

PREAMBLE

InfraGard Louisiana (ILMA), a Louisiana non-profit corporation, is a Voting Member of the InfraGard National Members Alliance, organized, and operating exclusively within the meaning of section 501(c) (3) of the Internal Revenue Code. The InfraGard Louisiana Chapter shall be that segment of the National InfraGard Members Alliance associated with the FBI Field office located in New Orleans, Louisiana.

InfraGard Louisiana (ILMA) shall develop and maintain relationships with “Strategic Partners” whose mission can be supported by the Corporation’s information sharing efforts. InfraGard Louisiana’s (ILMA) “Strategic Partnerships” will subsequently lead to the establishment of a trusted relationship that will foster the exchange of information relevant to the protection of both Louisiana’s and the Nation’s Critical Infrastructure.

PURPOSE

Formed in 1996 within the Chicago FBI Field Office, InfraGard is a Public / Private Partnership between the FBI and the private sector, more specifically the sixteen DHS aligned Critical Sectors (<http://www.dhs.gov/>).

The purpose of InfraGard Louisiana (ILMA) 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, in order to increase awareness of infrastructure protection issues. Furthermore, InfraGard Louisiana (ILMA) is established to become a Voting Member of the InfraGard National Members Alliance (INMA). The relationship of the InfraGard Louisiana Members Alliance (ILMA) to The InfraGard National Members Alliance (INMA) will be principally defined by an “Operating Agreement” between the IMA and the INMA. The relationship between InfraGard Louisiana (ILMA) and the INMA will be further defined by their respective bylaws and national policy.

Goals / Objectives

The Primary goals / objectives of InfraGard are:

1. To Educate the American public in regards to potential threats and /or vulnerabilities that exist within the country’s vast critical infrastructure.
2. To facilitate a unilateral exchange of information between the FBI, the owners and operators of the national infrastructure, along with those persons involved in the protection of critical infrastructure / key resources.
3. To advance education and outreach in regard to the protection and preservation of critical infrastructure / key resources.

ARTICLE I

OFFICES AND REGISTERED AGENT

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

Section 2. Other Offices. InfraGard Louisiana (ILMA) may have such other office or offices, at such suitable place or places within or without the State of Louisiana, as the Louisiana InfraGard’s Board of Directors may from time to time determine as necessary or desirable for the conduct of the affairs of the InfraGard Louisiana Chapter.

ARTICLE II

MEMBERSHIP OF THE CORPORATION

Section 1. Membership. The Membership of InfraGard Louisiana (ILMA) shall consist of InfraGard Members in good standing, who have been accepted by InfraGard Louisiana’s Board of Directors as Voting Affiliates (i.e. Members) of Louisiana InfraGard (ILMA). InfraGard Louisiana (ILMA) Advisory Board Members are members of the InfraGard Louisiana Advisory Board only (i.e. They are considered nonmembers of InfraGard Louisiana). All persons who are members of InfraGard Louisiana (ILMA) prior to the adoption of these by-laws shall be Members of InfraGard Louisiana (ILMA) upon adoption of these By-laws.

Section 2. Termination of Voting Affiliate Status. The Board of Directors, by unanimous vote of the entire Board, may terminate the InfraGard Louisiana “Voting Affiliate” (i.e. Membership) status of an InfraGard Member. In considering such action, the Directors shall give due consideration to the recommendation(s) of the Officers.

Section 3. Recommended 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 (i.e. Members). In considering such action, the Directors shall give due consideration to the recommendation(s) of the Officers.

Section 4. Membership Dues and Other Expenses. The Board of Directors, by majority vote, may establish dues that the Voting Affiliates (i.e. Members) shall be required to pay, or may voluntarily pay, to InfraGard Louisiana (ILMA), in order to fund InfraGard Louisiana’s obligations. In considering such action, the Directors shall give due consideration to the recommendation(s) of the Officers. Any funds so collected by InfraGard Louisiana (ILMA) will be managed by InfraGard Louisiana’s Officers’, subject to provisions herein Sub-Chapter-raised and –controlled funds (Article VIII, Section 5).

Section 5. Other Expenses of Membership. Unless otherwise decided by majority vote of the Board of Directors, all InfraGard Louisiana (ILMA) Members shall bear any expenses associated with their voting affiliation with InfraGard Louisiana (ILMA).

ARTICLE III

INFRAGARD MEMBERS ALLIANCE

Section 1. Establishment. As of the effective date of these Bylaws, InfraGard Louisiana (ILMA) shall promote the programs and interests of InfraGard Louisiana (ILMA) within and throughout the State of Louisiana. InfraGard Louisiana shall not grant any rights or privileges expressly or by omission that causes InfraGard Louisiana (ILMA) to violate the bylaws of the INMA. In addition, InfraGard Louisiana (ILMA) 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 InfraGard Louisiana (ILMA) shall be termed a “Voting Affiliate” or InfraGard Louisiana (ILMA) Member. These voting rights shall give the InfraGard Member a vote in the affairs of InfraGard Louisiana (ILMA). InfraGard Louisiana’s 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 these bylaws and any INMA national policy, may reject the InfraGard Member’s status as a Voting Affiliate. InfraGard Louisiana’s 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 InfraGard Louisiana Board of Directors takes no action, the voting rights of the InfraGard Member, as an InfraGard Louisiana Voting Affiliate, shall be deemed valid for the conduct of business in the InfraGard Louisiana (ILMA).

Section 3. Sub-Chapters. InfraGard Louisiana has (4) Sub-Chapters: A New Orleans Sub-Chapter, a Baton Rouge Sub-Chapter, an Acadiana Sub-Chapter, and a North Louisiana Sub-Chapter. For additional Sub-Chapters, an application for recognition of a Sub-Chapter, accompanied by FBI Field Office comments and a recommendation from the Officers, will be presented to the InfraGard Louisiana (ILMA) Board of Directors for action. As additional Sub-Chapters are recognized by InfraGard Louisiana’s (ILMA) Board of Directors, the InfraGard Louisiana’s (ILMA) By-Laws will be revised to reflect new Sub-Chapters.

ARTICLE IV

MEETINGS OF MEMBERS

Section 1. Regular Meeting. A regular annual meeting of the InfraGard Louisiana (ILMA) Voting Affiliates (Members) shall be held at least once a year, at such time, day and place as the Officers, or, in the absence of action of the Officers, the Board of Directors shall designate. The InfraGard Louisiana (ILMA) Officers or 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 InfraGard Louisiana (ILMA) Voting Affiliates (Members) may be requested by a two-thirds vote of the Board of Directors, or upon written request to the Secretary of InfraGard Louisiana (ILMA) from a majority of the Voting Affiliates (i.e. Members).

Section 3. Notice of Meetings. Notice of the time, day, place, and purpose of each meeting shall be given to all Members of InfraGard Louisiana (ILMA) 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.

Section 4. Quorum. A quorum for the transaction of any and all business shall consist of the lesser of a) a majority of the total number of Voting Affiliates (i.e. Members), or b) fifteen (9) Voting Affiliates of InfraGard Louisiana (ILMA) , each having one (1) vote, present in person. If a quorum is not present, a majority of the Voting Affiliates (Members) present may adjourn the meeting to a future time, without further notice being required.

ARTICLE V

BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors of InfraGard Louisiana (ILMA) shall manage, supervise, and control the business, property and affairs of InfraGard Louisiana, except as otherwise expressly provided by law, the Certificate of Incorporation of InfraGard Louisiana (ILMA), or 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 possessed by InfraGard Louisiana (ILMA) itself, including the powers to appoint and remunerate agents and employees (including the power to delegate some or all of Board of Director's authority), to establish the budget of InfraGard Louisiana (ILMA), to disburse the funds of InfraGard Louisiana, and to adopt such rules and regulations for the conduct of its business as shall be deemed advisable.

Section 2. Number, Election and Qualifications. The Board of Directors shall be comprised of 9 (nine) members or such lesser number as may occur from time to time due to the resignation or removal of a Board Member. InfraGard Louisiana Members Alliance (ILMA) Board Members will be elected from among the InfraGard Louisiana Membership and will serve for Two (2) years. The Nominating Committee will nominate candidates for Director from the InfraGard Louisiana (ILMA) Membership and make these recommendations to the InfraGard Louisiana (ILMA) Members and Board of Directors. The InfraGard Louisiana Members Alliance (ILMA) Chapter shall hold general elections on an annual basis, and nominations shall be communicated to the general membership at least one (1) month prior to the election. Election results shall be communicated to the ILMA General Membership within one (1) month of the election. The election of Directors shall take place at a December or January meeting of the Members, with the intent on seating the Board of Directors during the month of January. The composition of the InfraGard Louisiana (ILMA) Board of Directors may not include more than one person from any single corporation (including its subsidiaries and affiliates) or immediate family relationship. 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 InfraGard Membership is terminated. In order to serve as a Member of the Executive Committee of the Corporation, the candidate must be an individual Member in good standing of InfraGard, must be a qualified Voting Affiliate of InfraGard Louisiana, and must have been a member of ILMA for at least one Year in order to be eligible to serve. All ILMA Board (BoD) positions will be numbered, with odd numbered positions beginning in odd Years, while even numbered positions beginning in even numbered years, in accordance with the InfraGard National Members Alliance (INMA) yearly elections policy.

Section 3. Resignation. Any member of the Board of Directors may resign at any time by giving written notice to the Chairman of the Board (Executive committee). 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 Chairman of the Board.

Section 4. Board Advisory Committee. A Board Advisory Committee may be appointed by a majority of the regular Board of Directors 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 InfraGard Louisiana (ILMA) and will act in an advisory capacity only.

Section 5. Removal. At any regular or special meeting of the Board of Directors, a member of the Board of Directors may be removed from the Board for due cause by two thirds vote of the entire Board of Directors, who are not at the time, the subject of such action or proceeding.

Section 6. Vacancies. Any Board 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 InfraGard Louisiana (ILMA) Board of Directors shall be held each year within thirty (30) calendar days following the National Congress, 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.

Section 8. Special Meetings. Special meetings of the InfraGard Louisiana (ILMA) Board of Directors may be called at the direction of the Chairman 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.

Section 9. Notice. Notice of the time, day and place of any meeting of the InfraGard Louisiana (ILMA) 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. Any director may waive notice of any meeting by a written statement executed either before or after the meeting. 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 InfraGard Louisiana (ILMA) 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 InfraGard Louisiana (ILMA) 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. At any meeting of the Board of Directors, a member may vote in person; voting by proxy is not permitted.

Section 12. Written Consent. Action taken by the Board of Directors without a meeting is nevertheless a Board action if unanimous 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 InfraGard Louisiana (ILMA) 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.

Section 14. Term Limits. InfraGard Louisiana (ILMA) Voting Board Members (BoD) Shall serve in such capacity for a maximum of Three (3) consecutive Two year terms (the “Maximum Term Limit”), where after a period of one year shall pass before such person is re-eligible to serve again in such capacity.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of InfraGard Louisiana (ILMA) shall consist of a President, a Vice President (For all four Sub-Chapters), a Membership Coordinator, a Secretary, and a Treasurer, each of whom shall be individual InfraGard Members, and accepted Voting Affiliates (Members) of InfraGard Louisiana (ILMA). InfraGard Louisiana (ILMA) 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, except that the President may not also serve as either Secretary or Treasurer. The Board of Directors may approve compensation for any Officer of InfraGard Louisiana consistent with InfraGard Louisiana’s 501 (c) (3) status.

Section 2. Election of Officers. The Nominating Committee will nominate candidates for Officers from the Voting Affiliates (i.e. Members), and make these recommendations to the Board of Directors for their election by the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors. This election shall occur at a December or January Meeting of the Board of Directors, with the intent of seating the Officers during the month of January.

Section 3. Term of Office. The Officers of InfraGard Louisiana (ILMA) shall hold office for two (2) year or until the next appropriate annual meeting of the Board of Directors (Executive Committee) or until their respective successors shall have been duly elected and qualified.

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 InfraGard Louisiana (ILMA) 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. Duties & Responsibilities

InfraGard Louisiana (ILMA) shall be governed by the following:

President

- The Chief Executive Officer of InfraGard Louisiana (ILMA)
- Provides direction and control of business and affairs of InfraGard Louisiana (ILMA), subject to the overall guidance of the Board of Directors.
- Prepares the Agenda for all meetings of the general membership and Board of Directors.
- Presides over all meetings of the general membership and Board of Directors.
- Appoints Members to approved Committees and open positions, subject to the approval of the Board of Directors.
- Operates and Maintains the Chapter in accordance with InfraGard National Directives.
- Authorized to sign, with the Secretary or any other proper officer 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 by the Board of Directors from time to time.
- Works with other InfraGard Presidents to help establish initiatives
- Works with InfraGard Regional Representative, providing feedback, updates, and inputs.
- Promotes Chapter and Vision within the community.

Vice President

- In the absence of the President, presides over the individual Sub-Chapter Meetings.
- Planning and scheduling meetings within their specific Sub-Chapter (Venue, Speakers, and Sponsors).
- Attend regularly scheduled Board meetings
- Attend regularly scheduled Chapter meetings
- Promote Chapter and Vision within the community.
- Participation in at least one Action Committee

Treasurer

- Responsible for all funds and securities of InfraGard Louisiana (ILMA).
- Receives and provides receipts for moneys due and payable to InfraGard Louisiana (ILMA) from any source whatsoever.
- Deposits all such moneys in the name of InfraGard Louisiana (ILMA) 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.
- Maintains Check Book
- Presents the Treasure’s Formal Finance Reports at Membership Meetings and Board of Director Meetings.
- Maintains current status on all local state, and federal fees and / or taxes.
- Prepares required yearly tax forms.
- Maintain Charter and Articles of Incorporation
- Maintain Tax –Exempt Status.
- Maintain Liability Insurance
- Provides Annual Reports to Board.
- Attends regularly scheduled Board meetings.
- Attends regularly scheduled Chapter meetings.

Secretary

- The official record keeper of all InfraGard Louisiana (ILMA) General Membership Meetings, and Board of Director Meetings.
- Maintains the InfraGard Louisiana (ILMA) Archive, containing all legal and historical documents.
- Provides context to send to Media Relations concerning Chapter Activities.
- Attends regularly scheduled Board meetings
- Attends regularly scheduled Chapter meetings
- Participates in at least one Action Committee

Membership Coordinator

- Develops ongoing Membership recruiting campaigns.
- Updates and Maintains the InfraGard Louisiana Membership Roster
- Must sign an Non-disclosure Agreement with the FBI.
- Provide Membership Updates to Board.
- Recurring contact to Membership to update contact information.
- Establishes relationships with local media outlets.
- Distribute meeting notices to all applicable media outlets.

Chairman of the Board of Directors (BoD)

- Presides over Board Meetings.
- Maintains the Chapter in accordance with InfraGard National directives.
- Collaborates with the InfraGard Louisiana President to help establish State-wide initiatives.
- Attends regularly scheduled Board meetings.
- Attends regularly scheduled Chapter meetings.

Board Member

- Offers insight and direction for InfraGard Louisiana (ILMA)
- Helps maintain the IMA/Chapter in accordance with InfraGard National Directives.
- Attends regularly scheduled Board meetings.
- Attends regularly scheduled Chapter meetings (missing 2 meetings per year is cause for action).
- Participates in at least one Action Committee.

Section 8. Bonding. If requested by the Board of Directors, any person entrusted with the handling of funds or valuable property of InfraGard Louisiana (ILMA) shall furnish, at the expense of the InfraGard Louisiana (ILMA), a fidelity bond, approved by the Board of Directors in such sum as the Board shall prescribe.

Section 9. Insurance. InfraGard Louisiana (ILMA) may purchase and maintain insurance on behalf of any person who is, or has been a director, officer, employee or agent of InfraGard Louisiana (ILMA) 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 InfraGard Louisiana (ILMA) would have the power to indemnify such person against liability under the provisions of the State of Louisiana not-for-profit corporation statutes.

ARTICLE VII

Committees

Section 1. Committees of Directors. The InfraGard Louisiana (ILMA) Board of Directors, by resolution adopted by a majority of the Directors in office, may create and operate through 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 InfraGard Louisiana (ILMA). Notwithstanding the foregoing, no such committee shall have the authority of the Board of Directors to amend, alter, or repeal these By-laws; elect, appoint, or remove any member of any such committee, or any Director or Officer of InfraGard Louisiana (ILMA); amend the InfraGard Louisiana Certificate of Incorporation; adopt a plan of merger, or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange, or mortgage of all, or substantially all of the property and assets of InfraGard Louisiana (ILMA); authorize the voluntary dissolution of InfraGard Louisiana (ILMA), or revoke proceedings therefore; adopt a plan for the distribution of InfraGard Louisiana (ILMA) Assets; or amend, alter, or repeal 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 InfraGard Louisiana (ILMA) Board of Directors, or any individual Director, of any responsibility imposed by law upon the Board or upon the Director.

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 Board 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 By-laws or with rules adopted by the InfraGard Louisiana (ILMA) Board of Directors.

Section 6. Executive Committee. An Executive Committee may be established, comprised of the Officers and up to two (2) Members of the Board of Directors. The Executive committee will be named and chaired by the President, and will serve to advise the President on matters relating to the operation of InfraGard Louisiana (ILMA).

Section 7. Nominating Committee. A Nominating Committee will be comprised of five (5) of InfraGard Louisiana (ILMA) Members. The Nominating Committee will serve to submit a Report of nominees recommended to serve as InfraGard Louisiana's next set of Directors, Officers, and Nominating Committee. The Nominating Committee's Report will be presented to the InfraGard Louisiana (ILMA) Board of Directors for acceptance, and submitted to the InfraGard Louisiana Membership, with a report of the Board's action on the Nominating Committee's Report. The InfraGard Louisiana (ILMA) Members, whom elect the Directors, and the Directors, whom elect the Officers, will both have access to the Nominating Committee's Report as a resource in consideration in connection with these elections, and all InfraGard Louisiana (ILMA) Members shall have the right to make nominations from the floor. The Nominating Committee shall be nominated by the President and approved by the InfraGard Louisiana (ILMA) Board of Directors. The President shall serve Ex Officio as a non-Voting Member of the Nominating Committee.

Section 8. Committee Chairmanship and Membership. Each Committee will be chaired by a Chair named by the President and, except as otherwise provided by these By-laws, shall consist of members proposed by the Committee Chair and approved by the President.

ARTICLE VIII

Contracts, Checks, Deposits, and Funds

Section 1. Contracts. The Board of Directors (Executive Committee) may authorize any officer or officers, agent or agents of InfraGard Louisiana (ILMA), in addition to the officers so authorized by By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of InfraGard Louisiana, 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 InfraGard Louisiana (ILMA), shall be signed by such

officer or officers, agent or agents of InfraGard Louisiana (ILMA), and in such manner as shall from time to time be determined by resolution of the InfraGard Louisiana (ILMA) Board of Directors. In the absence of such determination by the InfraGard Louisiana (ILMA) Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of InfraGard Louisiana.

Section 3. Deposits. All funds of InfraGard Louisiana (ILMA) shall be deposited from time to time to the credit of InfraGard Louisiana (ILMA) in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The InfraGard Louisiana (ILMA) Board of Directors may accept on behalf of InfraGard Louisiana (ILMA), 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 InfraGard Louisiana (ILMA) shall be from January 1 through December 31 of each year.

Section 2. Notice. Whenever notice is required to be given to an InfraGard Louisiana (ILMA) Director, Representative, or Officer under the provisions of these Bylaws, the InfraGard Louisiana (ILMA) Certificate of Incorporation 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 InfraGard Louisiana (ILMA). Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service.

Section 3 Seal. The official seal, if any, of InfraGard Louisiana (ILMA) shall have inscribed thereon the name of InfraGard Louisiana (ILMA) 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. InfraGard Louisiana (ILMA) shall keep correct and complete books and records of account and shall also keep minutes of the meetings of the Voting Affiliates (i.e. Members), 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 by any Officers on a random basis with reports of audit provided to the Board of Directors.

ARTICLE X

INDEMNIFICATION

InfraGard Louisiana (ILMA) 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 By-laws, in a manner and to the extent permitted by applicable law.

InfraGard Louisiana (ILMA) 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 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 InfraGard Louisiana (ILMA), 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 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 therefore, 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 in this Article X to a member of the Board of Directors or Officer of InfraGard Louisiana (ILMA) 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 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 InfraGard Louisiana (ILMA) might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Anything to the contrary notwithstanding, InfraGard Louisiana (ILMA) shall not indemnify Directors or Officers 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

INFRAGARD LOUISIANA MEMBERS ALLIANCE (ILMA)

BYLAWS APPENDIX A

GLOSSARY OF TERMS

IMA

InfraGard Members Alliance (“IMA”)

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.

InfraGard Louisiana (ILMA) Board of Directors (“Board of Directors”)

The Board of Directors will be the Directors of InfraGard Louisiana (ILMA).

InfraGard Louisiana (ILMA) Officers

Each IMA must have at least three (3) Officers, including a President, a Treasurer, and a Secretary. InfraGard Louisiana’s (ILMA) Officers are elected by the InfraGard Members who are voting affiliates within InfraGard Louisiana (ILMA).

InfraGard Louisiana Voting Affiliate (“Member”)

A Voting Affiliate is an InfraGard Member that has been granted voting rights by InfraGard Louisiana (ILMA).

InfraGard Louisiana (ILMA) Sub-Chapters

InfraGard Louisiana (ILMA) has four (4) Sub-Chapters: A New Orleans Sub-Chapter, A Baton Rouge Sub-Chapter, An Acadiana Sub-Chapter, and a North Louisiana Sub-Chapter.

InfraGard Member

An InfraGard Member is person who has been accepted by the FBI to participate in its InfraGard Program.

InfraGard Louisiana Advisory Board

An Advisory Board Member serves the Board in an Advisory capacity only. Advisory Board Members have no vote on the Board or in the affairs of InfraGard Louisiana (ILMA).

INMA

The InfraGard National Members Alliance.

The IMNA 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 are elected by the IMAs at the National Congress.