



ISSA

Information Systems Security Association

RALEIGH CHAPTER

BYLAWS

OF THE NC RALEIGH CHAPTER

OF

INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

**ARTICLE I
NAME**

The name of this organization shall be the NC 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 provide localized support for the functions and purpose of the Association, and to promote the education of its members for the improvement and development of their capabilities relating to the security of 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, information risk management, and information 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 security, risk management, and processing which can be beneficial to them and employers; as well as,
- (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. Qualification – Membership in the Chapter is based upon one having an interest and/or active involvement in information systems security and/or information risk management in the private or public sector. Membership is further contingent upon one having an interest in the purposes and objectives of the Association and the Chapter, as stated in Article II, and acceptance of the Association Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter.

Membership is subject to provisions of Association Articles of Incorporation, the Bylaws of the Association and the Chapter, and any rules established by the Association and the Chapter Board of Directors.

SECTION 2. Members in Good Standing – Members who maintain their membership with the Association and the Chapter by payment of Association and Chapter dues as required under the Article VII of the Chapter Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of Chapter membership.

SECTION 3. Other Members – The Chapter Board of Directors, at their discretion, may provide for other classes of Chapter membership.

SECTION 4. Lapsed Memberships – Membership may be terminated if payment of the annual dues has not been received by the Chapter Treasurer as provided for in these Chapter Bylaws.

SECTION 5. 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. Dues shall not be refunded.

SECTION 6. Expulsion – The Chapter Board of Directors, at any meeting at which a quorum of Directors 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 or the Association, provided that such person shall have been granted an opportunity for a hearing before the Chapter Board of Directors. The Chapter 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 member against whom charges may be preferred. Such action by the Chapter Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter. The presiding Chapter Board of Directors shall have the authority to appoint a Sergeant at Arms to preserve order and execute commands.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1. The Chapter Board of Directors is hereafter referred to as the "Chapter Board" in aggregate, or "Directors" individually.

SECTION 2. Composition of the Chapter Board – The Chapter Board shall consist of ten (10) Directors, who shall further serve as the officers of the Chapter: President, Vice President, Secretary, Treasurer, Communications Director, Education Director, Conference Director, Digital Media Director, Sponsorship Director and Membership Director. The President shall act as Chairman thereof.

SECTION 3. Additional Directors and officer roles may be established as necessary to perform the duties of effectively managing the Chapter. A two-thirds majority of

the Chapter Directors shall be required to create new Director positions or officer roles. To positively affirm changes to the Chapter Board, the Chapter Board must formally amend the Chapter Bylaws in accordance with Article XI to reflect such changes.

SECTION 4. Director Qualifications – Directors of the Chapter must be Members in Good Standing at all times. In instances where a Director is a member of multiple chapters, a Director must have this Chapter declared as their Primary Chapter and may not serve as a Director or officer of another Association Chapter.

SECTION 5. The President shall maintain written policy, approved by the Chapter Board, for the responsibilities of Directors and officer roles of the Chapter Board, when not otherwise prescribed in these Chapter Bylaws.

SECTION 6. The President shall be the executive officer of the Chapter and shall preside at all meetings. The President shall have the power to call special meetings, with a five (5) days' notification to the general membership, if deemed necessary for the benefit of the Chapter. The President shall have the deciding vote in case of tied decisions. In the event a Director is temporarily unable to fulfill their duties, the President shall have the power to temporarily reassign any duties to another Director.

SECTION 7. 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.

SECTION 8. The Secretary shall record and keep minutes of all meetings and shall maintain the official records of the Chapter, manage meeting registration activities, and report CPEs for each Chapter meeting and/or function. The Secretary shall publicize announcements of the Chapter Board to Chapter membership at Chapter meetings, including the distribution of Chapter Board meeting announcements.

SECTION 9. The Treasurer shall collect 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 10. 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 distributed to 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 11. 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 12. 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 13. The Membership director shall oversee membership relations and recruiting and retaining efforts, periodically survey the members for feedback, and assist the Secretary with meeting registration activities.

SECTION 14. 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 15. The Sponsorship Director shall facilitate all engagements with external third 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 16. The business of the Chapter shall be managed by the Chapter Board. A quorum for business shall consist of a majority of the actively seated Voting Board. A Director quorum may, from time to time, establish special committees for various purposes as required.

SECTION 17. In the case of a Chapter Board officer vacancy, such vacancy shall be filled by appointment by the remaining Directors, and subject to the consent of a majority of the membership attending the next general Chapter meeting.

SECTION 18. In the case of a Chapter Board vacancy other than an officer, such vacancy shall be filled by appointment by the President, upon the advice of the remaining Directors, and subject to the consent of a majority of the membership attending the next general Chapter meeting.

SECTION 19. On a motion and second from any two (2) Directors at a general Chapter meeting, a Director shall be held before the Chapter for malfeasance (misconduct or wrongdoing) of duty. A two-thirds majority of Chapter members attending the general Chapter meeting shall be required for removal from office; a vote will be conducted in accordance with the same voting processes as defined in Article VI.

SECTION 20. The Board may vacate the seat of a Director or officer with a simple majority of the other fellow Directors under one or more of the following conditions:

- (a) Failure to remain in Good Standing as defined in Article III, SECTION 2
- (b) A membership violation in accordance with Article III, SECTION 6
- (c) Failure to attend 3 or more meetings of the Board – without advance, prior notification to a fellow Board Officer – in any consecutive 12-month period
- (d) Conviction of a felony while serving on the Board

A vacated seat shall be filled in accordance with the directives of these Chapter Bylaws.

ARTICLE V COMMITTEES

A quorum of the Chapter Board may, at their discretion, establish special committees and appoint volunteer members to assist the Chapter Board in running the Chapter business.

ARTICLE VI ELECTIONS

SECTION 1. The Directors and Officer roles of the Chapter shall be elected by popular vote. Each general member in good standing is to be entitled to one vote, unless otherwise excepted under this Article.

SECTION 2. Voting Exception – A Member in Good Standing who elects to join multiple chapters must annually declare one chapter to be their Primary Chapter. Voting privileges within the Chapter shall extend only to those members who are solely a member of this Chapter or have declared this Chapter to be their Primary Chapter.

SECTION 3. The Nominating Committee shall consist of a minimum of two members in good standing as selected by the Chapter Board at the October meeting of each year.

SECTION 4. Election voting methodology(s) shall be determined by Chapter Board policy, or otherwise approved by the Chapter Board prior to each election event.

- a) 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.
- b) 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 December meeting.

- c) Each nominee for a director position should also submit to the Nominating Committee two (2) letters of recommendation from current chapter members who have been in good standing for at least 12 continuous months.
- d) Each nominee for a Director position shall have attended at least 75% of the Chapter meetings in past 12 months and have their attendance captured by the chapter attendance scan logs.
- e) Each nominee for a Director position shall have been in good standing for at least one continuous year.
- f) Each nominee for a Director position must have served in adjunct positions or other volunteer positions for 6 months, or longer, prior to the election to demonstrate their commitments to responsibilities.
- g) Each nominee for President & Vice President positions must have served in the same or another board position for the current year.

SECTION 5. Elections shall be held during December of each year via an online voting mechanism.

SECTION 6. The Nominating Committee shall review all voting submissions to tabulate the final election results.

SECTION 7. Election results shall be announced at the start of the January meeting.

SECTION 8. The term of office shall consist of one year, beginning January 1st, and ending at the end of calendar year, December 31st.

ARTICLE VII MEETINGS

SECTION 1. The regular meetings 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 a simple majority of the Chapter Board at any time with ten (10) days' 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 adopt membership shall consist of the following:

- a) Welcome / Called to Order
- b) Acknowledgment and Update of Chapter Sponsors
- c) Reading of Minutes of Last General 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 VIII FINANCIAL ADMINISTRATION

SECTION 1. Annual Chapter dues shall be established by Chapter policy and are due and payable to the Association by a member's renewal date.

SECTION 2. 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 3. One or more bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board. Electronic transfer shall be established with the Association and maintained with Association headquarters.

SECTION 4. Changes to annual Chapter dues shall be recommended to and approved by the Chapter Board. Proposed changes to Chapter dues shall be publicized to Chapter members at least two (2) weeks prior to the regular meeting at which the vote would take place.

SECTION 5. Additional fees may be established as the Chapter Board directs, with the approval of Chapter members in attendance.

SECTION 6. The Treasurer shall maintain written policy, approved by the Chapter Board, for the execution of financial operations of the Chapter. Elements of the policy shall include, but not be limited to:

- (a) Use and definition of calendar or fiscal year reporting
- (b) Requirements for regularly reporting the status of financial operations to the Chapter Board and chapter membership
- (c) Processes for the approval of expenditures and disbursements of funds that must be specifically authorized by the Chapter Board
- (d) Processes for and a list of pre-authorized expenditures, if so authorized by the Chapter Board
- (e) Processes for and a list of discretionary spending authorizations, if so authorized by the Chapter Board; such authorizations shall have a documented transaction dollar limit and designate the person, role, and/or allowable purpose(s) for the expenditures

SECTION 7. Dual Signatory authority for all accounts, which may be established shall reside in the duly elected officers designated by the Chapter Board.

**ARTICLE IX
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 X
HEADQUARTERS**

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

**ARTICLE XI
AMENDMENTS TO THE BYLAWS**

SECTION 1. The Chapter President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Board. This review shall be for the purpose of familiarizing each Director with the duties and responsibilities of their office and to identify any changes that may be required to keep the Bylaws current.

SECTION 2. These Bylaws may be amended, repealed, or added to in the following manner only:

- (a) Ten (10) percent of the members of the Chapter, or at least two Directors, may at any time propose in writing ("Proposal"), signed by them and addressed to the Chapter Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision, to the Bylaws.
- (b) Such Proposal shall be presented at the next regular meeting of the Chapter Board. 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 shall 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 Chapter Board 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 by the Directors present. If, at the meeting a quorum being present, a majority of the total number of the Directors present vote in favor of the Proposal, it shall be considered as adopted.
- (d) Adopted amendments to these Bylaws shall be presented to the membership at the next Chapter meeting for Chapter ratification by a majority of the attending members.
- (e) Ratified amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Chapter Board.
- (f) The amended Bylaws should be submitted in writing to the Association, no later than thirty (30) days following ratification.

APPROVED ON THIS 20th DAY OF September, 2019 IN Durham, NC.

PRESIDENT Nathan Kim

Printed Name

Nathaniel Kim

Signature

VICE PRESIDENT Christy Kushner

Printed Name

Christy Kushner

Signature

SECRETARY Karen Leigh Tulleh

Printed Name

Karen Leigh Tulleh

Signature

TREASURER James Timothy Arnold

Printed Name

James Timothy Arnold

Signature

COMMUNICATIONS Greg HANCOCK

DIRECTOR Printed Name

[Signature]
Signature

CONFERENCE De'Von Carter

DIRECTOR Printed Name

[Signature]
Signature

DIGITAL MEDIA Seth W. Preston

DIRECTOR Printed Name

[Signature]
Signature

EDUCATION Donald L. Elsner

DIRECTOR Printed Name

Donald L. Elsner
Signature

MEMBERSHIP Alex Hardt

DIRECTOR Printed Name

[Signature]
Signature

SPONSORSHIP Robert C. Martin Jr

DIRECTOR Printed Name

[Signature]
Signature