

INFRAGARD WEST VIRGINIA MEMBERS ALLIANCE (I WVMA) BYLAWS

BYLAWS OF INFRAGARD WEST VIRGINIA MEMBERS ALLIANCE (I WVMA)

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 State of West Virginia and national infrastructures.

PURPOSE

The purpose and primary objective of the InfraGard West Virginia Members Alliance is to increase the security of West Virginia and the United States national infrastructures through ongoing exchanges of information relevant to infrastructure protection and through communication, education, outreach, network building, and similar efforts to increase awareness of infrastructure protection issues.

Further, the Corporation becomes a Voting Member of the InfraGard National Members Alliance (INMA). The relationship of the I WVMA to The INMA will be principally defined by an “Operating Agreement” between the I WVMA and the INMA. The relationship between the I WVMA 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 West Virginia Members Alliance, Inc. (the I WVMA or the “Corporation”) shall have and continuously maintain a registered office in the State of West Virginia and a registered agent whose office is identical with such registered office. The registered agent shall be an individual resident of the State of West Virginia or a corporation authorized to transact business in the State of West Virginia.

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 West Virginia as the corporation’s Executive Committee, as defined in Article V, may from time to time determine as necessary or desirable for the conduct of the affairs of the Corporation.

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 Members.

Section 2. Termination of Membership. The Executive Committee may terminate the membership in the Corporation of one of its Executive Committee members under Article V of these bylaws.

Section 3. Termination of Voting Member Status. The Executive Committee, by two-thirds vote of the entire Committee, may terminate the “Voting Member” status of an InfraGard Member.

Section 4. Termination of InfraGard Membership. The Executive Committee, by two-thirds vote, may recommend to the Federal Bureau of Investigation (FBI) that it terminate the InfraGard membership of one of its Voting Members pursuant to procedures codified in the membership documents.

Section 5. Appeal of Termination. A removed member of the Executive Committee may appeal the decision of the Corporation to the Board of Directors of the INMA. If a member resigns or is removed from the Executive Committee before such member’s term expires, the Corporation shall identify a replacement under the Corporation’s Bylaws. The removal of “Voting Member” status by the Executive Committee 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 Executive Committee, by majority vote of all the Voting Members, may establish dues that the Voting Members shall be required to pay to the Corporation to fund the Executive Committee’s obligations as set forth in these Bylaws and the operating agreement with the INMA. Any funds so collected by the Corporation will be administered 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. or State 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 Executive Committee all InfraGard Members shall bear any expenses associated with their voting affiliation with the Corporation.

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 West Virginia. 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, IWVMA 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 Member”. 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 Executive Committee may retain the voting rights of an InfraGard Member for a 90-day probationary period during which the Executive Committee, subject to the Corporation’s bylaws and any INMA national policy, may reject the InfraGard Members status as a Voting Member. The Executive Committee 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 ninety-day (90-day) period. After ninety days, if the Executive Committee takes no action, the voting rights of the Voting Member 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 Members shall be held at least once a year, at such time, day and place as the Executive Committee shall designate. The Executive Committee 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 Members may be requested by a two-thirds vote of the Executive Committee or upon written request to the Secretary of the Corporation from a majority of the Voting Members.

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 calendar days nor more than sixty (60) calendar days prior to the meeting date as described in Article IX.

Section 4. Quorum. An Executive Committee quorum for the transaction of any and all business shall consist of not less than a majority of the total number of the Executive Committee members, each having one vote, present in person or enabled by appropriate technology means by which all participants can hear and speak to all other participants at all times during the

meeting. If a quorum is not present, a majority of the Executive Committee present may adjourn the meeting to a future time, without further notice being required.

ARTICLE V

EXECUTIVE COMMITTEE

Section 1. Powers. The Executive Committee 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 Executive Committee shall not be compensated for their participation as a member of the Committee. Subject to the limitations in these Bylaws, the Executive Committee 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 Executive Committee's 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 deemed advisable. The Executive Committee may repeal, modify, and amend the bylaws of the Corporation by two-thirds vote of the whole Executive Committee.

Section 2. Number, Election and Qualifications. The Executive Committee shall be composed of not less than seven (7) and not more than nine (9) Members or such lesser number as may occur from time to time due to the resignation or removal of a Member. In 2019, three Voting Members will be elected to 2-year Executive Committee terms to run 1/1/2020 to 12/31/2021. Each year after 2019, three Executive Committee Members will be elected. The term of office will be three years, with terms beginning the first day of January of the year following election, terminating on the last day of December three years hence. Executive Committee Members may serve no more than two consecutive three-year terms. Executive Committee Members appointed to serve terms less than 3 years may stand for election to one additional three-year term of office. Elections will be held at the annual meeting of the Membership of the Corporation, by the then-current Voting Membership, or by electronic voting means as provided by INMA/FBI. Those nominated to Executive Committee positions in the call notice for the meeting shall provide a biography to the Voting Membership for voting. The composition of the Executive Committee may not include more than one person from any single corporate entity (including its subsidiaries and affiliates), may not have an immediate family relationship with anyone else on the Executive Committee, and may not be an FBI employee. Each Member of the Executive Committee shall serve until his or her successor is elected or qualified, unless such Member first resigns or is removed by the Executive Committee or such Member's Membership in InfraGard is terminated. In order to serve as a member of the Executive Committee, the candidate must be an individual Member in good standing of InfraGard and must be a Member of the Corporation.

Section 3. Resignation. Any Executive Committee Member may resign at any time by giving written notice to the President of the 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 President and provided in writing. If the Executive Committee Member seeking resignation is the President, resignation must be provided in writing to the other

Executive Committee Members and is deemed accepted at the time that a quorum accepts the resignation in writing.

Section 4. Advisory Committee. An Advisory Committee may be appointed by a majority of the regular Executive Committee Members and will serve for two (2) years. Advisory Committee appointees may serve for only four consecutive terms except for 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. Advisors agreeing to serve as Sector Chiefs under the InfraGard National Sector Security and Resiliency Program (NSSRP) shall also be members of the Advisory Committee, and shall be accorded the same Directors and Owners indemnification insurance coverage as that provided to elected Executive Committee Members per Article X of these Bylaws.

Section 5. Removal. An Executive Committee Member may be removed by two-thirds vote of a quorum comprising all Executive Committee Members who are not the subject of such action or proceeding at any regular or special meeting of the Executive Committee 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 Executive Committee can be recommended for removal by a majority vote of all the Voting Members 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 Executive Committee and shall cause removal upon a two-thirds vote of a quorum comprising all Executive Committee Members who are not the subject of such action or proceeding.

Section 6. Vacancies. Any Executive Committee 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 Executive Committee of the Corporation shall be held each year immediately following the National Congress or at such time not to exceed thirty calendar days, with the location and time designated by the Executive Committee, for the purpose of transacting such business as may come before the meeting. The Executive Committee may, by resolution, provide for the holding of additional regular meetings.

Section 8. Special Meetings. Special meetings of the Executive Committee may be called at the direction of the President of the Committee or by a majority vote of all Executive Committee Members 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 Executive Committee shall be given at least ten (10) calendar days previous thereto in the manner set forth in Article IX of these Bylaws. The purpose or purposes for which a special meeting is called shall be stated in the notice. Any Member of the Executive Committee 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 to object to the call or convening of the meeting.

Section 10. Quorum. A majority of voting Executive Committee Members shall constitute a quorum for the transaction of business at any meeting of the Executive Committee, except, if less than a quorum of Members is present at such meeting, a majority of the Members 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 Executive Committee Members present at any meeting of the Executive Committee at which a quorum is present shall be the act of the Executive Committee. Each elected Executive Committee Member shall have one vote. Voting by proxy is permitted, provided that the proxy is in writing, and the proxy in writing includes the day or date range the proxy is valid (but such range shall extend no more than 45 calendar days).

Section 12. Written Consent. Action taken by the Executive Committee without a meeting is nevertheless a formal action if written consent to the action in question is verified by electronic mail or signed by all of the voting Executive Committee Members and filed with the minutes of the proceedings of the Executive Committee, 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 President's direction.

Section 13. Telephone Meeting. Any one or more Executive Committee Members may participate in a meeting of the Executive Committee, and will be deemed present in person, by means of appropriate technology means by which all participants can hear and speak to all other participants at all times during the meeting.

ARTICLE VI

OFFICERS

Section 1. Officers. The officers of the Corporation shall consist of a President, a Vice President, Secretary, and Treasurer, each of whom shall be individual InfraGard Members, accepted Voting Members of the Corporation and Members of the Executive Committee. The Corporation shall have such other officers and staff as the Executive Committee may from time to time deem necessary. Such officers have the authority to perform the duties prescribed from time to time by the Executive Committee. One person may hold more than one office, other than the offices of President, Vice President and Treasurer. The Executive Committee may approve reimbursement for approved and documented IWVMA-specific expenses of any officer of the Corporation consistent with the Corporation's 501(c)(3) status.

Section 2. Election of Officers. The Executive Committee shall elect the officers of the Corporation at the first meeting of the newly elected Executive Committee.

Section 3. Term of Office. The officers of the Corporation shall hold office for one year or until the next annual meeting of the Executive Committee or until their respective successors shall have been duly elected and qualified. Officers and Members shall not serve more than six consecutive years on the Executive Committee.

Section 4. Resignation and Designation of Successors. Any officer may resign by giving written notice to the President. Such resignation shall take effect at the time specified, or, if no time is specified, at the time of acceptance thereof as determined by the President and provided in writing. If the Executive Committee Member seeking resignation is the president, resignation must be provided in writing to the other Executive Committee Members and is deemed accepted at the time that a quorum accepts the resignation in writing. Successors shall be appointed from remaining Executive Committee Members as approved by majority vote of remaining Executive Committee Members. Officers seeking to resign an officer position are presumed to also resign from the Executive Committee, unless expressly retaining their Executive Committee Membership in their notice of resignation.

Section 5. Removal. Any Officer may be removed from the Executive Committee by a two-thirds vote of the Executive Committee at any regular or special meeting of the Executive Committee.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by appointment proposed by the President or other Executive Committee Member and determined by majority vote of the Executive Committee, in attendance at a regular or special meeting of the Executive Committee to serve for the remainder of the unexpired term. If the length of the unexpired term is less than 6 months, the Executive Committee may elect to fill it via the regular election cycle.

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Executive Committee, 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 Executive Committee, any deeds, mortgages, bonds, contracts, or other instruments which the Executive Committee has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Executive Committee or by these Bylaws or by statute to some other officer or agent of the Corporation; and he or she shall perform all duties incident to the office of President and such other duties as prescribed by the Executive Committee from time to time.

Section 8 Vice President. The Vice President will assist the President with assigned duties, and will also be responsible for coordinating meeting locations and arranging sponsors if and when appropriate, providing oversight and control of all votes of both the Voting Membership and the Executive Committee, will identify seminars and conferences and other training opportunities being offered on a local, regional, and national basis, and notify InfraGard West Virginia Membership of availability and details of the same. The Vice President will also, as a formal responsibility, assist the President with elections and other duties and perform the duties of the President in the event of his/her absence or disability to serve as meeting coordinator.

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 to the Corporation from any source, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositaries as selected under Article VIII of these Bylaws; and 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 Executive Committee. All financially related accounts established and/or maintained by the Treasurer shall be subject to ad hoc audits of expenditure and account balances by a third party as designated by the Committee to be conducted at least annually. Reports of such audits will be made available to the Committee and available for review by the U.S. Government designated point of contact. The Treasurer will handle the filing and maintenance of any and all tax forms required and provide copies to the Secretary and will establish, maintain, and modify as needed all policies and procedures for accounting of income, expenses, and other fiduciary interests.

Section 10. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee in one or more books or online electronic media provided for that purpose, 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 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 Executive Committee.

Section 11. Bonding. The Executive Committee may require that any person entrusted with handling funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Executive Committee in such sum as the Executive Committee shall prescribe, in the event that the Corporation accounts exceed \$10,000.

Section 12. Insurance. The corporation may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee, Sector Chief or agent of the corporation as a director, officer, Sector Chief, 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 whether or not the corporation would have the power to indemnify such person against liability under the provisions of the West Virginia not-for-profit corporation statutes.

ARTICLE VII

COMMITTEES

Section 1. Committees of Members. The Executive Committee, by resolution adopted by a majority of the Executive Committee Members in office, may designate and appoint one or more committees, each consisting of one or more Members; such committees, to the extent provided in the resolution, shall have and exercise the authority of the Executive Committee in the management of the Corporation, provided, however, that no such committee shall have the authority of the Executive Committee regarding 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 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 Executive Committee 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 Executive Committee, or any individual Member thereof, of any responsibility imposed by law upon the Executive Committee or upon the Member. Committees shall address organizational issues and needs.

Section 2. Term of Office. Each member of a committee shall continue until a successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee by the Executive Committee, or unless such member shall cease to qualify as a member. Executive Committee Members shall not serve more than six consecutive years, and membership in committee appointments expires with expiration of Executive Committee Membership.

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

Section 4. Quorum. 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 Executive Committee.

ARTICLE VIII

CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Executive Committee may authorize any officer or officers, agent or agents of the Corporation, besides 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 Executive Committee. Absent such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited promptly to the credit of the Corporation in such banks, trust companies or other depositories as the Executive Committee may select.

Section 4. Gifts. The Executive Committee 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 must be given to an Executive Committee Member, IMA representative, or officer under 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 thereon the name of the Corporation and shall be in such form and contain such other words and/or figures as the Executive Committee 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, an impression, facsimile, or other reproduction of the official seal for any purpose upon approval by the Executive Committee.

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 Members, the proceedings of its Executive Committee and those of committees having any of the authority of the Executive Committee, and shall keep at its registered or principal office a record giving the names and addresses of the Members of its Executive Committee. Such records and books shall be subject to ad hoc audits at least annually with reports of audit provided to the standing Executive Committee and made available to the U.S. Government agency or organization designated point of contact and the INMA.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify each Executive Committee Member and each of its officers, for the defense of civil or criminal actions or proceedings as 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 Executive Committee Members and officers, as aforesaid, against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and incurred or imposed because of such action or proceeding or any appeal, imposed upon or asserted against him or her by being or having been such an Executive Committee Member or officer and acting within his or her official duties, but only when the determination shall have been made judicially or in the manner 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 receiving an improper personal benefit in money, services, or property, and 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 Executive Committee Member has met the foregoing standard of conduct by (1) the Executive Committee acting by a majority vote of a quorum composed of Executive Committee Members who are not parties to such action or proceeding, or if such a quorum cannot be obtained, then by a majority vote of a sub-committee of the Executive Committee consisting solely of two or more Executive Committee Members not, at the time, parties to such proceeding and who were duly designated to act in the matter by a majority vote of the full Executive Committee in which the designated Executive Committee Members who are parties may participate; or (2) The opinion in writing of special legal counsel selected by the Executive Committee or a sub-committee of the Executive Committee by majority vote of a quorum consisting of Executive Committee Members not parties to the proceeding, or, if the requisite quorum of the full Executive Committee cannot be obtained therefor and the sub-committee cannot be established, by a majority vote of the full Executive Committee, in which the Executive Committee Members who are parties may participate. If the foregoing determination is to be made by the Executive Committee, it may rely on all questions of law, on the advice of independent legal counsel.

Every reference herein to a Member of the Executive Committee or officer of the Corporation shall include every Executive Committee Member and officer thereof and former Executive Committee Member 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 provided shall be all rights to which any Executive Committee Member or officer of the Corporation might otherwise be entitled and provisions shall neither impair nor adversely affect such rights.

Anything to the contrary notwithstanding, the Corporation shall not indemnify Executive Committee Members 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).

**BYLAWS
OF
INFRAGARD WEST VIRGINIA MEMBERS ALLIANCE
APPENDIX A**

GLOSSARY OF TERMS

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.

IMA Executive Committee

The Executive Committee will be the Officers of the IMA. IWVMA Executive Committee shall have at least four officers including a President, Vice President, a Treasurer, and a Secretary. The officers are elected by the Executive Committee Members appointed or elected per these Bylaws to the Executive Committee.

Voting Member

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

InfraGard Member

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

Advisory Board

An Advisory Board Member is appointed by the Executive Committee and serves the Executive Committee in an Advisory capacity only. Advisory Board Members have no vote on the Executive Committee or in the affairs of the INMA. Sector Chiefs serving under the InfraGard National Sector Security and Resiliency Program (NSSRP) are also part of the Advisory Board.

INMA

The InfraGard National Members Alliance.

The IMNA is a Not-for-Profit Members Corporation 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.