

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

PREAMBLE

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

PURPOSE

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

ARTICLE I

OFFICES AND REGISTERED AGENT

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

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 Vermont as the corporation's Executive Committee 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 Affiliates.

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

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

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

Section 5. Appeal of Termination. A removed member of the Executive Committee may appeal the decision of the Corporation to the Board of Directors of the INMA. If a member resigns from the Executive Committee before such member’s term expires, the Corporation shall identify a replacement in accordance with the Corporation’s bylaws. The removal of “Voting Affiliate” status by the 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 may establish dues that the Voting Affiliates shall be required to pay to the Corporation to fund the Board of Directors’ obligations as set forth in these bylaws, furtherance of Corporation activities, and the operating agreement with the INMA. Any funds so collected by the Corporation will be administered by the Corporation’s Executive Committee 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 U.S. 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 a specific geographic area. The Corporation shall not grant any rights or privileges expressly or by omission that violates the scope and intent of the bylaws of the INMA. In addition, the Corporation shall conform to national policies regarding minimum requirements necessary for formation and operation as they may be amended from time to time.

Section 2. Administration. An InfraGard Member with voting rights in the Corporation shall be termed a "Voting Affiliate." InfraGard Members may choose to exercise their "Voting Rights" at the Corporation in accordance with national policy. These Voting Rights shall give the InfraGard member a vote in the affairs of the Corporation. The 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 Affiliate. 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 90-day period. After 90 days, if the Executive Committee takes no action, the voting rights of the Voting Affiliate shall be deemed valid for the conduct of business in the Corporation. A rejected InfraGard member may appeal the decision of the Corporation to the Board of Directors of the INMA.

ARTICLE IV

MEETINGS

Section 1. Regular Meeting. A regular annual meeting of the Voting Affiliates shall be held at least once a year, at such time, day and place as the 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 Affiliates 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 Affiliates.

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

Section 4. Quorum. A quorum for the transaction of any business shall consist of not less than a majority of the total number of Voting Affiliates, each having one (1) vote, present

in person or by proxy. If a quorum is not present, a majority of the Voting Affiliates present may adjourn the meeting to a future time, without further notice being required.

Section 5. Voting Affiliate Proxy and Use. Voting Affiliates may execute proxy agreements to allow another Voting Affiliate to represent them at any meeting of the IMA. Proxy voting may be used for any vote the Voting Affiliate is authorized to participate in with the exception of voting for members of the Board of Directors, which must be done in person by each Voting Affiliate. Any Voting Affiliate wishing to execute a proxy agreement must inform the Secretary by e-mail from the Voting Affiliate's InfraGard e-mail account. The e-mail must inform the Secretary of the Voting Affiliate's intent to establish the proxy, the name of the Voting Affiliate who will be granted the authority to use the proxy, and the meeting at which the proxy is to be used. The e-mail must be sent to the Secretary at least five calendar days prior to the scheduled meeting at which the proxy is to be used. If the meeting at which the proxy is to be used is rescheduled due to the lack of a quorum the Voting Affiliate must re-accomplish the proxy for the rescheduled meeting. Attendance at the meeting by the Voting Affiliate shall be considered as the withdrawal of the proxy.

Section 6. Voting by Electronic Mail. The Executive Committee may establish procedures to allow Voting Affiliates to vote by electronic mail for any otherwise authorized vote with the exception of voting for new members of the Executive Committee. Votes cast by electronic mail must originate from the Voting Affiliate's InfraGard e-mail account and be sent to the InfraGard e-mail account designated by the Executive Committee.

ARTICLE V

BOARD OF DIRECTORS

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 set forth 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 shall be deemed advisable.

Section 2. Number and Qualifications. The Executive Committee shall be composed of five members or such lesser number as may occur from time to time due to the resignation or removal of a member. The composition of the Corporation's Executive Committee may not include more than two persons from any single corporation (including its subsidiaries and affiliates) or immediate family relationship. 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 for cause, or such member's membership in InfraGard 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 and must be a qualified Voting Affiliate of the Corporation.

Section 3. Terms and Election. The term for members of the Executive Committee shall be two years. The terms shall be staggered with three members elected one year and two members elected the following year. Election shall occur at the annual meeting of the Voting Affiliates. The Executive Committee may set such nomination processes as deemed appropriate. The nomination process shall be communicated to all Voting Affiliates not less than 45 days prior to the annual meeting.

Voting shall be by secret ballot. Each Voting Affiliate shall be allowed to vote for the number of open positions on the Executive Committee. The number of nominees receiving the largest number of votes and equal to the number of open Board positions shall become members of the Executive Committee.

Section 4. Resignation. Any Executive Committee member may resign at any time by giving written notice to the 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 Executive Committee.

Section 5. Participation of the FBI InfraGard Coordinator. The FBI InfraGard Coordinator shall be a non-voting permanent advisor to the Executive Committee and shall receive all notices of Committee meetings and shall be allowed to participate in all Committee meetings.

Section 6. Removal. An Executive Committee member may be removed by a majority vote of the full Executive Committee at any regular or special meeting of the Executive Committee. A member of the Committee may be removed 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 Affiliates based upon documented evidence that the member failed to perform or has acted in such a fashion that was detrimental to the membership or to the purpose of the Corporation. Such a recommendation shall be presented to the Executive Committee and shall result in removal upon a majority vote of the full Board of Directors. Any previously open seats on the Executive Committee shall be filled prior to any vote to remove a member of the Committee.

Section 7. Vacancies. Any Executive Committee member vacancy shall be filled for the unexpired term with the majority concurrence of the remaining members.

Section 8. 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 (30) 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 9. Special Meetings. Special meetings of the Executive Committee may be called at the direction of the President 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 10. Notice. Notice of the time, day and place of any meeting of the Executive Committee shall be given at least seven (7) 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 11. Quorum. A majority of voting 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 12. 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 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 member shall have one (1) vote. Voting by proxy is permitted. At any meeting of the Executive Committee, a member may vote either in person or by proxy executed by the member or the members duly authorized attorney-in-fact. No proxy shall be valid after forty-five (45) calendar days from the date of its execution, unless otherwise stipulated in the proxy.

Section 13. Written Consent. Action taken by the Executive Committee without a meeting is nevertheless a Committee action if written consent to the action in question is verified by electronic mail or signed by all of the voting directors and filed with the minutes of the proceedings of the 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 14. Telephone Meeting. Any one or more directors may participate in a meeting of the Executive Committee 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.

ARTICLE VI

OFFICERS

Section 1. Officers. The Officers of the Corporation shall consist of a President, a Secretary, and a Treasurer, each of whom shall be individual InfraGard Members, accepted Voting Affiliates of the Corporation and members of the 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. No person may hold more than one office. The Executive Committee may approve compensation for 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. Officers shall be elected from among the members of the Executive Committee.

Section 3. Term of Office. The Officers of the Corporation shall hold office for one year or until the next appropriate annual meeting of the 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 Executive Committee at any regular or special meeting of the Committee at which a quorum of the whole Committee is present, whenever in its judgment the best interests of the Corporation would be served thereby, but, such removal will be without prejudice to the contract rights, if any, of the officer so removed.

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

Section 7. President. The President shall be the chief executive officer of the Corporation and, subject to the overall guidance and supervision of the Executive Committee, give active direction and control of the business and affairs of the Corporation. The President shall also serve as the Chair of the Executive Committee. 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 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 Executive Committee from time to time. The President shall also present to the membership a report on the status of the IMA at the annual meeting.

Section 8. Treasurer. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him or her by the President or by the Executive Committee. 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 Committee. Reports of such audits will be made available to the Executive Committee and available for review by the U.S. Government designated point of contact. The Treasurer shall report to the membership on the financial status of the IMA at the annual meeting. The Treasurer will also act as the "Vice President" of the organization and assume the responsibilities of the President in case of the President's absence.

Section 9. Secretary. The Secretary shall keep the minutes of the meetings of the Executive Committee in one or more books 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 in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Executive Committee.

Section 10. Bonding. If requested by the Executive Committee, any person entrusted with the handling of funds or valuable property of the Corporation shall furnish, at the expense of the Corporation, a fidelity bond, approved by the Executive Committee in such sum as the Committee shall prescribe.

Section 11. Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or has been a director, officer, employee or agent of the corporation as a director, officer, employee of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against such person and incurred in any such capacity or arising out of such person's status as such, whether or not the corporation would have the power to indemnify such person against liability under the provisions of the State of Vermont not-for-profit corporation statutes.

ARTICLE VII

COMMITTEES

Section 1. Committees of Directors. The Executive Committee, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors, such committees, to the extent provided in said

resolution, shall have and exercise the authority of the Executive Committee in the management of the Corporation; provided, however, that no such committee shall have the authority of the Executive Committee in reference to electing, appointing or removing any member of any such committee or any director or officer of the Corporation; amending the Certificate of Incorporation of the Corporation; 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 therefore; 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 director, of any responsibility imposed by law upon the Committee or upon the director. Committees shall be established to address organizational issues and needs.

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

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

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

Section 5. Rules. Each committee may adopt rules for its own governance not inconsistent with these bylaws or with rules adopted by the 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, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be

signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Executive Committee. In the absence of such determination by the Executive Committee, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

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

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE IX

MISCELLANEOUS PROVISIONS

Section 1. Fiscal Year. The fiscal year of the Corporation shall be from October 1 through September 30, of the following year.

Section 2. Notice. Whenever notice is required to be given to a director, IMA representative, Voting Affiliate, or officer of the Corporation under the provisions of Article IV or Article V Sections 8 and 9 of these bylaws, except when such notice regards a meeting to consider the removal of a member of the Executive Committee in accordance with Article V Section 6, notice shall be given by electronic mail to the InfraGard e-mail address of the Voting Affiliate(s). Notice will be deemed given when sent.

For all other notices required to be given to a director, IMA representative, voting affiliate, or officer under the provisions of these bylaws, the Certificate of Incorporation of the Corporation or statute, such notice shall be given in writing, by first-class, certified, or registered mail or by express delivery service, with postage or express delivery charges thereon prepaid, to such person at his or her address as it appears on the records of the Corporation. Such notice shall be deemed to have been given when deposited in the United States mail or delivered to the express delivery service. Notice may also be given by telegram, telex, telefax, electronic mail, telecopy or telephone, and will be deemed given when received, if followed by a writing mailed on the same day or no later than the close of the next business day.

Section 3 Seal. The official seal, if any, of the Corporation shall have inscribed 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 whatsoever, an impression,

facsimile, or other reproduction of said 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 Affiliates, 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 audit on a random basis with reports of audit provided to the standing Executive Committee and made available to the U.S. Government Agency/Organization designated point of contact and the INMA.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify each director and each of its officers, for the defense of civil or criminal actions or proceedings as hereinafter provided and notwithstanding any provision in these Bylaws, in a manner and to the extent permitted by applicable law.

The Corporation shall indemnify each of its directors and officers, as aforesaid, from and against any and all judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees, actually and necessarily incurred or imposed as a result of such action or proceeding or any appeal therein, imposed upon or asserted against him or her by reason of being or having been such a director or officer and acting within the scope of his or her official duties, but only when the determination shall have been made judicially or in the manner herein provided that he or she acted in good faith for a purpose which he or she reasonably believed to be in the best interests of the Corporation that his or her conduct was not committed in bad faith, was not the result of active or deliberate dishonesty, and did not result in him or her actually receiving an improper personal benefit in money, services, or property, and, in the case of a criminal action or proceeding, in addition, that he or she had no reasonable cause to believe that his or her conduct was unlawful. A nonjudicial determination that the officer or director has met the foregoing applicable standard of conduct by (1) the Executive Committee 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 Executive Committee 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 Executive Committee in which the designated directors who are parties may participate; or (2) The opinion in writing of special legal counsel selected by the Executive Committee or a committee of the Executive Committee 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 Executive Committee cannot be obtained therefore and the committee cannot be established, by a majority vote of the full Executive Committee, in which the directors who are parties may participate. If the foregoing determination is to be made by the Executive

Committee, it may rely as to 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 director and officer thereof and former director and officer thereof. This indemnification shall apply to all the judgments, fines, amounts in settlement, and reasonable attorneys fees and expenses described above whenever arising, allowable as above-stated. The right of indemnification herein provided shall be in addition to any and all rights to which any director or officer of the Corporation might otherwise be entitled and provisions hereof shall neither impair nor adversely affect such rights.

Anything to the contrary notwithstanding, the Corporation shall not indemnify directors or trustees or other persons or entities, pay their expenses in advance or pay insurance premiums on their behalf if such indemnification payment, advance expense payment, or payment of insurance premium shall constitute a violation of any provision of the Internal Revenue Code of 1986, as amended (or corresponding provision of any applicable future United States Internal Revenue Service law).

ARTICLE XI

AMENDMENTS TO AND MODIFICATION OF BYLAWS

Any member of the IMA may propose amendments or modifications to these bylaws to be considered at the annual meeting. All proposals for amendments or modifications shall be presented to the IMA Secretary at least 15 calendar days prior to the scheduled date of the annual meeting. The Executive Committee shall consider the proposed modifications and provide to the members a recommendation to approve or deny the suggested amendment or modification at the annual meeting. Proposed amendments or modifications receiving an affirmative vote of 2/3 of the members present at the annual meeting shall become part of these bylaws.

By a majority vote of the members present at the annual meeting the requirement for prior notice of proposed amendments or modifications may be waived and proposed amendments or modifications may be received from the floor during the annual meeting.

ARTICLE XII

TRANSITION

These bylaws have been developed to meet the requirements of the InfraGard National Members Alliance. They replace the bylaws for the corporation InfraGard of Vermont, Inc. In order to provide a smooth transition from the InfraGard of Vermont, Inc. structure to the InfraGard Vermont Members Alliance structure, the following steps will be accomplished:

1. The first annual meeting of InfraGard Vermont Members Alliance will be held within 60 days of the approval of these bylaws by the majority of the current members (members

that have submitted the new national membership application and have been appropriately vetted and approved by the FBI).

2. The officers of InfraGard of Vermont, Inc. will be the Executive Committee of the InfraGard Vermont Members Alliance until the open Committee seats are filled by the election of new Committee members at the first annual meeting.
3. The officers from InfraGard of Vermont, Inc. will automatically become the interim Executive Committee of the InfraGard Vermont Members Alliance. The entire five-member Executive Committee will be elected at the first annual meeting, per Section 1 of this article. The President, Secretary, and one member-at-large will be elected for a two-year term; the Treasurer and one member-at-large will be elected for a one-year term. Two-year terms, per Article V Section 3 of these bylaws, will apply thereafter.
4. Nominations for filling the open seats of the Executive Committee will be taken from the floor during the first annual meeting. A nomination and second will be required for each candidate. Each nominated candidate will be given 5 minutes to present themselves to the membership. During this five minutes the candidate may speak on his/her behalf, call on others to speak on his/her behalf, or take questions from the membership. Nominees will be presented to the membership in alphabetical order. Nominees who cannot be present at the first meeting can supply their credentials to the members by e-mail to the Vermont InfraGard listserve but will still need a nomination and second from the floor at the meeting.

BYLAWS
OF
INFRAGARD VERMONT MEMBERS ALLIANCE
APPENDIX A

GLOSSARY OF TERMS

IMA

InfraGard Vermont Members Alliance

An IMA is a Not-for-Profit Corporation that has been granted 501(c)(3) status by the IRS. The IMAs are the legal members of the INMA pursuant to the conditions contained in the operating agreement.

IMA Executive Committee

The Executive Committee will be the management team for the InfraGard Vermont Members Alliance and will be elected by the InfraGard Members who have voting rights in the Vermont IMA.

Voting Affiliate

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

InfraGard Member

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

InfraGard E-mail Account

Any references to a Voting Affiliate's InfraGard e-mail account shall mean the e-mail account established for the Voting Affiliate by the National InfraGard and accessible via the National InfraGard VPN.

INMA

The InfraGard National Members Alliance.

The INMA is a Not-for-Profit Members Corporation that has been granted 501(c)(3) status by the IRS. Its Members are the IMAs that have signed an "operating agreement" with the INMA.

Board of Directors of the INMA (or the "National Board").

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