Central Ohio Chapter

Information Systems Security Association

BYLAWS
01/04/2021
<table>
<thead>
<tr>
<th>Version</th>
<th>Date</th>
<th>Description of Change</th>
<th>Person(s) Involved</th>
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<tbody>
<tr>
<td><strong>1.0</strong></td>
<td></td>
<td>Initial Bylaws created</td>
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<tr>
<td><strong>2.0</strong></td>
<td>10/12/12</td>
<td>Complete revision of the 1989 Bylaws</td>
<td>David Garcia, Aaron Ansari, Mike Godsey, Constance Matthews, Kenton Brown, Mary Anne Crawford</td>
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<tr>
<td><strong>2.1</strong></td>
<td>11/14/12</td>
<td>Article VI, Section 3: change to quorum definition to 10% of members in good standing</td>
<td>Mary Anne Crawford per Board direction at 11/8/12 Officer’s Meeting and Ratification of Members in Good Standing at General Session 11/14/12</td>
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<tr>
<td><strong>2.2</strong></td>
<td>12/13/15</td>
<td>Article IV, the addition of Sponsorship Director and Director of Speaker Resources as voting board members, and a new supermajority to be 6 of 9 officers. Article V now requires the nominating Committee to provide a detailed plan to execute elections.</td>
<td>Jeff Flickinger per Board direction at 12/12/17 Officer’s Meeting and ratification by members in good standing at General Session 1/17/18.</td>
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<tr>
<td><strong>2.3</strong></td>
<td>12/8/20</td>
<td>Article V, the addition of Director of Technology</td>
<td>Connie Matthews, per board direction at our board meeting and ratification by members in good standing at our General Session on 01/20/21</td>
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## Document Review History

<table>
<thead>
<tr>
<th>Date</th>
<th>Reviewers</th>
<th>Comments</th>
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<tr>
<td>8/3/12</td>
<td>Brent Bigelow, Dan Eckstein, David Garcia, Mike Godsey, Constance Matthews, Chad Sturgill</td>
<td>Complete review of 1989 Bylaws</td>
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<tr>
<td>9/7/12</td>
<td>David Garcia, Aaron Ansari, Mike Godsey, Constance Matthews, Kenton Brown, Michelle Melendez</td>
<td>Complete review of 1989 Bylaws</td>
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<td>10/12/2012</td>
<td>David Garcia, Aaron Ansari, Mike Godsey, Constance Matthews, Kenton Brown, Michelle Melendez, Mary Anne Crawford</td>
<td>Complete review of 1989 Bylaws</td>
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<tr>
<td>12/8/20</td>
<td>Connie Matthews, Jeff Flickinger, Joe Tanner, Bobby Kinzer, Marissa Ball, Paul Frenken, Paul Browning, Matt Morrison, Courtney Vozenilek, Danielle Bennett</td>
<td>Complete Review of 2017 Bylaws</td>
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Article I
NAME

The name of this organization shall be the Central Ohio 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 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 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. General Membership – (i) Professionals who have as their primary responsibility information systems security in the private or public sector, or professionals supplying information systems security consulting services to the private or public sector; or (ii) Educators, attorneys, and law enforcement officers having a vested interest in information/data security; or (iii) Professionals with a primary responsibility for marketing or supplying security equipment or products. 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 Directors.

The types of membership may be referenced at the Association’s website, www.issa.org.

SECTION 2. Student Membership – Student members are full-time students in an accredited institution of higher learning. This membership class carries the same privileges as that of a General Member except that Student Members may not vote on Association matters or hold an office on the ISSA International Board. There is
no restriction against students forming a student Chapter. All membership dues are not-refundable. Local Chapter dues will be waived.

SECTION 3. Members in Good Standing - Members who maintain their membership with the Association 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 Chapter 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 has not been received by the Chapter Treasurer as provided for in Article VII.

SECTION 7. Other - The Chapter Officers with the approval of the Association’s Vice President of Membership may provide for other types of membership.

Article IV
OFFICERS

SECTION 1. Officers - Must be general members in good standing as of the date of their election. The Officers shall consist, at minimum, of President, Vice President, Secretary, Treasurer, Communications Director, Education Director, Director of Sponsorships, Director of Speaker Resources, and Special Advisor. Other voting positions may be designated by a super majority vote of the Officers and approved by the Chapter, following established Bylaw revision procedures. Non-voting positions, such as a Program or Sponsor Director, may be created by a super majority vote, (6 of 9) of the Officers. All Officers are required to attend at least one-half of Chapter regular meetings and two-thirds of all Officers’ meetings. Special events and training course attendance count towards this requirement.

SECTION 2. President - Shall be the executive officer of the Chapter, shall preside at 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.

1. Program Manager – this function is responsible for planning and execution of regular Chapter meetings and technical training. The appointment of this non-voting role is approved by a super majority of the Officers. The Program Manager reports directly to the President and works closely with other Officers and contributors such as the Webmaster and Sponsorship Director.

SECTION 3. 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 for the duration of the President’s term, and shall attend to any other duties as the President may require. Additionally, the Vice President shall identify and contact new members and those members whose membership will expire within 30 days, contacting same, to either welcome them to the Chapter or to facilitate membership retention. Any questions regarding membership eligibility shall be addressed to the Vice President who will contact ISSA International for further advice or action.

SECTION 4. 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 Officer shall also transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Communications Officer.

1. Webmaster- this function is responsible for updating the Chapter website, mailing list, and event registration. The appointment of this non-voting role is approved by a super majority of the Officers. The Webmaster reports directly to the Communications Director and works very closely with other Officers and contributors such as the Program Manager and Sponsorship Director.

SECTION 5. Secretary - Shall record and keep minutes of all meetings, maintain the official records of the Chapter, and monthly perform the bank reconciliation. The Secretary shall also ensure that all legal documents are filed in a proper and timely manner.

SECTION 6. 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, deposits, and ensure all tax filings are executed in a timely manner. A financial summary shall be presented to Officers at their regularly scheduled meetings and prepared tax information shall be made available to the Officers prior to tax filing.

SECTION 7. Education Director – Shall ensure that regular Chapter training, such as the CISSP preparatory class, is managed and executed appropriately. The Education Director shall also hold primary responsibility for identifying those members eligible for recognition as Senior Members and Senior Fellows, and assist those members in
achieving said recognition. The Education Director shall be the first Officer offered review of proposed speakers and presentations.

SECTION 8. Special Advisor – Shall ensure a single point-of-contact for Chapter events, such as the Central Ohio InfoSec Summit, and shall ensure the Officers are informed and prepared to execute such events, or engage additional assistance to ensure the success of the Chapter event. Other responsibilities may be delegated to the Special Advisor as approved by a super majority vote of the Officers.

SECTION 9. Sponsorship Director- The Sponsorship Director is responsible for identifying and coordinating sponsorship support for Chapter events, to include but not limited to, regular chapter meetings, ad hoc tech sessions and work shops, the chapter's main annual event where this Director works closely with the Special Advisor, and chapter social gatherings.

SECTION 10. Director of Speaker Resources – The Director of Speaker Resources is responsible for identifying, planning, and coordinating with qualified speakers and trainers to support chapter events, and works closely with the Special Advisor planning for the main annual event. This role is supported by all board members. The Director is responsible for ensuring that qualified sponsors are afforded the opportunity to exercise their ability to support the chapter with a speaker during chapter meetings, while simultaneously striving to ensure that two of the three speakers at chapter meetings are not from vendors.

SECTION 11. The Advisory Board is a group of invited, senior executives representing information security and other complementary backgrounds who volunteer their time and expertise to support the Chapter. Representative titles may be CISO, CIO, CPO, counsel, and consultant. The Advisory Board composition, meeting schedule, and involvement with the Chapter Officers and Chapter membership are determined by a super majority vote of the Officers. Additional guidance regarding the role of the Advisory Board and its relationship to the Chapter shall be documented in Chapter Operating Procedures and approved by a super majority of Officers.

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

SECTION 13. The business of the Chapter shall be managed by the Officers. A quorum for business shall consist of a super majority of Officers holding voting positions. 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 and approval of the remaining Officers, and subject to the consent of a majority of the membership attending the next Chapter meeting.
SECTION 15. On a motion and second from the membership at a general meeting, an Officer may be held before the Chapter for malfeasance of duty. A two-thirds majority of all Chapter members present shall be required for removal from office.

SECTION 16. A quorum of the Officers may, at their discretion, establish special committees or appoint volunteer members to assist in running the Chapter business.

**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 three members in good standing as selected by the Officers in January of each year. Members in good standing may volunteer for this function. A Nominating Committee Chairman is to be named from the Committee and should be a former Officer that is not currently in office and not running for any office. A sanitized active member list shall be provided to the Nominating Committee for verification of membership in good standing. The Nominating Committee may contact any of the nominees via email for verification of acceptance of nomination.

SECTION 3. Nominees shall be identified for all open positions and their acceptance of nomination received by the Nominating Committee by the April Officers’ meeting. A member may be nominated for more than one office. A member, once elected, can only hold one office at a time.

SECTION 4. Nominees shall be introduced to the Chapter via Chapter communications in April and May as well as in person at the May Chapter meeting/Chapter event.

SECTION 5. The Nominating Committee Chairman, who has executed the ISSA Code of Ethics, shall receive, review, and affirm the accuracy of a current membership list and ensure the voting mechanism is ready to be executed, prior to the date voting shall commence. The use of electronic voting systems such as Vote.net as suggested by ISSA international shall be used for voting communication to membership, vote collection, and vote tallying by the Nominating Committee. The Chairman will provide the board with a timeline of executable actions that will demonstrate adherence to our by laws, and will communicate with the board immediately if situations arise that may force the election process into a scenario that breaks the chapter by laws.

SECTION 6. Elections shall commence during the May Chapter meeting/Chapter event and be open for a period of time so as to conclude with winners identified prior to the June Officers’ Meeting.

SECTION 7. Election results shall be announced to the Chapter at the June Chapter meeting.
SECTION 8. Outgoing Officers should transition assets, resources, and responsibilities to incoming Officers between the June Chapter meeting and the July Officers’ meeting. The new and complete Officer slate shall attend monthly planning meetings during July and August, months when the Chapter does not meet.

SECTION 9. All Officers shall be introduced to the Chapter at the September Chapter meeting along with the plan for the Chapter year.

SECTION 10. The term of office for any Officer shall consist of two years commencing first day of the month following the election. If an office is permanently vacated for any reason the President may appoint an interim person to fulfill the remainder of the term, approved by the majority of the remaining Officers.

SECTION 11. The President and the Treasurer shall be limited to two consecutive terms. In addition, the Officers shall have staggered terms of office. The President, Special Advisor, Secretary and Education Director shall have terms beginning in even calendar years while the Vice President, Treasurer, and Communications Director shall have terms beginning in odd calendar years.

Article VI
MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held monthly from September through June.

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 five (5) non-Officer members in attendance shall constitute a quorum for the transaction of business. Therefore, five (5) Officers shall constitute a quorum for conducting an Officers’ meeting. Additionally, a minimum of 10% of Members in Good Standing shall be present at the annual general meeting in order to conduct official business.

SECTION 4. The order of business at the Chapter’s annual general meeting shall follow these guidelines:

a) Call to Order
b) Reading and Approval of Minutes of Last General Meeting
c) Reports from all Officers
d) Unfinished Business
e) New Business
f) Special Announcements
g) Program Agenda
h) Adjournment

The order of business at regular Officers’ meetings shall follow these guidelines:
a) Call to Order
b) Approval of Minutes of Last Officers’ Meeting Previously Provided
c) Adherence to an Agenda
d) Reports from all Officers including those Absent
e) Update on Action Items
f) New Business
g) Assignment of Action Items
h) Adjournment

SECTION 5. The order of business may be revised or dispensed with by the Officer presiding upon the approval of the members present, if circumstances decree that such action 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 those dues will be incorporated into 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 is required for all accounts, which may be established, and shall reside with the duly elected President, Vice President, and Treasurer. Any two of the three signatures shall constitute a valid signature combination.

**SECTION 4.** The Secretary shall be responsible for reconciliation of all bank accounts for verification purposes. The Secretary shall not have signatory authority.

**SECTION 5.** An Auditing Committee consisting of two non-Officer members in good standing and/or a qualified accountant shall be selected by the President at the first meeting following January 1, of each year and approved by a super majority of the Officers. The responsibility of the Auditing Committee shall be to examine all financial records of the Chapter and provide a report of its findings and recommendations to the Officers at the April Officers’ Meeting and to the membership at the April Chapter meeting. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

**SECTION 6.** Additional guidance for financial administration, including contracts, shall be documented in Chapter Operating Procedures and approved by a super majority of Officers.

**Article VIII**

**LIMITATION 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, or 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 Central Ohio Chapter shall be located in the State of Ohio, at the address designated by the Officers.

Article X
AMENDMENTS TO THE BYLAWS

SECTION 1. The President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Officers. This review shall be for the purpose of familiarizing each Officer 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 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 in writing not less than 10 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 by the Officers present. If, at the meeting a quorum being present, a super majority of the Officers 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. Chapter members shall be provided a minimum of thirty days to review proposed changes to the Bylaws.
e. Amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Officers.
f. The revised Bylaws shall be submitted in writing to the Association, no later than 30 days following ratification. A copy shall be maintained in the Chapter records. An electronic copy shall be posted to the Chapter website.