

InfraGard Pittsburgh, Pennsylvania Board Responsibilities and Members Alliance By-Laws

*BY-LAWS OF THE
INFRAGARD PITTSBURGH MEMBERS ALLIANCE*

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PREAMBLE

Executive Order 13010 titled "Critical Infrastructure Protection" was issued on 15 July 1996 establishing the President's Commission on Critical Infrastructure Protection ("PCCIP"). The objective of the PCCIP was to create a strategy for the protection of the national infrastructure.

The PCCIP recognized the need for establishing a "partnership between Government and infrastructure owners, operators and users beginning with the increased sharing of information relating to infrastructure threats, vulnerabilities, and interdependencies". See Critical Foundations: Protection America's Infrastructures, The Report of the PCCIP, October 1997, p. 27.

The Federal Bureau of Investigation ("FBI") Pittsburgh Field Office initiated the creation of a local InfraGard Members Alliance under the InfraGard National Members Alliance in conjunction with local government officials and security professionals employed by infrastructure owners, operators, and users within the public and private sectors in order to meet and discuss critical infrastructure protection.

Mission

The mission of the InfraGard Pittsburgh Members Alliance is to assist in protecting our region's critical infrastructure from threats and attack, either physical or cyber. This mission is accomplished through the following: secure facilitation of information sharing; collaboration with public/private industry professionals and government agencies at all levels (local, state, and federal); training and education of our membership; and community outreach.

ARTICLE I - Identification

The Pittsburgh, Pennsylvania Members Alliance of InfraGard, hereafter referred to as the InfraGard Pittsburgh ("InfraGard" or the "Corporation"), shall be a Pennsylvania non-profit corporation working in partnership with the Federal Bureau of Investigation ("FBI").

ARTICLE II - Purpose

The InfraGard Pittsburgh Members Alliance shall be organized as a nonprofit corporation under the Nonprofit Corporation Laws of the Commonwealth of Pennsylvania. The InfraGard Pittsburgh Members Alliance is a voluntary group of commercial, governmental, educational, and business representatives in the western region of the Commonwealth of Pennsylvania. The group has been formed exclusively for educational purposes with the goal of providing education relevant to critical infrastructure protection. The group is to provide a forum for the exchange of information between the government, the owners and operators of the national infrastructure, and others concerned with the protection of the national infrastructure.

Section 1

The purpose of the InfraGard Pittsburgh Members Alliance shall be to carry on charitable and educational activities as defined for the purposes of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("Code"), with the goal of educating the general public on computer crime prevention and awareness and furthering the purposes of government by the creation of a strategy for the protection of the national critical infrastructure. In carrying out such purposes, the Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively for, and the nature of the activities to be conducted and the purposes to be promoted by the Corporation exclusively shall be for charitable and educational purposes within the purview of Section 501 (c) (3) of the Code. In fulfilling said purposes, the Corporation may engage in any lawful activity that may be conducted on a not-for-profit basis by a Section 501(c)(3) organization.

Section 2

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(1) of the Code.

Section 3

In the event the Corporation is, or in the future may become, a "private foundation" within the meaning of Section 509 of the Code:

- The Corporation shall distribute income for each taxable year at such time and in such manner as not to be subject to tax on undistributed income imposed by Section 4942 of the Code.
- The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.

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- The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.
- Upon dissolution or termination of the Corporation, it shall comply with requirements of Section 507(b)(1)(A) of the Code.

Section 4

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501 (c) (3) 01 the Code or shall be distributed to the federal government, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to the organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE III - Membership

Section 1 - General Membership

Membership shall be open to those interested in supporting the purpose and objectives of InfraGard. Anyone wishing to join the InfraGard Pittsburgh Members Alliance may do so by completing the InfraGard Membership Application form, which includes agreement to abide by the code of ethics and information sharing policy. Membership will be in the form of an individual member.

A member has voting privileges and has signed both the InfraGard Non- Disclosure Agreement, Secure Access Agreement, Code of Ethics, and Information Sharing Policy. Said person is entitled to attend all membership meetings of InfraGard Pittsburgh Members Alliance, including any board meeting.

Section 2 - Dues, Fees and Contributions

Dues may be assessed for membership in the InfraGard Pittsburgh Members Alliance at the discretion of the Board. InfraGard Pittsburgh Members Alliance dues will be paid annually by each individual member and said dues for each year will be collected when announced.

Fees may be assessed at the discretion of the Board. Such fees may either be required of the individual member as appropriate. Special fees may be assessed for particular events at the discretion of the Board.

Vendor fees may be required of vendors at the discretion of the Board to participate in the InfraGard Pittsburgh Members Alliance or to make a presentation to the Membership. The Board will set the amount of any special vendor fee.

Corporate contributions will be encouraged to offset any dues collected by the InfraGard Pittsburgh Members Alliance membership.

Section 3 - Termination

Upon termination of a member's participation for any reason, a Board representative will ensure the change in membership is appropriately processed. The process will include, but not be limited to, the actions below:

- Notifying the national InfraGard Members Alliance of the termination,
- Canceling all rights and responsibilities afforded the terminated member,
- Deactivating passwords and encryption keys used by the terminated member to access protected InfraGard web sites,
- Recovering all InfraGard books, video, software and other materials temporarily provided to the terminated member by InfraGard.

ARTICLE IV - Board of Directors

Section 1 – Board Positions

The Board of Directors for the InfraGard Pittsburgh Members Alliance shall be self-organizing and consist of the following positions:

- President
- Vice-President
- Treasurer
- Secretary
- Five Directors-At-Large whose responsibilities shall be directed by the President or Board.

The Board shall have general supervision over the affairs of the InfraGard Pittsburgh Members Alliance, select the hour and place of meetings, and perform such other duties as specified in these bylaws.

The Board of Directors, by resolution adopted by a majority of the directors in office, may designate and appoint one or more committees, each consisting of one or more directors and may include non-elected committee members, such committees, to the extent provided in said resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation; provided, however, that no such committee shall have the authority of the Board of Directors in reference to amending, altering or repealing these Bylaws, as noted in **Article V of these Bylaws**; electing, appointing or removing any member of any such

committee or any director or officer of the Corporation; amending the **Certificate of Incorporation of the Corporation, as noted in Article V**, of these Bylaws; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefor; adopting a plan for the distribution of the assets of the Corporation; or amending, altering or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed by law upon the Board or upon the director. Committees shall be established to address organizational issues and needs.

Section 2 – Board Responsibilities

General Board

The following are general responsibilities that all board members will provide.

- Insure meetings of both the Members Alliance and the board are held on a regular basis as established by the Members Alliance.
- Propose meeting topics and training opportunities and identify appropriate subject matter experts consistent with the interests and needs of the InfraGard Pittsburgh membership.
- Identify and recruit individuals and organizations for membership in InfraGard.
- Contribute to educational programs for meetings.

President

The President will oversee all operations of the InfraGard Members Alliance.

- Propose meeting topics and training opportunities and identify appropriate subject matter experts consistent with the interests and needs of the InfraGard Pittsburgh membership.
- Working as part of a team with the board, identify projects that InfraGard members can participate in and benefit from relative to Information and Physical Security issues.
- Working as part of a team with the entire InfraGard Pittsburgh board and membership, establish policy regarding activities of the InfraGard Pittsburgh Members Alliance.
- Work jointly with InfraGard National regarding InfraGard objectives and communicate initiatives and information to the InfraGard Pittsburgh board and membership.
- Maintain liaison with the Pittsburgh office of the Federal Bureau of Investigation regarding Members Alliance activities.
- Ensure elections occur according to the schedule set forth in the by-laws.
- Establishing ad-hoc committees, as necessary.
- Preside at each meeting of the general membership.
- Represent the InfraGard Pittsburgh Members Alliance at regional and national meetings.

Vice President

The Vice President will assist the President with assigned duties and:

- Assist the President with elections and other duties.
- Perform the duties of the President in the event of his/her absence or disability.
- Serve as a meeting coordinator.
- Direct the committee chairpersons reporting to the Vice President.
- Perform other duties as may be assigned by the President.

Secretary

The Secretary will work with the FBI Coordinator to maintain communications with membership and:

- Publish an agenda and distribute summaries of meetings, i.e. minutes of regular and special meetings called by the InfraGard Board.
- Prepare the agenda for all meetings Board of Director meetings.
- Publish summary of Members Alliance meetings.
- Record and publish results of all Members Alliance and board votes.
- Establish operating procedures, as necessary, for handling of communications for the InfraGard Pittsburgh Members Alliance.
- Record minutes of all meetings of the InfraGard Pittsburgh Members Alliance and the
- Be responsible for the legal affairs of the InfraGard Pittsburgh Members Alliance, compile Members Alliance reports, communications, and correspondence pertaining to the Members Alliance.
- Assist the Members Alliance Treasurer in the filing and maintaining records.
- Maintain organization records, files, and forms as required, except financial records, which are maintained by the Treasurer.
- Provide constructive feedback and offer enhancements to the organization.
- Maintain and archive all policy and procedure documentation for the organization.
- Maintain and manage the action items list for the organization.
- Provide elections support.
- Provide organizational policy management.
- Keep all meeting minutes
- See that all notices are duly given

Treasurer

The Treasurer will be responsible for maintaining oversight of financial records and funds of the InfraGard Members Alliance.

- Establish a suitable account at a financial institution to accept deposits and disburse payments as authorized by the President.
- Function as primary signature for disbursement of funds.
- Provide an accounting of funds to the membership at regular meetings, including a yearly

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summary.

- Maintain the InfraGard Pittsburgh Members Alliance nonprofit and tax- exempt organization status.
- Establish policy and procedure for accounting of InfraGard Pittsburgh Members Alliance Income and Expense.
- Be responsible for the funds of the Organization and their deposit to the credit of the Organization in such depositories as may be approved by the Board of Directors.
- Pay all bills provided the officer or committee chairperson responsible for the activity approves the invoice.
- Pay all other bills that are duly approved by the Board of Directors.
- Keep books of account for receipts and expenditures.
- Submit books and records for audit when required.
- File all tax forms required and provide copies to the Secretary.
- Assist the President with elections and other duties.

Directors at Large

- Aid as directed by the President or Board.
- Propose meeting topics and training opportunities and identify appropriate subject matter experts consistent with the interests and needs of the InfraGard Pittsburgh membership.
- Working as part of a team with the board, identify projects that InfraGard members can participate in and benefit from relative to Information and Physical Security issues.
- Working as part of a team with the entire InfraGard Pittsburgh board and membership, establish policy regarding activities of the InfraGard Pittsburgh Members Alliance.
- Work as a group to schedule meeting dates and times
- Appoint Committees as necessary

Advisory Board

An Advisory Committee may be appointed by a majority of the Board of Directors and will serve for one (1) year. Advisory Committee appointees may serve for no more than six (6) 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.

Section 2 - Terms and Elections

Board members shall be elected by popular vote. The Board will distribute to all InfraGard Pittsburgh Members Alliance members an invitation to nominate individuals for the board. Nominations will be received for a reasonable time frame, as determined by the Board. At the end of such time, the Board will distribute to all members a ballot that clearly states the name and qualifications of each nominee.

- Board terms will be staggered. Three members at three (3) year intervals commencing in the first quarter of the calendar year. Board terms will be limited to two (2) terms, to exceed no more than six (6) consecutive years unless approved by InfraGard National Members

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Alliance. - Each year the Board will select three (3) members each serving a three (3) year term to address continuity concerns. This term will be served in a standard calendar year (i.e. January – December).

- Elections will be held in a fourth quarter meeting with results verified by an independent source.
- Absentee ballots will be available prior to elections with a required return date prior to the general meeting where voting will occur.
- Any InfraGard Pittsburgh Members Alliance Member in good standing may vote.
- The nominees receiving the highest number of votes for the vacancy will win the election for the position.
- Tie votes will be handled by an email run-off election.
- The members elected assume office at the January board meeting at which time the positions noted in Section 1 will be determined via a vote.
- No more than one (1) member of the Board can be from the same company or organization, unless agreed upon by the remaining members of the Board and only one (1) member shall have a vote if a conflict of interest exists. Notwithstanding the foregoing, at no time shall the entire membership of the Board be from the same company or organization.
- *During the time of a catastrophic event, existing board members will have the power to appoint new board members. This exemption would occur for a period of time after the event until a general membership was re-established with a voting majority.*

Section 3 - Vacancies

Whenever a vacancy in a Board position occurs either a replacement shall be appointed by the remaining Board members and the replacement shall serve for the remainder of the term or a current member of the remaining Board shall be appointed by the remaining Board members.

Section 4 - Membership Review

If a member of the InfraGard Pittsburgh Members Alliance has reason to believe that any individual member is acting against the interests of InfraGard, that member shall notify the Board in writing of the code of ethics infringement. The Board shall conduct an ethics investigation, with consideration of the privacy of the member, to determine if further action is required, and make recommendations for any corrective actions. The suspension of a member shall require two-thirds (2/3) vote of the Board. Any member may be removed by the FBI, if the FBI deems it necessary.

The Board members may be removed by a two-thirds (2/3) vote of the membership of the InfraGard Pittsburgh Members Alliance whenever, in its judgment, the interests of InfraGard will be served. Any Board member may be removed by the FBI, if the FBI deems it necessary.

Section 5 - Delegation of Authority

In case of the absence of any officer of the InfraGard Pittsburgh Members Alliance, or for any other reason that the Board may deem sufficient, the Board may delegate the duties of an absent officer, other than voting, to any other officer or to a member on a temporary basis provided a majority of the Board concurs therein.

Section 6 - Execution of Documents

Unless otherwise provided by the Board, all contracts, leases, commercial paper, and legal documents shall be signed by the President. All budgeted checks, drafts, notes and orders for the payment of money shall be signed by the Treasurer. All non-budgeted checks, drafts, notes and orders for payment of money shall be signed by the President and the Treasurer. All corporate notes, minutes of meetings and certifications shall be signed by the Secretary. Records of the documentation, whether written or electronic shall also be maintained. The Treasurer or Secretary will determine if they will accept electronic approvals.

Section 7 - Loans and Contracts with Officers and Directors

The InfraGard Pittsburgh Members Alliance shall provide no loan of money, property or any advance on account of services to be performed in the future to any Officer or Director of the InfraGard Pittsburgh Members Alliance, but the InfraGard Pittsburgh Members Alliance may enter into lease agreements or contracts with Officers or Directors if the Board so decides.

ARTICLE V - Meetings

Section 1 – Meetings

The InfraGard Pittsburgh Members Alliance will hold at least four meetings a year for the members. The four meetings may be a combination of General Meetings, Closed Membership Meetings, or Open Membership Meetings. During at least one of the meetings each year InfraGard Pittsburgh Members Alliance business will be discussed. Board of Director Meetings will be held in addition to the four meetings a year for the membership. All meetings will follow Chatham House Rule.

Section 2 - General Meetings

The InfraGard Pittsburgh Members Alliance will hold General meetings open to all members and the public, on an as needed basis. The President or a suitable designee will preside over general meetings. The general premise of the meeting being education of participants and to encourage individuals to join the InfraGard Pittsburgh Members Alliance. The Board will designate a suitable member or committee to be responsible for ensuring Members and the public are notified in a timely manner of the date, time, location, and agenda of the general meeting.

Section 3 - Closed Membership Meetings

The InfraGard Pittsburgh Members Alliance will hold meetings only open to Members on an as needed basis. The President or a suitable designee will preside over said meetings. The Board will designate a suitable member or committee to be responsible for ensuring Members are notified in a timely manner of the date, time, location, and agenda of the closed meeting.

Section 4 - Open Membership Meetings

The InfraGard Pittsburgh Members Alliance will hold meetings open to all Members and approved guests, on an as needed basis. The President or a suitable designee will preside over said meetings. The Board will designate a suitable member or committee to be responsible for ensuring Members are notified in a timely manner of the date, time, location, and agenda of the open meeting.

Section 5 - Board of Directors Meetings

The Board of Directors of the InfraGard Pittsburgh Members Alliance will meet at least quarterly to ensure the smooth functioning of the organization. The President or a suitable designee will preside over general membership meetings. The Board will be responsible for ensuring directors are notified in a timely manner of the date, time, location, and agenda of each meeting. All Members of InfraGard Pittsburgh Members Alliance may attend said meetings but may not vote or participate in the business of the board. If confidential subject matter is to be discussed, only Members may remain in the meeting.

Section 5 - Quorum

In matters requiring a vote of the Board of Directors, simple majority of the total number of participating Board of Directors will constitute a quorum.

Section 6 - Special Meeting

A special meeting may be called by the Board of Directors or shall be called upon receipt in writing of a request for such a meeting from ten percent (10%) of the members of the InfraGard Pittsburgh Members Alliance. The purpose of the meeting must be stated and whether members or others may attend. Except in cases of emergency, at least 30 days' notice shall be given.

ARTICLE V - Dissolution

To effect dissolution of the InfraGard Pittsburgh Members Alliance, these bylaws must be rescinded by two-thirds (2/3) vote of the membership after ten (10) days' notice has been electronically mailed to each member. Upon dissolution of the InfraGard Pittsburgh Members Alliance, all assets will be distributed to a welfare, education or civic project designated by the InfraGard Pittsburgh Members Alliance membership, pursuant to the guidelines of Section 501 (c)(3) or corresponding future Federal tax code for a public purpose.

ARTICLE VII - Parliamentary Authority

The rules contained in the latest edition of Robert's Rules of Order, Newly Revised, or the appropriate country parliamentary authority, shall be the authority for all matters of procedure

for the InfraGard Pittsburgh Members Alliance not specifically covered by its bylaws.

ARTICLE VIII - Amendment of Members Alliance Bylaws

These bylaws may be amended at any regular meeting by a twenty-five percent (25%) vote of the InfraGard Pittsburgh Members Alliance participating voting membership, provided that the amendment has been submitted in writing at the previous regular meeting, or has been mailed, physically or electronically, to the entire InfraGard Pittsburgh Members Alliance voting membership at least ten (10) days prior to the meeting at which it will be considered.

ARTICLE IX - Liabilities of Directors

Section 1 - Liability

No member of the Board of Directors (for the purposes of this Article "Director") shall be personally liable for monetary damages as such for any action taken or any failure to take any action unless: (a) the Director has breached or failed to perform the duties of his or her office under Section 8363 of the Pennsylvania Directors' Liability Act (relating to standard of care and justifiable reliance), and (b) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness provided, however, that the provisions of this Section 1 shall not apply to the responsibility or liability of a Director pursuant to any criminal statute, or to the liability of a director for the payment of taxes pursuant to local, state or Federal law.

Section 2 - Indemnification and Insurance

Indemnification of Directors and Officers

(i) Each Indemnitee (as defined below) shall be indemnified and held harmless by the Corporation for all actions taken by him or her and for all failures to take action (regardless of the date of any such action or failure to take action) to the fullest extent permitted by Pennsylvania law against all expense, liability and loss (including without limitation attorneys' fees, judgments, fines, taxes, penalties, and amounts paid or to be paid in settlement) reasonably incurred or suffered by the Indemnitee in connection with any Proceeding (as defined below). No indemnification pursuant to this Section shall be made, however, in any case where the act or failure to act giving rise to the claim for indemnification is determined by a court to have constituted willful misconduct or recklessness.

(ii) The right to indemnification provided in this Section 2 shall include the right to have the expenses incurred by the Indemnitee in defending any Proceeding paid by the Corporation in advance of the final disposition of the proceeding to the fullest extent permitted by Pennsylvania law; provided that, if Pennsylvania law continues so to require, the payment of such expenses incurred by the Indemnitee in advance of the final disposition of a Proceeding shall be made only upon delivery to the Corporation of an undertaking, by or on behalf of the Indemnitee, to repay all amounts so advanced without interest if it shall ultimately be determined that the Indemnitee is not entitled to be indemnified under this Section 2 or otherwise.

(iii) Indemnification pursuant to this Section 2 shall continue as to an Indemnitee who has ceased to be a Director or officer and shall insure to be the benefit of his or her heirs, executors and administrators.

(iv) For purposes of this Article X, "Indemnitee" shall mean each Director or Officer of the Corporation who was or is a party to, or is threatened to be made party to, or is otherwise involved in, any Proceeding, by reason of the fact that he or she is or was a Director or Officer of the Corporation or is or was serving in any other capacity at the request or for the benefit of the Corporation; and "Proceeding" shall mean any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation, whether civil, criminal, administrative or investigative.

Indemnification of Employees and other Persons

The Corporation may, by action of its Board of Directors and to the extent provided in such action, indemnify employees and other persons as though they were Indemnitees. To the extent that an employee or agent of the Corporation has been successful on the merits or otherwise in defense of any Proceeding or in defense of any claim, issue or matter therein, the Corporation shall indemnify such person against expense (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Non-Exclusivity of Rights

The rights to indemnification and to the advancement of expenses provided in this Article IX shall not be exclusive of any other rights that any person may have or hereafter acquire under any statute, provision of the Corporation's Articles of Incorporation, agreement, vote of Directors or otherwise.

Insurance

The Corporation may purchase and maintain insurance, at its expense, for the benefit of any person on behalf of whom insurance is permitted to be purchased by Pennsylvania law against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person under Pennsylvania or other law. The Corporation may also purchase and maintain insurance to insure its indemnification obligations whether arising hereunder or otherwise.

Section 3 - Amendment

The provisions of this Article X relating to the limitation of Directors' liability, to indemnification and to the advancement of expenses shall constitute a contract between the Corporation and each of its Directors and Officers which may be modified as to any Director or Officer only with that person's consent or as specifically provided in this Section 3. Notwithstanding any other provision of these bylaws relating to their amendment generally, any repeal or amendment of this Article X which is adverse to any Director or Officer shall apply to such Director or officer only on a prospective basis, and shall not reduce any limitation on the personal liability of a Director of the Corporation, or limit the rights of an Indemnitee to indemnification or to the advancement of expenses with respect to any action or failure to act occurring prior to the time of such repeal or amendment. Notwithstanding any other provision of these bylaws, no repeal or amendment of these bylaws shall affect any or all of this Article VI so

as either to reduce the limitation of Directors liabilities or limit indemnification or the advancement of expenses in any manner unless adopted by the unanimous vote of the Directors of the Corporation then serving, provided that no such amendment shall have retroactive effect inconsistent with the preceding sentence.

Section 4 - Changes in Pennsylvania Law

References in this Article IX to Pennsylvania law or to any provision thereof shall be to such law (including without limitation the Directors' Liability Act) as it existed on the date this Article IX was adopted or as such law thereafter may be changed; provided that (a) in the case of any

- A. Be compensated in the capacity as a Board of Directors member for justifiable expense related to meetings (mileage, etc.) only;
- B. Remove himself/herself from the voting process when his/her compensation, benefits, and other employment matters are voted upon; and
- C. Ensure that all compensation/salaries paid to any employee of the Corporation are reasonable considering the services rendered and the compensation/salaries paid by similar exempt organizations.

PITTSBURGH INFRAGARD MEMBERS ALLIANCE ATTACHMENT TO ARTICLES OF INCORPORATION

Section 1

The purpose of the InfraGard Pittsburgh Members Alliance shall be to carry on charitable and educational activities as defined for the purposes of Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended ("Code"), with the goal of educating the general public on computer crime prevention and awareness, and furthering the purposes of government by the creation of a strategy for the protection of the national infrastructure. In carrying out such purposes, the Corporation does not contemplate pecuniary gain or profit, incidental or otherwise. The Corporation is incorporated exclusively for, and the nature of the activities to be conducted and the purposes to be promoted by the Corporation exclusively shall be for charitable and educational purposes within the purview of Section 501(c)(3) of the Code. In fulfilling said purposes, the Corporation may engage in any lawful activity which may be conducted on a not-for-profit basis by a Section 501 (c) (3) organization.

Section 2

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition

to any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Section 3

In the event the Corporation is, or in the future may become, a "private foundation" within the meaning of Section 509 of the Code:

- (a) The Corporation shall distribute income for each taxable year at such time and in such manner as not to be subject to tax on undistributed income imposed by Section 4942 of the Code.
- (b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code.
- (c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code.
- (d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code.
- (e) The Corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.
- (f) Upon dissolution or termination of the Corporation, it shall comply with requirements of Section 507(b)(1)(A) of the Code.

Section 4

Upon dissolution of the Corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for such purposes or to the organization or organizations, as said court shall determine which are organized and operated exclusively for such purposes.