

Bylaws
of the South Florida Chapter
of the Information Systems Security Association, Inc.

ARTICLE I

NAME

The name of this organization shall be the South Florida Chapter, Information Systems Security Association, Inc., (ISSA) hereafter referred to as the "Chapter".

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 system processing, pursuant to 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 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 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.

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, 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, and the bylaws of ISSA and the Chapter, and to rules established by the ISSA and Chapter Board of Directors.

There are two categories of membership:

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 within primary responsibility for marketing or supplying security equipment or products.

Student Members: Full-time students interested in a career in or dealing with information system security.

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

SECTION 3. Members in Good Standing - Members who maintain their membership by payment of dues as required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership.

SECTION 4. Lapsed Membership - 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 VII.

SECTION 5. Resignation - Any member may resign at any time. All resignations shall be made in writing. Dues shall not be refunded.

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 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 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. The Executive Officers shall be President, Vice President, Secretary and Treasurer. Executive Officers shall have a minimum one (1) year of prior service on the Board of Directors. The Board of Directors shall consist of the Executive Officers and the Director of Programs, Director of Membership, Director of Communications, Director of Social Media, Director of Vendor Relations, and two Directors at Large. The President shall act as chairman 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 if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of tied decisions. The President shall ensure that:

- updates of the Chapter's Executive Officers are made with the state Division of Corporations by February of each year;
- the requirements of the Internal Revenue Service, including but not limited to filing of IRS Form 990, or similar, by June of each year, are met;
- the Chapter is represented at the annual ISSA Chapter Leaders summit, either by direct attendance or designation of another Board member. The President shall provide approval for a travel stipend not to exceed \$2000 and shall require a full report and recommendations to the Board.

SECTION 3. The 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 and shall attend to any other duties as the President may require. Additionally, the Vice President shall oversee the activities of the Directors.

SECTION 4. The Director of Programs shall coordinate activities pertaining to the Chapter meetings and educational offerings hosted by the Chapter. The Director of Programs should strive to recruit speakers that fulfill the needs of the Chapter members.

SECTION 5. The Director of Membership shall maintain sufficient membership lists to ensure that all members are notified of meetings. The Director of Membership is responsible for the recruitment and involvement of new members and programs to retain current members.

SECTION 6. The Director of Communications shall manage all communications activities of the Chapter, both internal and external. This includes, but is not limited to, maintaining an electronic mailing list of members and ensuring that members are notified of all Chapter activities; the ongoing design, support, and maintenance of the Chapter's website (if it exists), including gathering and publishing up-to-date facts, schedules, and announcements of all Chapter activities; any notification to the general public of Chapter activities, which may include press releases, fliers, brochures, and the like.

SECTION 7. The Director of Social Media shall manage all social media activities of the Chapter, both internal and external. This includes, but is not limited to, maintaining and managing official chapter presence on Facebook, LinkedIn, Twitter, Meetup, Google+, and any other social media the chapter chooses to use. This will include any management needed for these, such as granting access and managing our presence there, pushing out information on upcoming chapter events and notifications in coordination with the Director of Communications, and any other duties assigned by the President.

SECTION 8. The Director of Vendor Relations shall be the focal point between the Chapter and security vendors. The Director of Vendor Relations will maintain a balance in the marketing messages being delivered to the Chapter during vendor presentations.

SECTION 9. The Secretary shall record and keep minutes of all business meetings. At the direction of the President, the Secretary shall transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Secretary.

SECTION 10. The Treasurer shall collect all membership dues and other monies of articles of value belonging to the Chapter and shall keep an accurate account of all treasury receipts, expenditures, and deposits. The Treasurer shall conduct a bank reconciliation monthly.

SECTION 11. The Chapter may elect up to two Directors at Large. The duties of these Directors will be determined by the President in consultation with the Board of Directors.

SECTION 12. The business of the Chapter shall be managed by the Board of Directors. A Board quorum for business shall consist of five board members with a minimum of two Executive Officers being present. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 13. In case of 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, and subject to the consent of a majority of the membership attending the next general meeting. Appointment shall be made within 30 days for any vacancy of the Vice President, Treasurer or Secretary to ensure continuity in the business of the Chapter.

SECTION 14. On a motion by a Member and approval by any Executive Officer, an officer shall be held before the Chapter for malfeasance of duty, provided that such person shall have been granted an opportunity for a hearing before the general membership with 30 days' notice in writing. Such action by the Board shall be final and shall cancel all rights, interests or privileges of such Board member in the service of the Chapter.

SECTION 15. The President may appoint up to 6 Industry Representatives to the Board of Directors from the general membership. The Industry Representatives will be used in an advisory capacity only and will have no voting power on the Board.

ARTICLE V

ELECTIONS

SECTION 1. The Board of Directors shall be elected by popular vote, each general member in good standing to be entitled to one vote.

SECTION 2. Elections shall be held at the November meeting of each year.

SECTION 3. Election results shall be announced at the November meeting.

SECTION 4. The term of office shall consist of two years, with half of the officers elected each year. In odd-numbered years, the office of President, Secretary, Director of Programs, Director of Communications, and one Director at Large will be elected. In even-numbered years, the office of Vice-

President, Treasurer, Director of Membership, Director of Social Media, Director of Vendor Relations, and one Director at Large will be elected. The terms of office shall commence at the conclusion of the December meeting.

SECTION 5. Term Limits – An officer may not serve more than two (2) consecutive terms in the same role within the Board of Directors, unless approved by a majority of the current Board.

ARTICLE VI

MEETINGS

SECTION 1. The regular meetings of the Chapter shall be the third Thursday of each month.

SECTION 2. Special meetings may be called by the Board of Directors at any time upon ten (10) day written notice to all members of the Chapter.

SECTION 3. At all meetings, a minimum of ten members in attendance shall constitute a quorum for the transaction of business.

SECTION 4. Guests may be invited to regular meetings. If a guest attends more than three (3) meetings in the same year, that person should be approached for membership.

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

SECTION 6. Board of Director meetings will be held at the discretion of the President with ten (10) day written or email notice to all members of the Board of Directors and its Industry Representatives. Board of Director meetings may be conducted via phone conference.

SECTION 7. All past Presidents not holding a current office and retaining active membership, as well as elected Board members who have not yet begun their term of service, shall be privileged to attend such meetings held by the Board of Directors, to act only in an advisory capacity and without power to vote.

ARTICLE VII

COMMITTEES

SECTION 1. All members of the chapter are encouraged to be a member of at least one standing committee. All members of committees serve for a 1-year term, renewable, appointed by the committee chair with approval of the Board of Directors. The committee chair may appoint a Vice-Chair. The Chapter President serves as ex officio member of all committees.

SECTION 2. The Program Committee shall be chaired by the Director of Programs. The Committee is responsible for program planning at meetings, including the recruitment of speakers, and all educational offerings of the chapter. Other events of the chapter, including but not limited to the annual Hack the Flag event and biennial Conference, are also their responsibility.

SECTION 3. The Membership Committee shall be chaired by the Director of Membership. The Committee is responsible for promoting the retention of current members and the recruitment and involvement of new members. Other programs for members such as a mentoring program, are also their responsibility.

SECTION 4. The Communications Committee shall be chaired by the Director of Communications. The Committee is responsible for all Communications/Public Relations activities of the chapter, both internal and external, including the website and email lists. This also includes promoting the chapter to outside groups and media, including the use of press releases, and the creation of fliers, brochures, and other materials.

SECTION 5. The Social Media Committee shall be chaired by the Director of Social Media. The Committee is responsible for all social media activities of the chapter, both internal and external. This includes managing all social media forums, such as managing the chapter twitter account, Facebook, LinkedIn, and Google+ groups.

SECTION 6. The Vendor Relations Committee shall be chaired by the Director of Vendor Relations. The Committee is responsible for managing all relations with vendors, including obtaining sponsorships from vendors on an annual basis.

SECTION 7. All Standing Committees may form any subcommittee they need to assist them in achieving their goals. The chair of that committee will determine the chair and membership of that subcommittee.

ARTICLE VIII

FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable by the member's renewal date. Additional fees may be required at the Board of Directors direction, with the approval of a majority of members in good standing. ISSA International Headquarters will collect dues. Of the dues collected from each member, Chapter dues will be forwarded to the Chapter by ISSA International. Payment of dues and fees shall be made in US 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 (2) weeks prior to the regular meeting at which the vote on the change would take place.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Board of Directors. Electronic transfer shall be established, and the information forwarded to ISSA International.

SECTION 4. Dual signatory authority for all accounts, which may be established, shall reside in the duly elected President, Vice President, Secretary, and Treasurer. Debit cards may be issued to Executive

Officers. The Chapter shall not issue credit cards nor authorize the opening of loans or other debt vehicles.

SECTION 5. Expense Management – The following shall be enforced by the Treasurer to maintain the financial stability of the Chapter:

- Expenses under \$500 may be transacted by any Executive Officer without secondary approval. Such expenses in aggregate shall not exceed \$1000 in any 30-day period.
- Expenses between \$500 and \$2000 shall require the approval of a minimum of two (2) Executive Officers.
- Expenses over \$2000 shall require the approval of a majority of the Board of Directors.
- Reimbursement of expenses shall require detailed receipts which shall be retained by the Treasurer.
- Bank balances must be maintained at a minimum level to ensure the avoidance of unnecessary fees. The Treasurer shall immediately inform the Board should a situation arise where balances drop below a reserve level of \$10,000 and the President shall call a Special meeting of the Board to ensure the Chapter's capability to meet its ongoing financial obligations.

SECTION 5. An Audit Committee consisting of a minimum of two members in good standing shall be appointed by the President at the September meeting of each year. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the October 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. 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 the management firm for ISSA, Inc. and ISSA, Inc., by reasons of their affiliations, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

SECTION 2. The Chapter shall not be responsible, nor liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of ISSA, Inc.

ARTICLE X

HEADQUARTERS

SECTION 1. The Headquarters of the South Florida Chapter shall be located in the State of Florida, at the address designated by the Board of Directors.

ARTICLE XI

PARLIAMENTARY AUTHORITY

The current edition of Robert's Rules of Order Newly Revised shall govern this Unit in all cases to which they are applicable and in which they are not inconsistent with these bylaws, the standing rules, and the bylaws of the Chapter and ISSA International.

ARTICLE XII

AMENDMENTS TO THE BYLAWS

SECTION 1. The President shall have the Chapter Bylaws be reviewed each year by the Chapter Board of Directors. This review shall be for the purposes of familiarizing each Board Member 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 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. Any member of the Board of Directors may propose in writing the amendment or repeal of any existing provision 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 10 days prior to the meeting.
- c. At 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 total directors present vote in favor of such amendment, repeal, or addition, it shall be considered adopted by the Board of Directors. Such amendments, repeals, or additional to these Bylaws shall be presented to the membership at the next regular meeting of the Chapter for ratification.

- d. Amendments to these Bylaws shall become effective after ratification by the Chapter members at a regular meeting on the date specified by the Board of Directors.

Approved on 12/10/2009

Amended on 11/20/2014

Amended on 09/17/2015

Amended on 12/11/2019

President

Secretary