



BYLAWS
OF THE ORANGE COUNTY CHAPTER
OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC

ARTICLE I
NAME

The name of this organization shall be the **Orange County Chapter, Information Systems Security Associations, Inc. (ISSA-OC)**, hereafter referred to as the “**Chapter**”. The Chapter is a chapter of Information System Security Association, Inc., hereafter referred to as “ISSA International, Inc.”

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 information systems processing, pursuant to Section 501(c) of the United States Internal Revenue Code (26 U.S.C.).

More specifically, the objectives of the **Chapter** are (a) to promote the education and awareness of information security and help expand the knowledge and skills of its Members in the interrelated fields; (b) to encourage a free exchange of information security techniques, approaches, and problem solving by its Members; and (c) to provide access to current events in information technology and security which can be beneficial to them and their organizations.

ARTICLE III
MEMBERSHIP

SECTION 1 *Membership* in the **Chapter** is based upon one having primary interest and active involvement in information security. In addition, membership is contingent upon acceptance of the Code of Ethics and subject to the Articles of Incorporation and By-Laws established by the *Chapter Board of Directors*.

SECTION 2 *Members in Good Standing* – Members who maintain their membership by payment of dues as required under Article VII of the By-laws, and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership.

SECTION 3 *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 or ISSA International**. Resignations may be formally communicated to a member of the Board for future membership tracking purposes.

SECTION 4 *Expulsion* – The *Chapter Board of Directors*, 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 By-Laws, 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 Board. The Board shall provide at least thirty (30) days' notice of the hearing in writing, delivered by registered mail, to the Member in question. Such action by the *Chapter Board of Directors* shall be final and shall cancel all rights, interest or privileges of such member in the services or resources of the **Chapter**.

SECTION 5 *Termination* – Membership may be terminated if payment of the annual **Chapter** dues has not been received by the Treasurer of the **Chapter** as provided for in Article VII.

ARTICLE IV BOARD OF DIRECTORS

SECTION 1 The Board Members of the **Chapter** must be Members in good standing. These Board Members shall be President, Vice President, Secretary, Treasurer, Program Director, Membership Director, Marketing & Communications Director and Past President. These Board Members shall constitute the *Chapter Board of Directors or Chapter Board*. The President shall act as Chairperson thereof.

SECTION 2 The President is responsible for providing leadership to the Board, to volunteers and to the Chapter membership. The President shall preside at all meetings of the **Chapter**. The President shall perform the tasks and activities necessary to support the purposes and objectives of the **Chapter** as stated in Article II. The President is responsible for insuring Board members have the resources and knowledge needed to fulfill their duties. 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 whatsoever, and shall attend to any other duties as the President may require.

SECTION 4 The Secretary shall record and keep minutes of all meetings. The Secretary shall review bank reconciliation monthly. The Secretary shall monitor and communicate all calendared activities that must be completed by the Board as described in applicable Articles herein.

SECTION 5 The Treasurer shall collect funds or articles of value belonging to the **Chapter**, and shall keep an accurate accounting of all **Chapter** receipts, expenditures, and deposits. The Treasurer shall perform monthly reconciliation of all accounts. The Treasurer shall keep the Board apprised of the current financial status and report the current status to the Board at scheduled Board meetings, further described in Article VII, Section 5. If the Treasurer is unable to attend a meeting, the financial status shall be provided in advance of the meeting. The Treasurer shall perform oversight over any third party providing accounting services.

SECTION 6 The Program Director is responsible for managing the **Chapter** events and activities as approved by the Board, to include speaker selection/approval, coordinate scheduling of speakers, provide presentation slide for Board review, provide final presentations for posting to the website, and update the **Chapter** events schedule as needed. The Program Director is responsible for maintaining a record for speakers who have submitted or presented, along with artifacts related to their submission, presentation and performance. See Article VI for additional information.

SECTION 7 The Membership Director shall manage **Chapter** membership needs for existing and perspective members; execute a program to effectively on-board new **Chapter** members, and be responsible for the development and implementation of a recruitment and retention program for the **Chapter**.

SECTION 8 The Marketing & Communications Director shall maintain all communications related activities with membership and other professional organizations. Promote the organization and generate a positive public image. Encourage participation in/contribution to: articles, job postings, and other appropriate materials for newsletter, website, and other communication tools.

SECTION 9 The Past President shall remain on the Board of Directors for one year following the year of office.

SECTION 10 Each Board member is responsible for reviewing, developing and/or modifying a set of standard operating procedures related to the duties of their position and fulfilling said activities once approved by a vote of the Board.

SECTION 11 The business of the **Chapter** shall be managed by the *Chapter Board of Directors*. A Board quorum is required for approval of motions or proposed activities to be supported by the **Chapter**. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 12 In case of Board vacancy other than the office of President (See Article IV, Section 4), such vacancy shall be appointed by a Board member and approved by a Board vote. Appointment will be announced to the membership attending the next general meeting.

SECTION 13 On a motion and seconded from a Board Member, a Board Member shall be held before the Board for malfeasance or dereliction of duty. Examples of cause for disciplinary action may include, but are not limited to: failure to perform duties as described, failure to comply with the purposes of the objectives of the **Chapter** as stated in Article II, demonstrate behavior that limits the Board's ability to function in a cohesive and professional manner. A disciplinary hearing will be held within 30 days of the motion passing. The Board Member being subjected to these actions can accept or decline the hearing in writing within 10 days of the notification or choose to resign from the position at that time. Should the Board Member choose to waive the right to a disciplinary hearing, the Board will move forward to a vote on permanent removal.

ARTICLE V ELECTIONS

SECTION 1 The *Chapter Board of Directors* shall be elected by popular vote, each Member in good standing to be entitled to one vote for each position being elected. Nominees must be a member in good standing of ISSA International, Inc., a member of the Chapter and can reasonably commit to completing the term.

SECTION 2 The Nominating Committee shall consist of two Members in good standing as selected by the *Chapter Board of Directors* at the December meeting of each year. Members in good standing may volunteer for this function.

SECTION 3 The Nominating Committee Chairperson shall announce the March election and acceptance for nominees at the January and February meetings.

SECTION 4 Elections shall be held during the March meeting of each year.

SECTION 5 Election results shall be announced at the end of the March meeting.

SECTION 6 The term of office shall consist of one year commencing at the conclusion of the March meeting. Past Board Members shall be granted a waiver of their meeting fees to **Chapter** events for one year following the term of office.

ARTICLE VI MEETINGS/EVENTS

SECTION 1 The regular meeting of the **Chapter** shall be held on the second week of each month.

SECTION 2 At all meetings, a minimum of ten Members in attendance shall constitute a quorum for the transaction of business.

SECTION 3 Guests may be invited to designated meetings by discretion of the Board. No person may be invited as a guest of a Board member to more than two meetings in the same year.

SECTION 4 A records management process shall be utilized to document and track monthly meetings. Documents to be stored may include, but are not limited to, attendance, speaker information and venue information.

SECTION 5 The **Chapter** may hold an annual symposium in support of **Chapter** goals and objectives. A symposium committee may be formed by the Board to support the event.

SECTION 6 The Board may solicit speakers, sponsors and participants to support meetings or events and shall approve speakers, sponsors and participants at their sole discretion.

SECTION 7 The Board may allow security-related organizations to make announcements about their upcoming events at monthly meetings.

SECTION 8 Speakers or Presenters at a meeting or other event shall have the right to allow or disallow recording or photography of their presentation.

ARTICLE VII FINANCIAL ADMINISTRATION

SECTION 1 **Chapter** dues shall be payable annually to ISSA International, Inc.

SECTION 2 **Chapter** accounts, annual audits, and tax submittals shall be based on a fiscal year that begins April 1 and ends on March 31.

SECTION 3 Bank accounts in the name of the **Chapter** shall be established and maintained as directed by the *Chapter Board of Directors*.

SECTION 4 Signatory authority for all accounts which may be established shall reside with the duly elected President, Vice-President and Treasurer.

SECTION 5 The Treasurer monthly status report shall include current balances, income statement to prior month end, profit & loss statement and projected annual expenses and liabilities.

SECTION 6 An annual audit of financial records shall be completed by April 30. An Auditing Committee consisting of two Members in good standing shall be appointed by the Chapter Board each year. These individuals shall not be Members of the *Chapter Board*. The responsibility of the Auditing Committee shall be to examine all financial records of the **Chapter** and provide a report of its finding and recommendations to the

membership within the next quarter. This report shall be in writing, and shall be maintained as part of the permanent records of the **Chapter**.

SECTION 7 The Board may hire or obtain accounting services from an independent third party as deemed necessary.

SECTION 8 All Board Members will be required to submit a "Request for Reimbursement" with all applicable receipts to The Treasurer in order to receive payment.

ARTICLE VIII COMMUNICATIONS AND MARKETING

SECTION 1 The **Chapter** shall operate and maintain event management capabilities to support the communication and marketing objectives, including but limited to: meeting/event registration, payment collection and membership communication. The Board may hire or obtain these services from an independent third party.

SECTION 2 The **Chapter** shall operate and maintain a web/social media presence. The Board may hire or obtain these services from an independent third party.

SECTION 3 The **Chapter** shall design and produce media materials in support of **Chapter** activities. The Board may hire or obtain services from an independent third party.

SECTION 4 The Board may, at its discretion, provide endorsements of organizations that serve the security community in a neutral or beneficial manner.

SECTION 5 The Board may, at its discretion, endorse meeting speakers/presenters when solicited for such endorsements.

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 ISSA International, Inc. by reason of their affiliation, from any lawsuits, damages, and other expenses or liabilities arising out of the activities of the **Chapter**.

SECTION 2 ISSA International, Inc. Liability - The **Chapter** shall not be responsible or liable for any lawsuits, damages, other expenses or liabilities arising out of the activities of ISSA International, Inc.

SECTION 3 The **Chapter** shall provide Chapter members serving as Board Members with liability insurance based on common practices within the industry.

ARTICLE X HEADQUARTERS

SECTION 1 The Headquarters of the Orange County **Chapter** shall be located in the County of Orange, in the State of California, at the address designated by the Board of Directors.

ARTICLE XI
AMENDMENTS TO THE BY-LAWS

SECTION 1 These By-laws may be amended, repealed, or added to in the following manner only:

- a) Ten percent of the Members of the **Chapter** or one third of the Members of the Chapter *Board of Directors* 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 By-laws.
- b) The Secretary shall present such proposed amendment, repeal, or addition at the next regular meeting of the *Chapter Board of Directors*, 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 *Chapter Board of Directors* unless such notice has been given to each Member of the Board not less than 20 days prior to that meeting.
- c) At the meeting of the *Chapter Board of Directors* called in accordance with the provisions of Paragraph (b) above, the proposed amendment, repeal, or addition to the By-laws shall be considered and voted upon by the Members present. If, at the meeting, a quorum being present, two-thirds of the total number of Board Members present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the *Chapter Board of Directors*. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next general meeting of the **Chapter** for ratification.
- d) Amendments to these By-laws shall become effective after ratification by the Members on the date specified by the Board of Directors.

SECTION 2 By-Laws will be reviewed by the existing Board for accuracies, discrepancies, and modifications to **Chapter** or ISSA International Inc. requirements, every 2 years, prior to the new fiscal year start. Any proposed repeals or additions will be presented in accordance with item c of SECTION 1 of this Article.

//END BYLAWS//

BY-LAW ACCEPTANCE AND APPROVAL


APPROVED ON THIS 9th DAY OF March, IN THE YEAR 2017 AT IRVINE, CALIFORNIA.



PRESIDENT



VICE PRESIDENT



SECRETARY



TREASURER



PROGRAM DIRECTOR



MEMBERSHIP DIRECTOR



MARKETING & COMMUNICATIONS DIRECTOR