



**BYLAWS**

**OF THE ROCHESTER CHAPTER**

**OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

**ARTICLE I**

NAME

The name of this organization shall be the Rochester ISSA 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.

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 Directors.

The types of membership may be referenced at the Association's website, [www.issa.org](http://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 has 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. Chapter officers shall consist of, at a minimum, President, Secretary, and Treasurer. The President shall act as Chairman thereof. Additional officers are optional such as Vice President, Communications Officer, and Membership Director.

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 (optional officer) 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 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.

SECTION 5. The Secretary shall record and keep minutes of all meetings. The Secretary shall perform a bank reconciliation at least quarterly. In the absence of an elected Communications Officer, the Secretary shall be responsible for all duties identified in the Communications Officer description. The Secretary may delegate activities (with acceptance), or ask for volunteers, to assist with the identified communication responsibilities as necessary.

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. In addition, the Treasurer shall be responsible for any submissions of a financial nature to the National Association, the IRS or other financial or government entities as required.

SECTION 7. The Membership Director is responsible to maintain and retain current members and recruit and assist potential new members, by maintaining membership information and creating necessary correspondence. In addition the Membership Director will promote the Chapter through media advertisements as well as applicable conferences, trade shows, etc..

SECTION 8. The Web Administrator is an appointed position shall be responsible for the ongoing design, support and maintenance of the Chapter's website; including gathering and publishing up-to-date facts, schedules, and announcements of all Chapter activities. The Web Administrator is not a chapter officer.

SECTION 9. 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 10. 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 11. 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 12. 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 in good standing shall be required for removal from office.

SECTION 13. 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 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 selected by the Officers at the (recommended September) 3<sup>rd</sup> Quarter meeting of each year. Members in good standing may volunteer for this function.

SECTION 3. Elections shall be held during a (recommend December) 4<sup>th</sup> Quarter meeting of each year.

SECTION 4. The Nominating Committee Chairman shall prepare and distribute election ballots at least one month prior to a 4<sup>th</sup> Quarter meeting.

SECTION 5. Election results shall be announced at the end of a 4<sup>th</sup> Quarter meeting.

SECTION 6. The term of office shall consist of one year commencing at the beginning of the calendar year following the successful election held in a 4<sup>th</sup> quarter meeting. An officer in an existing position may run for re-election. An existing officer may elect to run for another chapter position once their existing term is completed.

## **ARTICLE VI**

### MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held at least once per calendar quarter. More frequent meetings may be held.

SECTION 2. Special meetings may be called by the officers at any time upon a ten business day written notice to all Chapter members. E-mail notification is considered an acceptable written notice.

SECTION 3. At all general meetings, the following minimum number of members in attendance shall constitute a quorum for the transaction of chapter business: A simple majority of chapter officers, plus the necessary number of additional members in good standing to reach a minimum of Seven (7) total meeting attendees

SECTION 4. The order of business at regular meetings shall normally be as follows:

- a) Call to Order
- b) Review and Approval of Minutes of Last General Meeting
- c) Review of Minutes of the Officers Meeting
- d) Report of the Treasurer

- e) Reports of Special Committees
- f) Unfinished Business
- g) New Business
- h) Special Announcements
- i) Program Agenda
- j) 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 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. Signatory authority for all accounts, which may be established, shall reside with at least two (2) duly elected chapter officers (Example: President, Vice President, Communications Officer, and Treasurer). The chapter books shall be audited on a yearly basis by members in good standing who do not have signatory authority.

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 shall consist of at least two (2) members in good standing and/or a qualified accountant, shall be appointed by the President at the (recommend September) 3<sup>rd</sup> Quarter meeting of each year. These individuals shall not have signatory authority for the chapter. 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 membership at the 4<sup>th</sup> quarter meeting prior to elections. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6. In the event the Rochester ISSA chapter votes to dissolve, any financial or equipment related assets that the chapter may be in possession of, will be donated to an appropriate not-for-profit organization (or organizations) as agreed and voted upon by the majority of the currently elected chapter officers.

SECTION 7. Chapter expenses need to be approved by currently elected officers prior to payment utilizing the following guidelines:

1. Up to \$200 – Any officer
2. \$200.01 to \$750 – President
3. \$750.01 to \$2,000 – President + 1 other officer
4. \$2,000.01 + Majority vote of a board mtg.

## **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 Rochester Chapter shall be located in the (State of New York) of the United States 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 Chapter members in good standing, 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 \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_

AT \_\_\_\_\_,

\_\_\_\_\_  
PRESIDENT (print name and sign)

\_\_\_\_\_  
VICE PRESIDENT (print name and sign)

\_\_\_\_\_  
COMMUNICATION OFFICER (print name and sign)

\_\_\_\_\_  
SECRETARY (print name and sign)

\_\_\_\_\_  
TREASURER (print name and sign)

\_\_\_\_\_  
MEMBERSHIP DIRECTOR (print name and sign)