

INFORMATION SYSTEMS SECURITY ASSOCIATION (ISSA) INTERNATIONAL ASSOCIATION BYLAWS

ARTICLE I Name

The name of this organization shall be Information Systems Security Association, Inc., herein after referred to as the "Association". The corporation shall also be known and referred to as "ISSA".

ARTICLE II Purpose and Objectives

The primary purpose of the Association is to promote the education of individuals for the improvement and development of their capabilities relating to the security of information systems processing, pursuant to Section 501 (c)(6) of the 1954 Internal Revenue Code.

More specifically, the objectives of the Association are

- (a) to promote the education of and help expand the knowledge and skills of its members in the interrelated fields of information systems security and information data processing;
- (b) to encourage a free exchange of information security techniques, approaches, and problem solving by its members;
- (c) to provide adequate communication to keep members abreast of current events in information processing and security which can be beneficial to them and their employers; and
- (d) to communicate to management, and to systems and information processing professionals the importance of establishing controls necessary to ensure the secure organization and utilization of information processing resources.

This corporation is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual. This corporation shall do nothing inconsistent with obtaining and maintaining exemption from California tax under California Revenue and Taxation Code, Section 23701e.

The corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

ARTICLE III Membership

Membership in the Association is based upon one having primary interest or active involvement in information systems security in the educational, private, or public sector. In addition, membership is contingent upon interest in the purposes and objectives of the Association as stated in Article II and observance of the Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Association. Membership is defined in policy by the Board of Directors, is subject to the provisions of the Articles of Incorporation and Bylaws and is not transferable or assignable.

ARTICLE IV Chapters

Section 1. Formation

Ten (10) or more individuals or an existing organization of ten (10) or more individuals subject to Article III may request a chapter charter application from the Board of Directors of the Association. The proposed chapter's Bylaws must be in accord with and remain subservient to the Articles of Incorporation and Bylaws of the Association. Application for chapter status shall be submitted to the Board of Directors of the Association, who shall have the sole discretion and power of the approval of the chapter charter application.

Section 2. Revocation of Chapter Charters

A chapter's charter may be revoked by a two-thirds vote of the Board of Directors of the Association then in office if, according to the findings, violation of any provisions or obligation of the Articles of Incorporation or the Bylaws of the Association has occurred, provided that such chapter shall have been granted an opportunity for a hearing before the Board of Directors. The Board of Directors shall cause at least thirty (30) days' notice of the hearing to be given in writing, delivered by registered mail to the chapter against whom charges may be preferred. Such action by the Board of Directors shall be final and shall terminate all affiliations, rights, interests or privileges of such chapter and its members to the Association.

Section 3. Limitation of Liability

The Association shall not be held liable for any financial obligation of chartered chapters; nor shall chartered chapters be held liable for any financial obligation of the Association.

ARTICLE V Finances

Section 1. Fiscal Year

The fiscal year of the Association shall be determined by the Board of Directors.

Section 2. Association Dues and Fees

Annual Association membership and other fees shall be established by the Board of Directors in U.S. dollars.

ARTICLE VI Organization & Structure of the Association

A. Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of a minimum of four (4) Officers including President, Vice President, Secretary/Chief Operations Officer, Treasurer/Chief Financial Officer and other positions necessary to perform the duties of effectively managing the Association. The board of directors will consist of additional directors elected by the membership to perform the duties of the association.

Section 2. Term of Office of Directors

Each director shall take office at the Annual Meeting following the election and shall hold office until a successor shall have been duly elected and taken office or until the director is removed from office or until the director resigns. The conditions of Article VI.B.3 also apply.

Section 3. Termination of Membership of Directors

If the membership of any Director in this Association shall for any reason terminate, that office as Director shall automatically become vacant.

Section 4. Duties and Responsibilities

- a. The Board of Directors shall be the governing body of this Association as provided for in these Bylaws or by applicable law, and its action shall be final.
- b. The Board of Directors shall provide for an independent audit of the financial affairs of the Association, at least annually, and at such other times as it may deem advisable.

Section 5. Meeting of the Board of Directors

- a. The Board of Directors shall meet at least annually at such times and places as it may elect. At such meetings a quorum must be present to conduct business coming before the Board. To constitute a quorum, a majority of the total membership of the Board of Directors then in office must be present. Proxies are not to be used for establishment of a quorum of the Board. The meetings shall be conducted under the rules contained in the Robert's Rules of Order Revised, except in those cases where rules are in conflict with these Bylaws, the Bylaws shall govern.
- b. At all meetings of the Board of Directors, the President, if present, shall act as Chairperson. In the President's absence, the Chairperson shall be the Vice President, if present. In the absence of both the President and the Vice President, the members of the Board who are present in person shall, by majority vote, choose one among them to act as Chairperson. The President may also appoint a past Board member as Chairperson to oversee the activities of the Board.
- c. Notice of meetings of the Board of Directors shall be given to each director in writing by suitable means of communication at least ten days in advance of the meeting.
- d. All business coming before the Board of Directors for consideration in order to be approved, shall require a majority vote of those voting members present. Association Officers and Directors may vote.
- e. A special meeting may be called by the President or any three directors.
- f. The Board of Directors may exercise any of its powers without a meeting provided unanimous consent of the directors then in office is obtained. If a unanimous decision is not reached by individual calls, a conference call must be held before the action can be approved. Any action of the Board must be documented and added as an addendum to the prior meeting minutes.

B. Directors of the Association

Section 1. Officers

The elected officers of the Association shall include, but not be limited to, the President, Vice President, Secretary/Chief Operations Officer, and Treasurer/Chief Financial Officer.

Section 2. Election of Directors

- a. In the election of Directors, the officers set forth in Article VI.B.1, and the Directors set forth herein, shall be members in good standing. For the election process, only responses received through an official ballot process by the date specified on the ballot shall be counted. All Directors shall be elected by a majority of the votes cast by the membership. The results of the election shall be certified by an independent auditor to the Board of Directors.
- b. Only members in good standing at the time of ballot mailing shall be entitled to receive a ballot.

Section 3. Term of Directors

All Directors, including President, shall be elected for three-year terms. Terms of Directors shall be staggered with approximately one third being elected each year. All Directors, including President, shall be eligible for reelection, and may be nominated and run for reelection to their current positions at the discretion of the Election Committee.

(Note: The three-year term and annual election of one third of the board stated in this paragraph will be in effect beginning with positions elected during the 2019 election cycle. Until that time, the current two-year term and election of one half of the board each year will remain in effect.)

Section 4. Appointed Directors

The President of the Association may appoint, with the approval of the Board of Directors, such directors other than those provided herein, as he/she deems appropriate.

Section 5. Vacancies

If the office of any Director shall become vacant for any cause (including removal pursuant to Section 8) a consensus of the board of directors shall identify a person who is qualified to serve the remainder of the unexpired portion of the vacant term. To be appointed to a vacancy, the person must meet the requirements to be a candidate for the office, as outlined in Section C1.

Section 6. Termination of Membership of Directors

If a Director's membership in the Association terminates, then the office shall become immediately vacant.

Section 7. Resignation of a Director

Any Director may resign his/her office at any time, but such resignation does not become effective until accepted by the President of the Association.

Section 8. Removal of a Director

The total membership of the Board may remove from office a Director, including the President and or any other officer, who in its judgment is not performing the duties of the office. The Director proposed to be removed shall be (1) given written notice by an officer at least 30 days prior to the meeting at which time the removal is to be voted upon and (2) is furnished at the same time with a written statement detailing the reasons upon which the removal is proposed. This statement shall be signed by at least three members of the Board then in office. The Director in question shall be permitted to present a rebuttal before the total membership of the Board of Directors.

The Director in question shall be removed upon a majority vote of the total membership of the Board. Such action in itself shall not expel the Director from membership in the Association.

Any board member who has been removed from office or has been found in violation of the ISSA Code of Ethics is ineligible to hold any elected or appointed position on the ISSA International Board of Directors or the committees of the board.

Section 9. Duties of Officers

The duties of Secretary/Chief Operations Officer and Treasurer/Chief Financial Officer are defined below. More detailed descriptions and duties of other director positions may be found in Association policy.

a. President

The President shall be executive head of the Association and, when present, shall preside at all meetings of the members of the Association and the Board of Directors. The President shall exercise general supervision of the affairs of the Association and shall be responsible for the enforcement of the Bylaws and the carrying out of all orders and resolutions of the Board of Directors. The President shall keep the Board of Directors fully informed and shall frequently consult it concerning the business and activities of the Association and shall make, on behalf of the Board, an annual report to the members of the Association. Any official presentation to the press or others shall be made by the President, in coordination with appropriate members of the Board of Directors. The President shall have such additional duties as may be delegated by the Board of Directors.

b. Vice President

The Vice President shall assist the President and shall assume the duties of the President in his/her absence or inability and perform such other duties as may be authorized and delegated by the Board of Directors.

c. Secretary/Chief Operations Officer

The Director of Operations oversees and coordinates the activities of the various organization entities, especially the committees. This director is also responsible for monitoring the activity of headquarters staff for compliance to direction by the Board of Directors.

d. Treasurer/Chief Financial Officer

The Treasurer shall be the chief financial officer of the Association. The Treasurer shall be responsible for the performance of all duties incident to the office of Treasurer and such other duties as may be authorized and delegated by the Board of Directors.

The books and financial records of the Association shall be maintained under the supervision of the Treasurer.

The Association Treasurer shall define policy, which must be approved by the Board of Directors, for the establishment and collection of dues or other assessments.

Approval of expenditures and disbursements of funds will be specifically authorized by the Board of Directors. Disbursement of funds over a dollar amount to be set by the Board of Directors will require the signature of the Treasurer and one other officer.

Section 10. Duties of Directors

The duties of other Directors will be defined by the Board of Directors in policy. These duties may include, but will not be limited to, those of Education Director, Membership Director, etc.

C. Standing Committees

Section 1. Election Committee

- a. The Election Committee shall be chaired by the most recent and available past president and shall include members of the Association who are not currently directors. The President, with the concurrence of the Board of Directors, will select the members of the Election Committee.
- b. Nominations for office and awards shall be solicited from the chapters and may be accepted by the Election Committee up to the date specified annually by the Election Committee. Nominations received from the chapters shall appear on the ballot. All nominees must be members in good standing at the time of nomination, throughout the election process and throughout the term of office if elected.

All candidates for the role of Director must be an experienced chapter leader, ISSA Fellow, or have comparable experience. All candidates for the role of Officer (President, Vice President, Secretary or Treasurer) must have previously served a full term as an Officer or Director on the ISSA International Board of Directors. (Note: The experience requirements included in this paragraph are effective beginning with the 2019 election cycle. Until that time, the prior experience requirements remain in effect: All candidates for the office of President of ISSA must be experienced members of the ISSA International Board.)

Any board member who has been removed from office or has been found in violation of the ISSA Code of Ethics is ineligible to hold any elected or appointed position on the ISSA International Board of Directors or the committees of the board.

- c. The Election Committee shall file a written report with the Board of Directors of the Committee's nominations prior to preparation of the ballots. Ballots are only required in the event that more than one person is nominated for any position on the ballot. The Election Committee shall have sole discretion regarding the nominations except where conflicts with these Bylaws occur.
- d. The Election Committee shall be responsible for receiving and acting upon all questions associated with the election process, to include any requested recounting of ballots.

Section 2. Election Results

An independent firm shall be responsible for counting returned ballots and certifying the results of an election in writing.

Section 3. Audit Committee

The Board of Directors shall select and approve an independent third-party firm to perform an annual audit of financial or operational aspects of the Association. The findings of the audit shall be provided to the Board of Directors for review and appropriate action.

D. Other Committees

The President of the Association may appoint, with approval of the Board of Directors, other committees necessary to conduct Association business. The charters of such committees and their chair shall expire each year unless renewed by the President.

E. Past President

Any past president may be appointed by the Board to act as a non-voting advisor to the Board of Directors.

ARTICLE VII Annual Meeting of the Membership

Section 1. Purpose

The Annual Meeting of the membership of the Association shall be held for the purpose of announcing the results of the election of officers and directors conducted in accordance with Articles VI.A.2 and VI.B.2, the installation of such officers and directors for the ensuing term and transacting such other business as may properly come before such meetings. Business items may be submitted in writing by a chapter up to 30 days prior to the Annual Meeting. The meetings shall be presided over by the President of the Association and shall be conducted under Robert's Rules of Order Revised, except in those cases where the rules are in conflict with these Bylaws, the Bylaws shall govern. In the event the President shall not be able to preside, the presiding officer shall be in accordance with the line of succession established by the Board of Directors in Article VI.A.5.b.

Section 2. Time and Location

The Annual Meeting shall be held each year on a date, at a time, and at a location to be determined by the Board of Directors.

Section 3. Notification of Meeting

All notices of Annual Meetings of members in good standing shall be sent or otherwise given in writing by suitable means of communication not less than thirty (30) days before the date of the meeting. The notice shall specify the place, date, and hours of the meeting and those matters which the Board of Directors, at the time of giving notice, intends to present for action by the members.

If action is proposed to be taken at any meeting for approval of (i) removal of an officer and filling of a vacancy, (ii) a contract or transaction in which a director has a direct or indirect financial interest, ISSA shall adhere to the laws of the state in which the organization is formed..

Section 4. Voting (Other Than Directorships and Amendments to Bylaws)

All general members in good standing and present in person shall be eligible to vote at the Annual Meeting. A quorum shall be constituted by those eligible to vote at the Annual Meeting.

All business coming by those eligible to vote at the Annual Meeting for consideration shall be approved by a majority vote of those present in person and written ballot unless otherwise required by the Bylaws of the Association.

ARTICLE VIII Amendments to these Bylaws

- A. These Bylaws may be amended, repealed, or added to in the following manner only:
- a. Ten percent of the members of the Association, ten percent of the Chapter Presidents, or a member of the Board of Directors may at any time propose in writing, signed by them and addressed to the Association President, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws.
 - b. Such proposed amendments, repeals, or additions shall be presented to the Association Board of Directors and Presidents of Association Chapters, here after known as Chapter Presidents.
 - c. The proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the Association Board of Directors and Chapter Presidents. If a majority of the Directors and Chapter Presidents vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors. Absent Directors or Chapter Presidents may vote on proposed Bylaw amendments, repeals, or additions by Absentee Ballots sent to the Association President and received 24 hours or more before the specified deadline.
 - d. Amendments to these Bylaws shall be placed on a Ballot for ratification by the membership. If a majority of those voting approve an amendment, it is considered to be ratified, assuming the vote cast consists of at least ten percent of the membership.
 - e. Amendments to these Bylaws shall become effective upon ratification.
- B. Any action taken or authorized by the Board of Directors which would be inconsistent with the Bylaws then in effect but is taken or authorized by affirmative vote of a majority of the Board shall be given the same effect as though the Bylaws had been temporarily amended or suspended. Such action shall remain in effect for no more than one year from the date of approval, or until the action is submitted to the membership for approval according to the procedures of Section 1, the decision of the membership then being final.

ARTICLE IX Headquarters

The official mailing address of this Association shall be located at an address designated by the Board of Directors.

ARTICLE X Harassment and Discrimination

It is the intent of ISSA International to maintain an environment that is free of harassment and discrimination because all members have a right to participate in the association and its activities without suffering harassment or discrimination of any kind. Harassment and discrimination by international officers, chapter leaders, and members will not be tolerated. The ISSA Ethics committee will evaluate and recommend recourse for all claims of harassment or discrimination reported within the Association.

ARTICLE XI Implementation

The Board of Directors will define policy for the effective operation of the Association. Said policy will be maintained by the Board of Directors and approved by a majority vote of the Chapter Presidents.

ARTICLE XII Effective Date

These Bylaws are effective as of June 28, 2018, with exceptions as noted above in Article VI.B.3 and Article VI.C.1.b, paragraph 2.