



BYLAWS

OF THE RALEIGH, NC CHAPTER

OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

ARTICLE I

NAME

The name of this organization shall be the Raleigh Chapter, hereafter referred to as the "Chapter" of the Information Systems Security Association, Inc., hereafter referred to as the "Association".

ARTICLE II

PURPOSE AND OBJECTIVES

The primary purpose of the Chapter is to promote the education of its members for the improvement and development of their capabilities relating to the security of the information systems processing, pursuant to Section 501 © (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 or 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 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.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Chapter is based upon one having primary interest and active involvement in information systems security in the private or public sector. In addition, membership is contingent upon interest in the purposes and objectives of the chapter as stated in Article II, acceptance of the Association Code of Ethics, and is subject to provisions of Articles of Incorporation and Bylaws and the types of membership established by the Association Board of Vice Presidents.

The types of membership and Association Code of Ethics may be referenced at the Associations website, www.issa.org.

SECTION 2. Other - The Chapter Officers, with the approval of the Association's Vice President of Membership, may provide for other types of membership.

SECTION 3. Members in Good Standing - Members who maintain their membership by payment of dues as required under the Article VII of the Bylaws, and who otherwise qualify, shall be considered in good standing, and entitled to full privilege of membership.

SECTION 4. Resignation - any member may resign at any time, but such resignation shall not relieve the resigning individual from payment of dues for the expired portion of the current fiscal year, or give any right to rebate of dues, or any right to a pro rata, or other share of the assets of the Chapter. All resignations shall be made in writing.

SECTION 5. Expulsion -The Officers, at any meeting at which a quorum is present, may, by a two-thirds vote of those present, terminate the membership of any member who in its judgment has violated the Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the interests of the Chapter, provided that such person shall have been granted an opportunity for a hearing before the Officers. The Officers shall cause at least thirty days (30) notice of the hearing to be given in writing, delivered by registered mail, to the member against whom charges may be preferred. Such action by the Officers shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter. The presiding Officer shall have the authority to appoint a Sergeant at Arms to preserve order and execute commands.

SECTION 6. Termination - Membership may be terminated if payment of the annual Chapter dues have not been received by the Chapter Treasurer as provided for in Article VII.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Chapter must be general members in good standing as of the date of their election. The officers shall consist of President, Vice President, Communications Director, Secretary, Treasurer, Education Director, Conference Director, Membership Director, Digital Media Director, and Sponsorship Director. The President shall act as Chairman thereof.

SECTION 2. The President shall preside at all meetings of the Chapter and shall obey the mandates of the members. The President shall have the power to call special meetings if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of tied decisions.

SECTION 3. The Vice President shall attend to the duties of the President in his/her absence or in case the President's office may become vacant for any cause whatever, and shall attend to any other duties as the President may require. Additionally, the Vice President shall review all membership applications for eligibility.

SECTION 4. The Communications Director shall maintain sufficient membership address lists as to ensure that all members in good standing are notified of meetings, and that all other correspondence necessary to the conduct of the Chapter is received by the members. At the direction of the President, the Communications Director shall also transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Communications Director.

SECTION 5. The Secretary shall record and keep minutes of all meetings, manage meeting registration activities, and report CPEs for each chapter meeting and/or function.

SECTION 6. The Treasurer shall conduct all membership dues and other monies or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits. The Treasurer shall perform a bank reconciliation monthly.

SECTION 7. The Education Director shall coordinate and manage all Chapter training events, to include Back-to-Basics presentations, review courses, study sessions, and other duties customarily associated with the office of Education Director.

SECTION 8. The Conference Director shall oversee and manage all aspects of the Chapter's annual information security conference, to include event planning and coordination, selection of

presenters and keynote speakers, scheduling, and other duties customarily associated with the office of Conference Director.

SECTION 9. The Membership Director shall oversee membership relations and recruiting efforts, periodically survey the members for feedback, and assist the Secretary with meeting registration activities.

SECTION 10. The Digital Media Director shall maintain all aspects of the chapter web site, including updates, modifications, and support, as well as manage the Chapter's Internet presence on social media sites.

SECTION 11. The Sponsorship Director shall facilitate all engagements with external 3rd parties in support of Chapter sponsorships. This shall include both annual Chapter sponsorships, as well as sponsorships related to the Chapter's annual information security conference. The Sponsorship Director shall additionally perform other duties customarily associated with the office of the Sponsorship Director.

SECTION 12. All past Presidents retaining active membership shall be privileged to attend such meetings held by the Officers, to act only in an advisory capacity and without power of vote.

SECTION 13. The business of the Chapter shall be managed by the Officers. A quorum for business shall consist of three officers present. An officer quorum may, from time to time, establish special committees for various purposes as required.

SECTION 14. In case of an officer vacancy other than the Office of President, such vacancy shall be filled by appointment by the President, upon the advice of the remaining officers, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 15. On a motion and second from the membership at a general meeting, an officer shall be held before the Chapter for malfeasance of duty. A two-thirds majority of all Chapter members shall be required for removal from office.

SECTION 16. A quorum of the Officers, at their discretion, may appoint volunteer members to assist the Officers in running the chapter business such as committee chairs and assistants as needed.

ARTICLE V

ELECTIONS

SECTION 1. The Officers shall be elected by popular vote, each general member in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of two members in good standing as appointed by the Chapter Officers at the October meeting of each year. Members in good standing may volunteer for this function. The members shall be polled via email by the Communications Director to see who wants to be nominated, with responses directed to the Nominating Committee. All members in good standing who request to be included in the ballot will provide the Nominating Committee with biographical information, and be permitted to present themselves to the membership during the November and/or December meeting(s).

SECTION 3. Elections shall be held during December of each year via an online voting mechanism.

SECTION 4. The Nominating Committee shall review all voting submissions to tabulate the final election results.

SECTION 5. Election results shall be announced at the start of the January meeting.

SECTION 6. The term of office shall consist of one year, beginning January 1st, and commencing at the end of the calendar year, December 31st.

ARTICLE VI

MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held monthly, on the first Thursday of each month, unless otherwise announced to the membership.

SECTION 2. Special meetings may be called by the officers at any time upon ten-day written notice to all Chapter members.

SECTION 3. At all meetings, a minimum of ten (10) members in attendance shall constitute a quorum for the transaction of business.

SECTION 4. Updates by the board to the membership shall consist of the following:

- a) Welcome / Call to Order
- b) Acknowledgement and Update of Chapter Sponsors
- c) Reading of Minutes of Last Meeting
- d) Report of the Treasurer
- e) Education Updates
- f) Membership Updates
- g) Conference Updates
- h) Career Services Updates
- i) Special Announcements

- j) Program Agenda
- k) Adjournment

SECTION 5. The order of business may be revised or dispensed with by the officer presiding, if circumstances decree that such actions be taken.

ARTICLE VII

FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable to the Association by member's renewal date. Additional Chapter fees may be required as the Officers direct, with the approval of a majority of Chapter members in good standing. Of the dues collected from each member, the Association will forward Chapter dues to the Chapter Treasurer and will be retained in the Chapter treasury.

SECTION 2. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Officers.

SECTION 3. Dual Signatory authority for all accounts, which may be established, shall reside in the duly elected President, Vice President and Treasurer.

SECTION 4. The President shall appoint a board member responsible for reconciliation of all bank accounts for verification purposes. The assigned board member shall not have signatory authority.

SECTION 5. An examination of all financial records of the Chapter shall be performed by the Chapter Officers in September of each year, and a report of its findings and recommendations provided to the membership by the December meeting prior to elections. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter. If warranted, the President may obtain the services of a qualified accountant to review the financial records, and/or verify the findings and recommendations of the Chapter Officers.

ARTICLE VIII

LIMITATIONS OF LIABILITY

SECTION 1. Chapter Liability

The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the Association by reason of their affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

SECTION 2. ISSA, Inc. Liability

The Chapter shall not be responsible, nor liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of the Association.

ARTICLE IX

HEADQUARTERS

SECTION 1. The Headquarters of the Raleigh Chapter shall be located in the State of North Carolina at the address designated by the Officers.

ARTICLE X

AMENDMENTS TO THE BYLAWS

SECTION 1. These Bylaws may be amended, repealed, or added to in the following manner only:

- a. Ten percent of the members of the Chapter, or at least two Officers, may at any time propose in writing, signed by them and addressed to the Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision to, the Bylaws.
- b. The Secretary shall present such proposal amendment, repeal, or addition at the next regular meeting of the Officers, and shall incorporate in the notice of that meeting a statement that such proposed amendment, repeal, or addition, will be considered. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Officers unless such notice has been given to each officer not less than 20 days prior to the meeting.
- c. At the Officer meeting called in accordance with the provisions of Paragraph b. above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon the Officers present. If, at the meeting a quorum being present, a majority of the total number of Officers present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Officers. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next general meeting where a quorum is present for Chapter ratification by a majority of the attending members.
- d. Amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Officers.

APPROVED ON THIS 1st DAY OF June, 2017

AT RTP Headquarters, 12 Davis Drive, RTP, NC

Mark E. Whittaker
PRESIDENT (print name and sign)

J. Charles Kesler
VICE PRESIDENT (print name and sign)

Gregory P. Handman
COMMUNICATIONS DIRECTOR (print name and sign)

NATHAN KIM
SECRETARY (print name and sign)

MARK Fortes
TREASURER (print name and sign)

Donald L. Elsner
EDUCATION DIRECTOR (print name and sign)

DeVon Carter
CONFERENCE DIRECTOR (print name and sign)

Christy L Long
MEMBERSHIP DIRECTOR (print name and sign)

Derrick Thompson
DIGITAL MEDIA DIRECTOR (print name and sign)

Robert C Martin
SPONSORSHIP DIRECTOR (print name and sign)