

InfraGard National Members Alliance

Board of Directors

2008 Election Procedures

Per the INMA Bylaws, each year two seats on the InfraGard National Members Alliance (INMA) Board of Directors will be up for election. Members elected to one of these seats will serve a three-year term from the date of the first official in-person Board meeting until their successor is named and qualified.

Members may be nominated in one of the following two ways.

- 1 - IMA Nominations - Each InfraGard Members Alliance (IMA) may nominate one candidate.
- 2 - Petition Nominations - Members may also be nominated (without an official IMA nomination) by presenting a petition with the signatures of at least twenty (20) InfraGard members in good standing.

All IMA Nominations and Petition Nominations must be submitted to the Secretary of the INMA Board of Directors by 5 pm EDT, Thursday, April 03, 2008.

In an effort to set expectations for nominees and IMAs, a summary of desired Board member responsibilities and attributes that best match the challenges facing InfraGard as we move forward is attached.

In addition, a few questions have been provided so that each nominee may provide his/her thinking on what InfraGard should be as it goes forward and what skills and professional experience he/she offers to the INMA Board. Each nominee's responses will be made available prior to the Congress to assist IMAs in making their selections.

In order to ensure that all participants understand the expectations and commitment level required in being part of the INMA Board of Directors, a commitment letter has been provided for each Nominee. The Nominee and his/her employer should sign this letter. A signed letter is a requirement for being accepted as a Nominee.

Lastly, a Board of Directors Conflict of Interest Disclosure Statement is included for signature. This document provides assurances that no potential conflicts exist for this Nominee to hold a position on the INMA Board of Directors. These are to be submitted to the Secretary by **Friday, May 23, 2008**.

Materials must be sent to the Secretary of the Board, Sheri Donahue, by email (Secretary@infragardmembers.org) or by fax (703-351-7835). Nominees' responses to the questions should also be emailed (in Text or Microsoft Word document format) to the Secretary with a subject line of "INMA Board Nomination".

All submissions will be reviewed to determine that each nominee is eligible and the submissions are complete. The list of candidates and their responses to the six questions will be distributed to the membership by May 02.

During the Congress, all nominees will be given 3 minutes each to introduce themselves to the Delegates/SVTC Attendees and briefly describe their reasons for running for the Board of Directors.

Please forward any questions about this process to Sheri Donahue, INMA Secretary, at Secretary@infragardmembers.org or (703) 772-2294.

**InfraGard National Members Alliance
Board of Directors**

2008 Nomination Submission by an IMA
(To be completed by an IMA nominating a candidate)

The InfraGard _____ Members Alliance hereby nominates
_____ for inclusion on the ballot of the 2008 InfraGard National
Members Alliance Board of Directors election.

Nominee Name: _____

IMA: _____

Title: _____

Company: _____

Phone: _____

E-mail: _____

Authorized IMA Representative

Signature

Title

e-mail address

SUBMISSION: This form must be completed and sent to the Secretary of the INMA Board of Directors, Sheri Donahue, by email (Secretary@infragardmembers.org) or by fax (703-351-7835) by **5 pm EDT on Thursday, April 03, 2008** for the IMA Nominee to be included on the ballot.

InfraGard National Members Alliance
Board of Directors
2008 Nomination by Petition

(To be completed for nominees not selected by an IMA.
This form is not required for an IMA nominee.)

The undersigned members of InfraGard hereby nominate _____
for inclusion on the ballot of the 2008 InfraGard National Members Alliance Board of Directors
election.

Nominee Name: _____

IMA: _____

Title: _____

Company: _____

Phone: _____

E-mail: _____

Signatures of InfraGard members in support of this petition:
(At least 20 signatures are required for consideration.)

- | | |
|-----------|-----------|
| 1. _____ | 2. _____ |
| 3. _____ | 4. _____ |
| 5. _____ | 6. _____ |
| 7. _____ | 8. _____ |
| 9. _____ | 10. _____ |
| 11. _____ | 12. _____ |
| 13. _____ | 14. _____ |
| 15. _____ | 16. _____ |
| 17. _____ | 18. _____ |
| 19. _____ | 20. _____ |

SUBMISSION: This form must be completed and sent to the Secretary of the INMA Board of Directors, Sheri Donahue, by email (Secretary@infragardmembers.org) or by fax (703-351-7835) by **5 pm EDT on Thursday, April 03, 2008** for the Petition Nominee to be included on the ballot.

InfraGard National Members Alliance

Board of Directors

Board Member Attributes

Desired attributes:

- Previous Board experience (Corporate, Academic or non-profit)
- Leadership experience
- Management experience
- Government relationships
- Corporate relationships
- Negotiation experience
- Superior organizational skills
- Excellent time management / efficiency
- Media / Public relations experience
- Effective public speaking skills
- Writing and editing skills
- Media training
- Trusted nationwide reputation

Responsibilities:

1. Communicating with InfraGard members
2. Communicating with IMAs nationwide
3. Working directly with government and private sector leaders
4. Negotiating benefits for InfraGard members and overall organization
5. Strategic planning
6. Strategic implementation
7. Organizational management
8. Representation of InfraGard nationwide to membership, government, press
9. Project management and execution

Questions about your service to InfraGard
(To be completed by IMA Nominees as well as Petition Nominees.)

Nominee Name: _____

IMA: _____

Please limit your aggregate response to a total of 1000 words. Responses which exceed 1000 words will be truncated. Do not embed images or HTML links as responses will be reformatted in ASCII text for distribution.

1. Why are you making yourself available to serve on the InfraGard National Members Alliance Board of Directors?

2. What specific skills or professional capabilities will you bring to InfraGard and to the INMA Board of Directors?

3. What particular opportunity do you see as most important to the success of InfraGard and what impact can you have on that opportunity?

4. What is the most important challenge facing InfraGard? Facing the INMA Board of Directors? How would you address these challenges?

SUBMISSION: This form must be submitted with the Nomination form. A nominee's responses to these questions should be emailed to Secretary@infragardmembers.org in plain text or as a Microsoft Word document **by 5 pm EDT on Thursday, April 03, 2008**. Please include "INMA Board Nomination" in the subject line of the email.

InfraGard National Members Alliance
Board of Directors
Commitment Agreement

Nominee Name: _____
Title: _____
Company: _____
Phone: _____
E-mail: _____
Immediate Supervisor _____

I understand that being a member of the InfraGard National Members Alliance Board of Directors can be a commitment of five (5) hours to up to twenty (20) hours per week, with, at times, an excess of 2 travel days per month. I understand that _____ is running for a term starting from the date of the first official in-person Board meeting and pursuant to the INMA By-Laws.

I fully support _____ as a member of the InfraGard National Members Alliance Board of Directors and can provide the scheduling flexibility required for meeting attendance, 90-minute phone conference calls two days per month and other InfraGard business that often must be conducted during regular business hours.

I further understand that InfraGard is a not-for-profit partnership and that _____ cannot use InfraGard, affiliation with InfraGard, or a potential position on the INMA Board of Directors for corporate gains or advertising.

Signature of Nominee: _____

Signature of FBI InfraGard Coordinator: _____

My signature hereunder indicates only that I acknowledge receipt of this document and at the time of signing believe that the information contained herein is true and accurate to the best of my knowledge. My signature does NOT constitute nor imply any further agreement to which I or my Company is a party.

Signature of Immediate Supervisor: _____

Note: This form must be updated and resubmitted to the Secretary of the Board if a member of the INMA Board of Directors changes employment during their term.

SUBMISSION: This form must be submitted with the Nomination form. Completed forms must be sent to the Secretary of the INMA Board of Directors, Sheri Donahue, by email (Secretary@infragardmembers.org) or by fax (703-351-7835) **by 5 pm EDT on Thursday, April 03, 2008.**

BOARD OF DIRECTORS CONFLICT OF INTEREST DISCLOSURE

All Directors and Nominees must complete this form as required by Article V, Section 3, of the INMA Bylaws. In particular, this section requires:

- A. That in order to serve as a Director of the Corporation, the candidate must be an individual Member in good standing of InfraGard;
- B. That the Board may not include more than one person from any single corporation or family;
- C. That no one may serve on the INMA Board and as an IMA corporate officer, or voting delegate of an IMA concurrently; and
- D. Board Members and Nominees to the Board will disclose any and all professional, corporate or personal, contacts or relationships that may present a conflict of interest or otherwise might impede the member's ability to serve on the Board in an objective manner.¹

ACCORDINGLY, PLEASE ANSWER ALL OF THE QUESTIONS BELOW:

1. Are you out of compliance with criteria A-D as stated above? Y/N
2. Do you presently have a professional relationship¹ with any member of any IMA Board? Y/N
3. Do you presently have a professional relationship with any member of the INMA Board? Y/N
4. Do you presently have a professional relationship with any employee of the FBI? Y/N
5. Do you presently have a professional relationship with any employee of any government partner of the INMA? Y/N
6. Are you presently employed by an entity that does significant business² with any IMA? Y/N
7. Are you presently employed by an entity that does any business with the INMA? Y/N
8. Are you presently employed by an entity that does significant business with the FBI? Y/N
9. Are you presently employed by an entity that does significant business with any government partners of the INMA? Y/N

¹ "...professional, corporate or personal, contacts or relationships" will be defined as: "relationships that result in a significant economic interest existing between the parties".

² Significant Business will be defined as: a business relationship where more than 10% of either entities revenue is directly dependent on the other.

10. Are you presently employed by, or have any economic interest in, an entity that might compete with the goals and objectives of the INMA or its government partners? Y/N

11. Do you have any further conflicts to disclose in order to meet your obligation stated in criteria D that were not already covered by one of the previous questions? Y/N

Explain and clarify any “Y” (yes) answers to the above questions. If needed, attach additional sheet(s).

I affirm, to the best of my ability, that the answers I have given are truthful and complete. Further, I understand that it is my responsibility to update this Disclosure Form if any of the information contained herein changes during my service on the INMA Board of Directors.

Name: _____

Signed: _____

Dated: _____

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