



## **BYLAWS**

**OF THE SACRAMENTO VALLEY CHAPTER**

**OF**

**INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

## Document History

| Date             | Description  | Version | Author             |
|------------------|--|---------|--------------------|
| April 2018       | Template Provided By ISSA ( <a href="https://www.issa.org/resource/resmgr/chapter_resources/supp_docs_2018/sec_2/Chapter_Bylaws_Template.docx">https://www.issa.org/resource/resmgr/chapter_resources/supp_docs_2018/sec_2/Chapter_Bylaws_Template.docx</a> ), linked from <a href="https://www.issa.org/general/custom.asp?page=ChapterResourcesSupplementalDocs2018">https://www.issa.org/general/custom.asp?page=ChapterResourcesSupplementalDocs2018</a> . | 0.0     | ISSA International |
| April 15, 2019   | Adapted from ISSA Orange County bylaws, with input from Mark Heckman   | 0.1     | Wendy Curl         |
| July 1, 2019     | Lots of changes, primarily to Leadership.  | 0.2     | Mark Heckman       |
| July 31, 2019    | Organization chart added, finalized changes per July Board meeting   | 1.0     | Wendy Curl         |
| October 21, 2019 | Article VII, Section 10 changed retention of financial records from 3 years/5 years to 7 years   | 1.1     | Wendy Curl         |
| January 15, 2021 | Bylaw review and approval by Chapter Board – no revisions made   | 1.1     | Wendy Curl         |
|                  |  |         |                    |

## **ARTICLE I**

### **NAME**

The name of this organization shall be the **Information Systems Security Association, Inc. Sacramento Valley Chapter (ISSA-Sac Valley)**, hereafter referred to as the “**Chapter**”. The Chapter is a chapter of Information System 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) of the United States Internal Revenue Code (26 U.S.C.).

More specifically, the objectives of the Chapter are to:

- (a) promote the education and awareness of information security and help expand the knowledge and skills of its Members in related fields, such as information systems security, information risk management, and information processing;
- (b) encourage a free exchange of information security techniques, approaches, and problem solving by its Members;
- (c) provide access to current events in information technology and security which can be beneficial to them and their organizations;
- (d) communicate the importance of securing information and improving information security awareness to stakeholders, managers, professionals and non-professionals; and
- (e) promote the dissemination of information security knowledge to the non-security-professional community of the Sacramento Valley region.

## **ARTICLE III**

### **MEMBERSHIP**

SECTION 1: Membership in the Chapter is based upon the member having an interest and active involvement in information systems security or related fields. Membership is further contingent upon the member having accepted the Association Code of Ethics and is subject to provisions of the Association Articles of Incorporation, the Bylaws of the Association and the Chapter, and any additional rules established by the Association and the Chapter Board of Directors.

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

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

SECTION 4: Termination of Lapsed Memberships – Membership may be terminated if payment of the annual dues has not been received as specified under Article VII of the Chapter by-laws.

SECTION 5: Resignation – A member may resign their membership at any time. Resignations shall be made in writing. No dues shall be refunded.

SECTION 6: Expulsion – The Chapter Board of Directors, at any Board 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, interests, or privileges of such member in the services or resources of the Chapter.

#### **ARTICLE IV** **LEADERSHIP**

SECTION 1: The Chapter Board of Directors, hereafter referred to as the “Chapter Board” in aggregate, or “Directors” individually, serve as leaders of the Chapter.

SECTION 2: Composition of the Chapter Board – The Chapter Board shall consist of a minimum of three (3) Directors, who shall further serve as the Officers of the Chapter: President, Vice President/Secretary, and Treasurer.

SECTION 3: Additional Director roles may be established by a 2/3 vote of the Board as necessary to perform the duties of effectively managing the Chapter. (To positively affirm changes to the Chapter Board, it is recommended that the Chapter Board formally amend the Chapter Bylaws in accordance with Article XI to reflect such changes.) **The list of additional Board Director roles that have been formally created is in Appendix A.**

SECTION 4: Managers – Additional, non-Director, Chapter management roles, called “Managers”, may be created by the Board to encourage other members to participate in the running of the Chapter and to

assist the Directors in carrying out their roles. Managers may be appointed by a majority vote of the Chapter Board. **A list of recognized Manager roles can be found in Appendix B.**

**An organization chart reflecting the Manager and Board Director Roles can be found in Appendix C.**

SECTION 5: Director Qualifications – Directors of the Chapter must be Members in Good Standing of the Chapter at all times while serving as a Director. In instances where a Director is a member of multiple chapters, a Director must have the Sacramento Valley Chapter declared as their Primary Chapter and may not simultaneously serve as a Director or officer of another ISSA Chapter. Student members may serve as non-officer Directors.

SECTION 6: Director Duties – Upon appointment, each Board member shall review and sign a standard description of the duties of their position and is responsible for fulfilling said duties during their term of office. A Director may propose modifications to the standard description of the Director’s duties subject to approval by a majority vote of the Board.

SECTION 7: 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, when necessary for the benefit of the Chapter, with a minimum notification of five (5) days to the general membership. 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 the Director’s duties to another Director. The President shall represent the Chapter in its relations with external organizations or individuals, except where the President has delegated this responsibility to other Directors or where specified elsewhere in these bylaws.

SECTION 8: The Vice President/Secretary shall record minutes of all Chapter meetings and is responsible for maintaining all official records of the Chapter. These official records include the standard description (or modified description as described in Section 5, above) of the duties of each Director position. The Vice President/Secretary shall publicize announcements of the Chapter Board to Chapter membership, including the distribution of Chapter Board meeting announcements. The Vice President/Secretary shall attend to the duties of the President in his/her absence, or in the event the President’s office becomes vacant for any cause whatever. The Vice President/Secretary shall maintain and manage a schedule of Chapter events and meetings for the calendar year, as approved by the Board.

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 and report the financial current status of the Chapter to the Board at scheduled Board meetings. If the Treasurer is unable to attend a meeting, the financial status shall be provided in advance of the meeting.

SECTION 10: 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 Directors, and including at least the President or Vice President.

SECTION 11: In the case of a Board vacancy other than the office of President, such vacancy shall be filled by appointment by a majority vote of the remaining Directors, and subject to the consent of a majority of the membership attending the next Chapter general meeting.

SECTION 12: The Board may vote to vacate the seat of a Director with a simple majority of the other fellow Directors under at least one 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 perform duties in accordance with Article IV, SECTION 5 or to comply with the objectives of the Chapter in accordance with Article II
- d) Behaving in a manner that negatively affects the Board's ability to function in a cohesive and professional manner
- e) Conviction of a felony while serving on the Board

A vacated seat shall be filled in accordance with these bylaws.

## **ARTICLE V**

### **ELECTIONS & TERMS OF OFFICE**

SECTION 1: The Chapter Board of Directors shall be elected by majority vote of Members in Good Standing present at the election meeting. Each Member in Good Standing is entitled to one vote.

SECTION 2: Elections shall be held at the October general meeting each year.

SECTION 3: All Director terms of office are for one year and begin on January 1 following the election.

SECTION 4: A Nominating Committee shall consist of at least two Members in Good Standing and appointed by the Chapter Board at the July meeting. Nominating Committee members are responsible for determining that nominees are qualified as defined in Article IV.

SECTION 5: Election procedures and voting methods shall be determined by the Chapter Board prior to the August general meeting and communicated to the Nominating Committee.

SECTION 6: The Nominating Committee Chairperson shall announce the October election and acceptance procedures for nominees at the August and September meetings.

SECTION 7: Election results shall be announced by the end of the October meeting.

SECTION 8: Newly elected Directors shall shadow the current office holders in order to facilitate the transfer of knowledge until the new Directors officially assume office.

## **ARTICLE VI**

### **GENERAL MEETINGS**

SECTION 1: A general meeting of the Chapter shall be held at least once per month to support the objectives of the Chapter. Additional general meetings may be scheduled at the discretion of the Board.

SECTION 2: The date, time, and location of a general meeting shall be announced to the membership at least two (2) weeks prior to the meeting.

SECTION 3: Ten (10) Members in Good Standing in attendance at a general meeting shall constitute a quorum for purposes of transacting the business of the Chapter.

## **ARTICLE VII**

### **FINANCIAL ADMINISTRATION**

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

SECTION 2: The Association will forward Chapter dues to the Chapter Treasurer to be retained in the Chapter treasury.

SECTION 3: The Board may recommend changes to Chapter dues to the membership. Proposed changes to Chapter dues shall be publicized to Chapter members at least two (2) weeks prior to the regular meeting at which a vote shall take place. A majority vote of the Members in Good Standing in attendance at the meeting is required to effect the proposed change.

SECTION 4: Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board of Directors.

SECTION 5: Dual Signatory authority for all accounts which may be established shall reside in the elected officers of the Board – Treasurer, Vice President/Secretary, and President. After elections, any changes in positions require an updated signatory card at the financial institution where Chapter funds are deposited.

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, when such expenditures are authorized by the Chapter Board
- e) Processes for and a list of discretionary spending authorizations, when such spending is 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: Chapter accounts, annual audits, and tax submittals shall be based on a fiscal year that begins January 1<sup>st</sup> and ends on December 31<sup>st</sup>.

SECTION 8: An Auditing Committee consisting of a minimum of two Members in Good Standing and/or an accountant – deemed acceptably qualified by the Chapter Board – shall be appointed by the President at the November meeting of 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 for that fiscal year and to provide a report of its findings and recommendations to the Board by the following January 31. This report shall be in writing and shall be maintained as part of the permanent records of the Chapter.

SECTION 9: The Treasurer monthly status report shall include current balances, income statement to prior month end, profit & loss statement and projected annual expenses and liabilities. A bank account reconciliation with the Treasurer and the Chapter Board of Directors shall occur monthly.

SECTION 10: All financial records shall be maintained for at least seven (7) years from the end of the fiscal year. The Chapter Board of Directors shall hold a vote each year to explicitly approve the destruction of older records (financial or otherwise).

### **ARTICLE XIII**

#### **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: RESERVED.

## **ARTICLE X**

### **GEOGRAPHIC LOCATION**

SECTION 1: The Sacramento Valley Chapter shall be located in the County of Sacramento, State of California, and meetings held at the address designated by the Board.

## **ARTICLE XI**

### **AMENDMENTS TO THE BY-LAWS**

SECTION 1: The Chapter President shall cause the Chapter Bylaws to be reviewed in November 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 with, e.g., Association requirements.

SECTION 2: These By-laws may be amended, repealed, or added to in the following manner only:

- a) Ten (10) percent of the Members in Good Standing of the Chapter or two (2) Directors may at any time propose in writing, signed by them and addressed to the Vice President/Secretary, the addition of any new provision to the bylaws or the amendment or repeal of any existing provision.
- b) Such Proposal shall be presented at the next regular meeting of the Chapter Board. No such Proposal shall be considered at any meeting of the Chapter Board unless such notice has been given to each Director of the Chapter Board not less than two (2) weeks prior to the meeting.
- c) At the meeting of the Chapter Board 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 exists per Article IV Section 10, and votes 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 bylaws shall become effective after ratification by the Members on the date specified by the Board of Directors.

## **APPENDIX A**

### List of Additional Directors

In addition to the three Chapter Officers identified in Article IV, these bylaws currently recognize the following additional Directors. A brief description of the duties of each Director is included here, but the complete description of duties is not part of the bylaws:

a. **Director of Communications**

The Director of Communications maintains all communication-related activities of the Chapter and has authority over the Chapter website, email lists, and other communication media and tools. Responsibilities of the Director of Communications include transmitting notices of upcoming meetings to the membership.

b. **Director of Education and Programming**

The Director of Education/Programming has authority over educational endeavors of the Chapter, including organizing security training and certification courses, and cultivating speakers for general and other Chapter meetings.

c. **Director of Resources and Operations**

The Director of Resources and Operations has authority over all tasks relating to general operations of the Chapter, including, but not limited to, ensuring that the Chapter has a venue to hold meetings, arranging lunches, and keeping track of Chapter assets.

d. **Director of Membership**

The Director of Membership has authority over all activities pertaining to recruitment, retention, and acknowledgement of Chapter members. These duties include developing and executing a program to effectively on-board new members, developing and executing a recruitment and retention program, reviewing the status of current and former members, and confirming eligibility of members who wish to serve as Directors. The Director of Membership is also responsible for maintaining the roster of attendees (members and non-members) at Chapter events and recording the attendance for purpose of issuing continuing professional education credits.

## **APPENDIX B**

### **List of Managers**

In addition to elected Directors, these bylaws recognize appointed Chapter management roles, called “Managers”. Managers assist the Directors in carrying out the functions of the Chapter (although the Directors are ultimately responsible for carrying out those functions). Following is a list of possible Manager roles, a brief description of their duties, and the Director(s) who the Manager assists.

- a)     **Assistant Treasurer**  
The Assistant Treasurer assists the Treasurer with preparation of monthly financial status reports and bank account reconciliation.
  
- b)     **Recording Secretary/Historian**  
The Recording Secretary/Historian assists the Vice President/Secretary with recording and maintaining records of Chapter activities.
  
- c)     **Web Master/IT Manager**  
The Web Master/IT Manager is a technical specialist who assists the Director of Communications with managing the technical communications media and tools used by the Chapter.
  
- d)     **Manager of Education and Programming**  
The Manager of Education and Programming assists the Director of Education and Programming with planning and running educational activities, including cultivating speakers for general meetings.
  
- e)     **Manager of Resources and Operations**  
The Manager of Resources and Operations assists the Director of Resources and Operations.
  
- f)     **Manager of Membership and Hospitality**  
The Manager of Membership and Hospitality assists the Director of Membership and greets new and prospective members at meetings.
  
- g)     **Manager of Continuing Education Credits**  
The Manager of Continuing Education Credits assists the Membership Director with keeping track of continuing education credits (also known as “continuing professional education” – CPE - credits) earned by members at Chapter functions in case a member who reports a credit is audited.

h) **Manager of Publicity**

The Manager of Publicity assists the President and Director of Communications with outreach to other organizations, including security-related organizations in the Sacramento area.

i) **Chief Auditor**

The Chief Auditor is the leader of the auditing committee (see Article VII, Section 8).

j) **Nominating Committee Chair**

The Nominating Committee Chair is the leader of the elections committee (see Article V).

**APPENDIX C**  
**Organization Chart**

