

Bylaws of Portland, Oregon Chapter of the Information Systems Security Association, Inc.

**BYLAWS
OF
PORTLAND, OREGON CHAPTER
OF THE
INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

Article I. Name

The name of this organization shall be the Portland, Oregon Chapter (herein after referred to as the "Chapter") of the Information Systems Security Association, Inc., (herein after referred to as the "Association").

Article II. Affiliations

The Chapter is an affiliate of the Association. As such, the Chapter, and all members of the Chapter, are subject to the Association Code of Ethics.

These Chapter bylaws are subservient to the Bylaws of the Association. Therefore, no provision can be made in these Chapter bylaws that are contrary to the bylaws of the Association.

When passed by a two-thirds vote of the entire Portland Chapter Board of Directors, the Chapter may become affiliated with any international, national, regional or local organization whose purpose is similar to the Chapter. Disaffiliation with a previously approved organization can be effected by a two-thirds vote of the entire Board.

Article III. Purpose and Objectives

The primary purpose of the Chapter is to support the Association in promoting the education of individuals 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 Chapter are to support the Association in (a) promoting the education of and helping 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 their 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.

This Chapter is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual. This Chapter shall do nothing inconsistent with obtaining and maintaining exemption from Oregon Tax under Oregon Law.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall

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not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

Article IV. Membership

Section 1. Eligibility

Membership in the Chapter and the Association is based upon one having primary interest and active involvement in information systems security in the educational, private or public sector.

Membership is also open to educators, students, attorneys and law enforcement officers having a vested interest in information data security; or professionals with primary responsibility for marketing or supplying information on security products or services.

Membership in this Chapter requires membership in the Association. Those eligible for membership will become members upon application, including payment of annual Chapter and national dues. Membership is also contingent upon interest in the purpose and objectives of the Association as stated in Article II of the bylaws and observance of the Code of Ethics as a prerequisite for and a condition of continued affiliation with the Association.

Section 2. Types and Privileges

Membership types and privileges are defined in the Association Organizational Manual by the International Board of Directors and are subject to the provisions of the Articles of Incorporation and Bylaws.

Section 3. Other

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

Section 4. Members in Good Standing

Members who maintain their membership by payment of dues as required under the Articles of Incorporation and Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership.

Section 5. Resignation

Any member may resign at any time, but such resignation shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro rata or other

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share of the assets of the Chapter. All resignations shall be made in writing to the President of the Board.

Section 6. Expulsion

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 Articles of Incorporation, Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the best interests of the Chapter, provided that such person shall have been granted an opportunity for a hearing before the Board. The Board shall cause at least thirty days' 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, interest or privileges of such member in the services or resources of the Chapter.

Section 7. Termination of Membership

Membership may be terminated if payment of the annual Association and Chapter dues has not been received by the Treasurer of the Association or Chapter as provided for in Article IV. 4.

Article V. Finances

Section 1. Fiscal Year

The fiscal year of the Association shall be from January to December unless otherwise established by the Board of Directors.

Section 2. Chapter Dues and Fees

a. Chapter dues and fees for its members shall be set at the discretion the Chapter Board of Directors. The dues structure, however, must provide for the payment of Association dues to the Association Treasurer.

b. The Association Treasurer shall remit to each chapter on a periodic basis the Local dues for the current renewing members. The Chapter shall submit dues on a periodic basis for new members joining the Association through the Chapter. The membership year shall be based upon the anniversary date of a member joining the Association and the Chapter.

c. Payment of Association and Chapter membership 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. All dues and fees shall be remitted to the Association Treasurer or Chapter Treasurer, to arrive no later than fifteen days after the due date. All checks and/or electronic drafts shall be made payable to "Information Systems Security Association" or "ISSA"..

d. A reinstatement fee, to be determined by the Chapter Board of Directors, may be assessed for the reinstatement of members who have been dropped from the membership roll because of

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resignation as specified in Article IV. 5., or because of nonpayment of Association and Chapter dues as specified in Article IV. 7.

Section 3. Assessments

There shall be no assessments imposed except as approved by a two-thirds vote of the Board of Directors then in office and by a majority of the members of the Chapter voting by ballot on the question at the Annual Meeting. The procedure for notification and voting will follow that specified in Article VI.2.c.&d., respectively, of the Chapter Bylaws. Special assessments shall be established in U.S. Dollars.

Section 4. Taxes

The Association will obtain the necessary EIN (Employer Identification Number) for each Chapter in the United States. U.S. Chapters are not required to file tax returns unless their gross annual revenues are over \$25,000.00. If revenues are above \$25,000.00, the Association will file the Chapter's return as part of a consolidated tax return with the parent organization.

Section 5. Chapter Retirement

If the Chapter ceases to function, and the membership decide by vote to discontinue operations, all moneys retained in the Chapter account shall revert to the Association for the benefit for the benefit of the organization.

Section 5. Expenditures

Planned expenditures shall be submitted to the Chapter Board of Directors for approval. Upon completion of approved activity, activity leaders and/or officers must submit authentication and substantiation of incurred expenditures to the Treasurer.

Section 6. Annual Budget

An annual budget forecast shall be submitted to the Chapter Board of Directors by August of each year. The budget forecast shall include all items necessary to conduct the Chapter's business.

Article VI. Organization & Structure of the Chapter

A. Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of the following:

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- a. Four (4) Elected Officers: The President, Vice President, Secretary, and Treasurer.
- b. One (1) Immediate Past President of the Chapter.
- c. Appointed Directors as defined in Article VI.D. 1

Section 2. Term of Office of Officers

Each Officer shall take office at the Annual Meeting following election and shall hold office for one year or until a successor shall have been duly elected and taken office or until the Officer is removed from office or until the director resigns.

Section 3. Termination of Membership of Officers

If the membership of any Officer in this Chapter shall for any reason terminate, that office shall automatically become vacant. The Board of Directors may elect to fill the vacant position with an Advisor, or a Member-At-Large who is qualified for the position(s).

Section 4. Duties and Responsibilities

- a. The Board of Directors shall be the governing body of this Chapter as provided for in these Bylaws or by applicable law, and its action shall be final.
- b. The Board of Directors shall provide for an independent audit of the financial affairs of the Chapter, as it may deem advisable.

Section 5. Meetings of the Board of Directors

- a. The Board of Directors shall meet at least quarterly at such times and places as it may elect. At such meetings a quorum must be present to conduct business coming before the Board. To constitute a quorum, one-half of the total membership of the Board of Directors then in office must be present in person or through electronic means deemed sufficient to participate in meetings. All business coming before the Board of Directors for approval shall be approved by a majority vote of those present unless otherwise required by the Bylaws of this Chapter. The meetings shall be conducted under the rules contained in the Robert's Rules of Order Revised, except in those cases where rules are in conflict with these Bylaws, the Bylaws shall govern.
- b. At all meetings of the Board of Directors, the President, if present, shall act as Chairperson. In the President's absence, the Chairperson shall be the Vice President, if present. In the absence of both the President and the Vice President, the Secretary shall act as Chairperson. In the absence of the President, Vice President, and Secretary, the members of the Board who are present in person shall, by majority vote, choose one among them to act as Chairperson for that meeting.
- c. Notice of meetings of the Board of Directors shall be given to each Officer and Director through electronic means or in writing by the President or Secretary of the Chapter at least ten days in advance of the meeting or as the Board may otherwise direct.

- d. A special meeting may be called by the President or any of the Officers. Special meetings shall require at least ten days' advance notice to all Officers and Directors, or as the Board may otherwise direct.
- e. The Board of Directors may exercise any of its powers without a meeting provided unanimous consent of the Directors then in office is obtained. Any action of the Board must be documented by the Secretary and added as an addendum to the prior meeting minutes.
- f. All regular and special meetings of the Board of Directors may be held by telephone conference call or other relevant electronic communication means.
- g. Written consent by all Elected Officers and a majority of Appointed Directors to any action taken or to be taken by the Chapter shall authorize and validate such actions as though it had been authorized at a meeting of the Board of Directors.

B. Officers of the Chapter

Section

1. Officers

The Elected Officers of the Chapter shall be the President, Vice President, Secretary and Treasurer.

Section 2. Election of Officers

- a. The officers set forth in Article VI. B. 1 shall be General Members in good standing and shall be elected for one-year terms.
- b. The Vice President, unless so chooses to decline, will automatically assume the President role at the end of the current President's term. The outgoing Board has the authority to override this succession and elect another President by majority vote of the total membership of the Board of Directors.
- c. A slate of Chapter Officer candidates will be presented at the Annual Meeting. The Board of Directors will nominate candidates for the slate and added nominations for candidates by the general membership will be accepted prior to the election at the Annual Meeting.
- d. Except for the President, all other Chapter Officers shall be elected by a plurality of the votes of the general membership. A vote at the Annual Meeting will be used to elect the incoming Chapter Officers.
- e. Only members in good standing at the time of the Annual Meeting shall be entitled to vote in the elections.
- f. The results of the election shall be certified by the Board of Directors and announced at the Annual Meeting.

Section 3. Term of Officers

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Each Chapter Officer shall take office immediately following the Annual Meeting election and shall hold office until a successor shall have been duly elected and take office or until the officer resigns or the officer is removed. Officers shall be eligible for re-election, except that no Officer may serve for more than two consecutive terms in the same office.

Section

4. Vacancies

If the office of any officer shall become vacant for any cause (including removal pursuant to Section VI .B .7), the Board of Directors shall appoint a person to fill the unexpired portion of his or her term.

Section 5. Termination of Membership of Officers

If the membership of any Officer in this Chapter shall for any reason terminate, the office shall automatically become vacant.

Section 6. Resignation of an Officer

Any officer may resign his/her office at any time, but such resignation does not become effective until accepted by the President of the Chapter.

Section 7. Removal of an Officer

The total membership of the Board may remove from office an Officer who in its judgment is not performing the duties of the office. The Officer proposed to be removed shall be (1) given written notice by an Officer at least 30 days prior to the meeting at which time the removal is to be voted upon and (2) furnished at the same time a written statement detailing the reasons upon which the removal is proposed. This statement shall be signed by at least three members of the Board then in office. The Officer in question shall be permitted to present a rebuttal before the total membership of the Board.

The Officer in question shall be removed upon a majority vote of the total membership of the Board. Such action in itself shall not expel the Officer from membership in the Chapter or the Association.

Section 8. Duties of Officers

a. President

The President shall be the executive officer of the Chapter and, subject to the control of the Board, shall be responsible for the general supervision, direction and control of the affairs of the Chapter. The President shall preside at all meetings of the members and meetings of the Board. The President appoints all committee advisors, subject to the approval of the Elected Officers. The President shall be the executive head of the Chapter and, when present, shall preside at all meetings of the members of the Board of Directors. The President shall exercise general supervision of the affairs of the Chapter and shall be responsible for the enforcement of the Bylaws and carrying out of all orders and resolutions of the Board of Directors. The President shall keep the

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Board of Directors fully informed and shall frequently consult it concerning the business and activities of the Chapter and shall make, on behalf of the Board, an annual report to the members of the Chapter. Any official presentations to the press or others shall be made by the President, in coordination with appropriate members of the Board of Directors. The President shall have such additional duties as may be delegated by the Board of Directors.

*b. Vice
President*

The Vice President shall, in the absence or disability of the President, perform all the duties of the President, and when so acting, shall have the powers of and be subject to the restrictions upon the President. While acting in the capacity of the chapter President for an extended period, the Vice President may delegate Vice Presidential duties as described in this document to other Board members. The Vice President shall also act as parliamentarian for the Board meetings. The Vice President shall report to the President and shall assume the duties of the President in the absence or disability of the President.

The Vice President shall be responsible for publications, new Chapter recruitment, review of Chapter Bylaws for consistency with Association Bylaws, Chapter development in general and for execution of such other actions as may be authorized and delegated by the Board of Directors.

c. Secretary

The Secretary shall take minutes of all Board meetings, including how called or authorized, notice given thereof, place and time of holding, and the names of those present, and shall keep a copy of such minutes and distribute to the Board. The Secretary shall collect and distribute the Chapter mail. The Secretary shall keep a copy of the current Bylaws, which will be available for the inspection by the members at all reasonable times. The Secretary shall keep an inventory record of all Chapter-owned equipment. The Secretary shall maintain and distribute an electronic distribution list of the Board members, including lists of Board Members work and home information. The Secretary will also maintain a Chapter calendar.

The Secretary shall be responsible for all written correspondence for the Chapter. This includes keeping minutes of the proceedings of the Board of Directors and Annual Meetings, giving notice of meetings of the Board of Directors, keeping the roll of the membership of the Chapter, preserving Chapter reports and communications pertaining to the affairs of the Chapter, and such other duties as may be authorized and delegated by the Board of Directors. The meeting chairperson may appoint another person to take minutes in the Secretary's absence.

d. Treasurer

The Treasurer shall be the custodian of the chapter funds and shall keep an itemized account of all receipts and expenditures. At no time shall Chapter funds be merged with personal funds. The Treasurer or a representative shall have a financial report available at all meetings. The records of the Treasurer shall be available for inspection by the members at all reasonable times, and shall be audited at least once a year. Expenditures shall only be made pursuant to resolutions of the Board Members and shall be supported by invoices, vouchers

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and/or receipts along with an original check request form. The Treasurer, or in the absence of the Treasurer, the President or Vice President, must sign all checks. The Treasurer with the concurrence of another elected officer, may authorize and pay miscellaneous expenditures up to twenty dollars per week when the consultation of the Board is not practical. Copies of all checks shall be made and kept with the supporting documents before a check is mailed to the payee.

The Treasurer shall supervise the collection of funds by any committee to ensure that sound accounting practices are followed. The Treasurer is responsible for balancing the monthly bank statement and providing copies of the cleared checks on that statement and supporting documents for those checks to the Board. The Treasurer shall notify the Board of all checks returned for non-sufficient funds and any fees associated with their collection. The Treasurer, with the help of the members of the Board shall prepare an annual pro-forma income statement. The Treasurer will prepare a final income statement upon the completion of the current fiscal year.

The Treasurer shall be the Chief Financial Officer of the Chapter. The Treasurer shall be responsible for the performance of all duties incident to the office of Treasurer and such other duties as may be authorized and delegated by the Board of Directors. The Treasurer shall have the power to receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and carrying on of its activities.

The Treasurer, after consulting with other Officers of the Chapter, shall be responsible for the preparation of an annual budget for the fiscal year established by Article IV. I, to be submitted to the Board of Directors for approval prior to the beginning of the fiscal year to which the budget is applicable. No deficit-operating budget shall be approved by the Board of Directors.

The books and financial records of the Chapter shall be maintained under the supervision of the Treasurer. All monies due and payable to the Chapter from any source shall be received by the Treasurer, depository, or other fiduciary appointed and approved by the Board of Directors and deposited to the credit of the Chapter in banks, trust companies, and other depositories designated by the Board of Directors. The Treasurer shall be responsible for keeping proper account of all such monies disbursed on behalf of the Chapter and of all records in connection therewith.

Approval of expenditures and disbursement of funds will be specifically authorized by the Board of Directors by majority vote. **All expenditures must be pre-approved and directly to the business of the chapter and provide benefit to the members of the chapter.** Disbursement of funds over a dollar amount to be set by the Board of Directors will require the signature of the Treasurer and one other Officer.

Any Board member other than the Treasurer shall reconcile all bank accounts for verification purposes.

The Treasurer shall submit financial statements to the Board of Directors and to the total membership in such form and frequency as the Board may direct, and to governmental agencies as required by law.

The Treasurer, with approval of the Board of Directors, shall be responsible for providing appropriate insurance coverage to insure the risks of the Chapter.

e. Immediate Past President

The role of the Immediate Past President is that of an advisor to the Board and to act as voting member of the Board of Directors. If the Immediate Past President is unable to serve, the previous Immediate Past President will be asked to assume the position. All other Past Presidents are invited to serve as board advisors as well. In the event that there is no Past President, the Board of Directors will assign someone to hold the interim position.

C. Election Committee

Section 1.— Election Committee

All Elected Officers shall be elected annually by written ballot during the Annual Meeting by a plurality of the voting members. All votes cast at the Annual Meeting must be counted. In the case of a tie (no plurality), there shall be a run-off election at the Annual Meeting between candidates receiving the greatest number of votes.

The Immediate Past President shall chair and appoint an Election Committee of at least two members, which will be charged with the responsibility of conducting the election of Officers. This Election Committee shall select the candidates for the election. The selection process shall include recommendations from the membership. All nominees must be current members of the Chapter. This committee shall also be responsible for counting the annual election votes and certifying in writing the results of this election.

D. Appointed Directors

Section 1. Appointed Directors

The President of this Chapter may appoint, with the approval of the Officers, such Directors other than those provided in Article VI. B. 1, and he/she deems appropriate and any committees and/or persons necessary for the performance of their assigned duties. Duties of Appointed Officers and Committees can be found in Article VI. D. 3.

Section 2. Term of Office of Appointed -Directors

Appointed Directors shall hold office for the duration of the appointing President's term or until a successor shall have been duly appointed and taken office or with that term until the Director is removed from office or until the Director resigns.

Section 1. Job Description of Appointed Directors

a. Technology Director

*The **Technology Director** will research, develop, implement and maintain the ISSA Portland website and other technology-based activities as identified by the Board of Directors.*

b. Education Director

*The **Education Director** will identify information security programs and courses of advantage to the ISSA Portland membership; develop, recommend or partner with organizations to provide educational opportunities; and coordinate educational activities. The Education Director will also recommend and coordinate partnerships with various institutions and organizational groups to enhance the chapter's role within the wider community.*

c. Sponsorship Director

*The **Sponsorship Director** will be the main point of contact with vendors, maintain a vendor contact list, and responsible for securing vendor sponsorship at Chapter meetings and events. The Sponsorship Director will coordinate sponsorship opportunities with the Board of Directors.*

d. Membership Director

*The **Membership Director** shall maintain a contact list of current ISSA Portland members and others who express interest in the chapter's activities. The Membership Director shall also develop programs to solicit new members, retain existing members and increase participation from all.*

e. Program Director

*The **Program Director** oversees programming activities of ISSA Portland related to the General Meetings and is responsible for developing and distributing correspondence to members for those meetings. The Program Director shall be responsible for identifying topics of interest to the members and working with other board members to select speakers to address these topics.*

Article VII. Meetings of the Total Membership

Section 1. General Meetings

Meetings of the general membership will be held during the year on dates, times and at locations determined by the Board of Directors. The Chapter's regular meeting schedule will be monthly, from September to May. Meeting dates and location will be determined by the Board of Directors.

Section 2. Annual Meeting

a. Purpose

The Annual Meeting of the total membership of the Association shall be held for the purpose of performing of the election of Officers conducted in accordance with Article VI. B

.2, the installation of such officers and directors for the ensuing term, receiving reports of all current and retiring officers and committees, and transacting such other business as may properly come before such meetings. The meetings shall be presided over by the President of the Chapter and shall be conducted under the rules contained in Robert's Rules of Order Revised, except in those cases where the rules are in conflict with these Bylaws, the Bylaws shall govern. In the event the President shall not be able to preside, the presiding officer shall be in accordance with the line of succession established for the Board of Directors in Article VI.A.5.b

b. Time and Location

The Annual Meeting shall be held in the month of May as part of the General Meeting schedule, at a time, and at a location to be determined by the Board of Directors.

c. Voting (Other Than Officers)

All general members in good standing and present in person shall be eligible to vote at the Annual Meeting. A quorum shall be constituted by those eligible to vote at the Annual Meeting.

All business coming before the members at the Annual Meeting for approval shall be approved by a majority vote of those present in person unless otherwise required by the Bylaws of the Chapter.

Article VIII. Amendments to these Bylaws

These Bylaws may be amended, repealed, or added to in the following manner only:

- a. Ten percent of the members of the Chapter 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. 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.
- c. 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 of Directors not less than 10 days prior to the meeting.
- d. 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 members present. If, at the meeting, a quorum being present, two-thirds of the directors present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors.
- e. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next Annual Meeting of the Chapter for ratification.
- f. Amendments to these Bylaws shall become effective after ratification by the members on the date specified by the Board of Directors.
- g. A copy of these bylaws and all amendments must be filed with the Association.

Article IX. Publications

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The Board of Directors shall exercise general policy control and direction of any publications, editorial, or advertising, which the Chapter may issue.

Article X. Headquarters

The official mailing address of this Association shall be located in the State of Oregon at the address designated by the Board of Directors.

Article XI. 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, or other expenses or liabilities arising out of the activities of the Chapter.

Section 2. Association liability

The Chapter shall not be responsible, nor liable, for any lawsuit damages, or other expenses or liabilities arising out of the activities of Association.

Article XII. Gratuities and Rebates

Except as described below and elsewhere in these Bylaws, no Officer, Director, member, or other delegate of the Chapter shall receive any gratuity, compensation, or rebate that may be offered during the performance of his Chapter function. Such gratuity, compensation, or rebate, if offered and accepted, shall be received in the name of the Chapter and shall be applied to the Chapter treasury for the benefit of the total membership.

However, any gratuity or benefit offered to the Chapter that cannot be applied to the treasury, shall be given to a fairly selected Chapter member at a subsequent general meeting. Any benefit offered that cannot be applied to the treasury, but requires official Chapter representation shall be disseminated by a majority vote of the Executive Board.

Appreciation gifts may be given to deserving Chapter members on an annual basis.

No member shall use the name of the Chapter and/or a Chapter function for the purpose of personal gain, unless there is a mutual benefit to the Chapter and/or its members, and the activity is reviewed and approved by the Board of Directors. Corporate sponsorships and the value from this business relationship are exempt from this provision.