

**BYLAWS OF THE COLORADO SPRINGS CHAPTER
OF THE
INFORMATION SYSTEMS SECURITY ASSOCIATION INTERNATIONAL**

ARTICLE I

NAME

The name of this organization shall be the Colorado Springs Chapter, an authorized chapter of the international organization, Information Systems Security Association International, hereafter referred to as ISSA. The local Colorado Springs subordinate organization shall be referred to as the "Chapter", also known as "ISSA-COS."

ARTICLE II

PURPOSE AND OBJECTIVE

The purpose of the Chapter is to promote the advancement of member education and improve and develop their capabilities for securing information systems processing, compliant with the requirements found under Section 501(c) (6) of the 1954 Internal Revenue Code.

More specifically, the objectives of the Chapter are:

- (a) to promote the education of, and to help expand the knowledge and skills of its members in the interrelated fields of information systems security and information processing;
- (b) to encourage a free exchange of information security techniques, approaches, and problem solving skills 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 to their employers;
- (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
- (e) to promote information security education and general public awareness of information security issues and...
- (f) to provide members an opportunity to network with other professionals in their chosen field.

ARTICLE III

MEMBERSHIP

SECTION 1. Membership in the Chapter is based upon having interest in information security in the private or public sector. In addition, membership is contingent upon interest in the purpose and objectives of the Chapter as stated in Article II, and observance of the ISSA Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter. Membership is subject to provisions of the ISSA Articles of Incorporation, the Bylaws of ISSA and the Chapter, and the rules established by the ISSA and Chapter Boards of Directors.

There are two categories of membership:

a) General Members:

- (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 primary responsibility for marketing or supplying security equipment or products; or
- (iv) Individuals who have an interest in Information Systems Security for professional, career or personal enhancement.

b) Student Members: Individuals who are enrolled in a full time course of study at an accredited institution of higher education.

SECTION 2. The Chapter Board of Directors, at their discretion, may provide for other classes of membership.

SECTION 3. General Members who elect to join multiple chapters must annually declare one chapter to be their Primary Chapter. Voting privileges of General Members shall be only within their Primary Chapter.

SECTION 4. General Members who maintain their membership by payment of dues as required under Article VIII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of General Membership. The membership year shall be based upon the anniversary date of a member joining ISSA.

SECTION 5. Student Members who maintain their membership by payment of dues as required under Article VIII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of Student Membership. The membership year shall be based upon the anniversary date of a member joining ISSA. Student members may not serve as an elected chapter officer but may serve on all chapter committees.

SECTION 6. 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 VIII.

SECTION 7. 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.

SECTION 8. The 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 Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the interests of the Chapter or ISSA, provided that such person shall have been granted an opportunity for a hearing before the Board. The Board 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 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.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Chapter must be General Members in good standing as of the date of their election. These officers shall be President, Executive Vice President, Chapter Vice President, Vice President of Training, Recorder, Communications Officer, Treasurer, four (4) Members-at-Large, Vice President of Membership, Director of Professional Outreach, and Director of Certification. These officers shall constitute the Board of Directors. The President shall act as Chairperson thereof.

SECTION 2. The President shall be the executive head of the Chapter and shall preside at all meetings of the Chapter. The President shall have the power to call special meetings with a nominal five (5) day notification to the general membership if deemed necessary for the benefit of the Chapter. The President shall also have the power to assign the duties of the monthly reconciliation of the bank account to any officer other than the Treasurer and Vice President. The President will have the authority to spend up to \$250 for any single occurrence without board approval but will report within three business days to the board the expenditure of funds.

SECTION 3. The Executive Vice President is responsible to the President for defining the strategic goals and direction of the chapter. The Executive Vice President shall have the power to call a meeting of the Board without the consent of the President. The Executive Vice President shall provide liaison with organizations within the State of Colorado for the Chapter and be responsible for presenting to the overall board the recommended strategic direction of the chapter.

SECTION 4. The Chapter 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 for a period not to exceed six (6) months, and shall attend to any other duties as the President may require. The Vice President shall have the power to call a meeting of the Board without the consent of the President. The Vice President shall direct and provide liaison among the standing committees within the Chapter. In addition, the Vice President will work closely with the Treasurer to ensure accurate accounting of chapter funds.

SECTION 5. The Vice President of Training will be responsible for directing all chapter training and education activities. This includes coordinating training and education issues with the ISSA International office, briefing the chapter on training and education status/issues, and by providing direction and advice to the Training Committee ensuring that members of the chapter are being provided training and education opportunities. They shall also provide liaison with higher educational institutions within the State of Colorado for the Chapter.

SECTION 6. The Recorder shall record and keep minutes of all meetings, and shall maintain the official records of the Chapter other than those records kept by the Treasurer. Additionally, the Recorder shall be responsible for ensuring chapter members are recognized for senior member and fellow status, and for submitting members/the chapter for awards, either directly or by supervising a Recognition Committee. The Recorder will also serve as the chapter historian.

SECTION 7. The Communications Officer 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. The Communications Officer shall approve content of Chapter sponsored websites and newsletters. Additionally, the Communications Officer shall be responsible for the publication of the Chapter Newsletter and/or website, either directly or by supervising an appointed editor/webmaster.

SECTION 8. The Treasurer shall be responsible for Chapter financial administration as outlined in Article VIII. The Treasurer shall receive all Chapter membership dues from ISSA and receive and disperse other monies incidental to Chapter activities. The Treasurer shall maintain an accounting of articles of value belonging to the Chapter, and shall keep an accurate accounting of all treasury receipts, expenditures, and deposits.

SECTION 9. The Members-at-Large shall be responsible for acting as a liaison between the ISSA-COS members and the Board, annually assessing the Board's performance, and coordinating all committees not established as standing committees.

SECTION 10. The Vice President of Membership shall maintain a current list of members in good standing of the chapter and will be responsible for directing all chapter

membership activities. This includes coordinating membership issues with the ISSA International office, briefing the chapter on membership status/issues, and by providing direction and advice to the Mentorship Committee ensuring that members of the chapter are being provided mentoring opportunities.

SECTION 11. The Director of Professional Outreach will be responsible for representing the chapter at events external to the chapter. These efforts will focus on ensuring the chapter is properly marketed to external organizations and will focus on developing professional relationships that will be beneficial to the chapter and to the partnering organization.

SECTION 12. The Director of Certification shall collect and maintain sufficient certification information of chapter members and provide certification demographics to the Board. The Director of Certification shall also approve continuing education credits for chapter meetings, training seminars, and any other events deemed necessary. Additionally, the Director of Certification shall be responsible for assisting members, as requested, with certification questions either directly or with assistance from other members.

SECTION 13. The business of the Chapter shall be managed by the Board of Directors. A Board quorum for business shall consist of at least seven (7) board members present. This Board may, from time to time, establish special committees for various purposes as required. Board votes may be taken electronically with each board member being given at least 72 hours to respond to vote requests unless the President deems it is the best interest of the chapter for a shorter voting period.

The following positions shall establish a deputy for their positions. Deputies will not be elected, but shall be appointed, as necessary, by the principle. Deputies will be authorized to act on behalf of the principle during the principle's absence.

- Recorder
- Communications Officer
- Vice President of Training
- Vice President of Membership
- Treasurer
- Director of Professional Outreach
- Director of Certification

SECTION 14. In case of a Board vacancy, other than the Office of President, such vacancy shall be filled by appointment by the President, upon the advice of the remaining Board members.

ARTICLE V

STANDING COMMITTEES

SECTION 1. The President, with approval of a majority of the Board, shall appoint chairpersons to standing committees.

SECTION 2. The appointed chairpersons to said standing committees shall serve as officers of the Chapter, without Board privileges.

SECTION 3. Standing committees shall be established for Training, Ethics, Sponsorship, Web Development, and Mentorship. Other standing committees may be established as deemed necessary by the Board.

ARTICLE VI

ELECTIONS

SECTION 1. The Board of Directors shall be elected by popular vote, each General Member in good standing declaring the Colorado Springs Chapter as their Primary Chapter to be entitled to one vote.

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

SECTION 3. The Election Committee shall prepare and distribute election ballots to be returned at the December Meeting.

SECTION 4. Absentee ballots will be accepted by the close of elections. Absentee ballots will have no interior markings to identify the elector. Absentee ballots will be sealed in an envelope with the elector's name. The ballot envelope will not be opened by the election committee until the elector's name has been verified as a Chapter General Member in good standing. Once the elector has been verified, the envelope will be opened and discarded. The absentee ballot will be submitted to the election counters.

SECTION 5. Elections shall be held at a time specified by the Chapter Board of Directors each year.

SECTION 6. Election results shall be announced at the December meeting.

SECTION 7. Terms of office shall consist of two years beginning on January 1st following the election. To provide continuity, Board positions shall be elected as follows:

Elected in odd years

Executive Vice President
Chapter Vice President
Communications Officer
2 Members-At-Large

Elected in even years

President
Vice President of Training
Director of Certification
Recorder
2 Members-At-Large

SECTION 8. The Recorder, or an elected board member not standing for reelection, shall be responsible for collecting, tabulating, recording of Ballot results.

ARTICLE VII

MEETINGS

SECTION 1. At least once each year the Chapter shall have an official business meeting without subject to Section 4 of this Article.

SECTION 2. At all general meetings, a minimum of forty General Members, not on the elected Chapter Board of Directors, in attendance shall constitute a quorum for the transaction of business as long as at least one elected member of the Chapter Board of Directors is present.

SECTION 3. The order of business at regular meetings shall be as follows:

- Call to Order
- Presidents Report
- Treasurers Report
- Reports of Membership & Training Committees
- Unfinished Business
- New Business
- Special Announcements
- Program Agenda
- Adjournment

SECTION 4. The order of business may be revised or dispensed with by the Board member presiding, if circumstances decree that such action be taken.

SECTION 5. The presiding Board member shall have the authority to appoint a Sergeant at Arms to preserve order and execute commands at any Chapter function.

SECTION 6. Guests may be invited to regular meetings.

ARTICLE VIII

FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable each year by the anniversary date of a member joining ISSA and shall be paid to ISSA International as part of the renewal process. Payment of dues from each member will be forwarded to ISSA, International, and Chapter dues will be returned to the Chapter treasury. Payment of dues and fees shall be made in U.S. dollars or the equivalent based on the official exchange rate on the due date of the billing.

SECTION 2. The amount of annual chapter dues shall be recommended by the Board of Directors and shall be approved by a two-thirds vote of the members in attendance during a regular meeting. Any proposed change to the Chapter dues must be publicized

to the Chapter members at least two weeks prior to the regular meeting at which the vote on the change would take place. The President or their designated representative shall coordinate any changes in annual dues with ISSA International within 10 days.

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

SECTION 4. Signatory authority for all Chapter bank accounts shall reside in the duly elected Chapter Vice President, Treasurer, and a General Member in good standing appointed by the President. In cases of extended absence by one of the signatory authorities, the President, with concurrence of a simple majority of the Board of Directors, may appoint a General Member in good standing as a signatory authority.

SECTION 5. An Audit Committee consisting of two members in good standing shall be appointed by the President at least once each year. These individuals shall be responsible to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership within 30 days of their completed audit. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE IX

LIMITATIONS OF LIABILITY

SECTION 1. The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless ISSA International., by reason of their affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

SECTION 2. The Chapter shall not be liable for the publication, distribution, or presentation of information that may directly or indirectly cause damage if relied upon by members or invited guests.

SECTION 3. The Chapter shall not be responsible, or liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of ISSA International.

ARTICLE X

HEADQUARTERS

SECTION 1. The Headquarters of the Colorado Springs Chapter of the Information Systems Security Association shall be located in the State of Colorado, at the address designated by the Board of Directors.

ARTICLE XI

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 General Members of the Chapter may at any time propose in writing, signed by them and addressed to the Recorder, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws. Any member of the Board of Directors may propose in writing 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 at the next regular meeting of the Board of Directors. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Board of Directors unless notice of the proposal has been given to each member of the Board not less than 7 days prior to the meeting.

c. At the meeting of the Board of Directors 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 member's present. If, at the meeting, a quorum being present, two-thirds of the total number of director's present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next regular meeting of the Chapter for ratification. Ratification requires a majority of General Members in attendance at a membership meeting as directed by the President.

d. If the President determines, board members may vote on any and all ISSA actions by electronic means as necessary.

e. Changes to these Bylaws shall become effective after presentation to the Chapter members at a regular meeting on the date specified by the Board of Directors.

APPROVED ON THIS 16th DAY OF DECEMBER, 2016