3.12 QUORUM OF DIRECTORS. A majority of the Board of Directors then serving shall constitute a quorum. The act of a majority of the Directors present at a meeting at which a quorum is present will be the act of the Board of Directors unless a greater number is required by law, by the provisions of the Articles of Incorporation or by these Bylaws.

3.13 DIRECTORS MEETINGS. Meetings of the Directors may be held either in person, by video and/or audio communications equipment if all persons participating can hear each other and participation in a meeting pursuant to this Section shall constitute presence at such meeting.

3.14 ACTION BY DIRECTORS WITHOUT A MEETING. Any action which may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting with the affirmative vote or approval of and in a writing or writings signed by all of the Directors. Any such writing shall be filed with or entered upon the records of the IAMA,

3.15 RATIFICATION. Any Director not present at a meeting may ratify the validity and actions that took place in such meeting by signing a written acknowledgment so indicating ratification.

#### **ARTICLE 4 - IAMA OFFICERS**

4.01 ROSTER OF IAMA OFFICERS. The Officers of the IAMA will consist of the following:

- a. President
- b. Vice President of Programming
- c. Vice President of Outreach
- d. Treasurer
- e. Secretary

4.02 SELECTION OF OFFICERS. Each of the Officers of the IAMA will be appointed by the Board of Directors, Each Officer will remain in office until a successor to such office has been selected and qualified. Such election will take place at the annual meeting of the Board of Directors but Directors may also cast their vote by mail or electronically. The nominee for the office receiving a plurality of the votes shall be determined to be winner.

4.03 PRESIDENT. (2 Year term) - The President shall:

- i. Be the executive head of the IAMA
- ii. When present, preside over all regular and special meetings of the members of the IAMA

- iii. Be responsible to the Board of Directors for the satisfactory operation of the IAMA in accordance with the Bylaws
- iv. With the Secretary, sign all written contracts of the IAMA as authorized by the Board of Directors
- v. Direct the IAMA officers reporting to the President
- vi. Establish an organizational structure and staff it with IAMA chapter members
- vii. Be responsible for the working relationship with the InfraGard National Members Alliance and Presidents of InfraGard Members Alliances from other states

4.04 VICE PRESIDENT of Programming (1 Year term) – The Programming Vice President shall:

- i. In the temporary absence of the President, perform the duties of the President
- ii. Direct and provide oversight to the working groups and IAMA chapter members responsible for all programming related activities including: speakers, meeting logistics, Special Interest groups and IAMA conferences and special events.
- iii. Perform other duties as may be assigned by the President
- iv. Propose the time of the general membership meetings
- v. Produce and present to the general membership, an annual report on the state of the IAMA

4.05 VICE PRESIDENT of Outreach (1 Year Term) – The Outreach Vice President shall:

- i. In the temporary absence of the President and Vice President of Programming, perform the duties of the President
- ii. Direct and provide oversight to the working groups and IAMA chapter members responsible for all outreach and external communications activities including enabling technology, public relations, marketing and association relations.
- iii. Perform other duties as may be assigned by the President

4.06 SECRETARY (2 Year term) – The Secretary shall:

- i. Responsible for all corporate documentation and corporate correspondence including maintaining the Articles of Incorporation and Bylaws
- ii. With the President, sign all written contracts of the IAMA as authorized by the Board of Directors
- iii. Perform such other duties pertaining to the office as may be designated by the President
- iv. Support and maintain the IAMA membership process and IAMA member records
- v. Serve as secretary for all Board of Directors meetings
- vi. Conduct and certify the results of all elections
- vii. Insure that the minutes are documented and maintained for all meetings of the membership and the Board of Directors. The Secretary must find a substitute to record meeting minutes whenever they are unable to attend a meeting

4.07 TREASURER (2 Year term) – The Treasurer shall:

- i. Direct and provide oversight to the working group for IAMA sponsorships
- ii. Be responsible for the funds of the IAMA and their deposit to the credit of the IAMA
- iii. Prepare an annual budget, which includes an itemized summary of anticipated income and expenditures for the following administrative year
- iv. Pay all bills that fall within the budget, provided the officer or committee chairperson responsible for the activity approves the invoice
- v. Pay all other bills that are duly approved by the Board of Directors
- vi. Keep books of account of receipts and expenditures, which shall be open at all times for inspection by the Board of Directors
- vii. Ensure all disbursements have written approval of Treasurer and at least one other officer.
- viii. Act as financial advisor to the President

- ix. Direct the financial activities of the IAMA in planning and executing any special fund-raising activities
- x. Provide complete reports, for each administrative year, of all receipts, disbursements, assets, liabilities and make such additional reports as may be assigned President
- xi. Ensure that all applicable tax forms (federal, state, or local) are prepared correctly, filed with the appropriate agencies, and corresponding tax liabilities paid. All activities should be completed in a timely manner.
- xii. Support and cooperate with the mandatory annual audit and any other audit of the IAMA's books and records that has been approved and directed by the Board of Directors

4.08 VACANCIES. Resignation of an Officer will become effective immediately or on the date specified therein and a vacancy will be deemed to exist as of such effective date. Any vacancy occurring, whether by resignation, removal, death or otherwise, shall be filled by the Board of Directors. The new Officer appointed to fill the vacancy will serve for the unexpired term of the predecessor in office.

4.09 REMOVAL OF OFFICERS. Any Officer appointed to office may be removed by an affirmative vote of a simple majority of all voting Directors, whenever in their judgment the best interests of this IAMA will be served.

#### **ARTICLE 5 - OPERATIONS**

5.01 BOOKS AND RECORDS. The IAMA will keep correct and complete books and records of account, and will also keep minutes of the proceedings of its Members and Board of Directors. The IAMA will keep at its registered office a membership register giving the names, addresses, and other details of the membership of each, and the original or a copy of its Bylaws including amendments to date certified by the Secretary of the IAMA.

5.02 INSPECTION OF BOOKS AND RECORDS. All books and records of the IAMA may be inspected by any Member, Director or Officer, or his agent or attorney, for any proper purpose at any reasonable time on written demand under oath stating such purpose.

5.03 NONPROFIT OPERATIONS-COMPENSATION. The IAMA will not have or issue shares of stock. No dividend will be paid, and no part of the income or assets of the IAMA will be distributed, to its Members, Directors, or Officers, However, the IAMA may contract in due course of business with Members, Officers or Directors for services rendered.

5.04 BONDING. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of the IAMA shall furnish, at the expense of the IAMA, a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.



5.04 AUDIT OF RECORDS. Annually the Board of Directors will appoint a committee of at least three (3) and no more than five (5) IAMA Voting Members who are not currently serving as officers to review the records of the corporation for compliance with the Bylaws, Articles of Incorporation and any policies, standards or practices properly established by the Board of Directors. The committee will provide a summary report signed by the members to be kept with the records of the Corporation.

#### **ARTICLE 6 - INDEMNIFICATION**

The IAMA may indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by the Business Corporation Code and the Nonprofit Corporation Code of the State of Georgia.

#### **ARTICLE 7 - AMENDMENTS**

These Bylaws may be amended or altered only by the affirmative vote of a simple majority of all voting Directors then in office.

#### **ARTICLE 8 - FISCAL YEAR**

Fiscal Year begins October 1 and ends September 30.