

BYLAWS
OF THE CAPITOL OF TEXAS CHAPTER
OF THE
INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

ARTICLE I

NAME

The name of this organization shall be the Capitol of Texas 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 business practices that will ensure the confidentiality, integrity, and availability of information resources and to educate and enhance the knowledge, skill, and professional growth of its members and the information security community, pursuant to Section 501 (c) (6) of the 1954 Internal Revenue Code.

The objectives of the Chapter are to: (a) educate and enhance the knowledge and skills of its members and the community in the interrelated fields of information systems security and information data processing; (b) encourage an open exchange of information security techniques, approaches, and problem solving by its members and the community; (c) provide communication to keep members abreast of current events in information processing and security, providing benefits to them and their employers; and, (d) communicate to business leaders, 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: (a) 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 (b) Educators, attorneys, and law enforcement officers having a vested interest in information/data security; or (c) Professionals with primary responsibility for marketing or supplying security equipment or products.

Student Members: Full-time students interested in or pursuing a career related to information systems security.

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

SECTION 3. 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. Membership may be terminated if notification of payment of the annual Chapter dues has not been received by the Treasurer of the Chapter as provided for in ARTICLE VII.

SECTION 5. 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 6. 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) noticed 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 service or resources of the Chapter.

ARTICLE IV

OFFICERS

The officers of the Chapter must be general members in good standing as of the date of their

election. These officers shall be President, Vice President, Recording Secretary, Corresponding Secretary, Membership Director, Education Director, Treasurer, Operations Director, Sponsorship Director and Marketing Director.

These officers plus any non-voting Past Presidents and Industry Representatives as provided for in Sections 9 and 13 shall constitute the Chapter Board of Directors.

SECTION 1. President

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. The President is an ex-officio member of all committees and sub-committees and for all deliberative decisions shall have the deciding vote in the case of a tied decision. The President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Board of Directors. This review shall be for the purpose of reviewing the duties and responsibilities of each elected officer and to identify any changes that may be required to keep the Bylaws current.

SECTION 2. Vice-President

The Vice President shall attend to the duties of the President in his/her absence and shall attend to any other duties or special projects as the President may require. In the event that the President's office may become vacant for any cause whatsoever the Vice President shall assume the office for the unexpired term.

SECTION 3. Recording Secretary

The Recording Secretary shall either personally or through an appointed delegate record minutes of all meetings, all deliberative actions, and all election results, and shall maintain the official records of the Chapter. In conjunction with the President, the Recording Secretary shall produce the Meeting Agenda in advance of all Board and Chapter meetings.

SECTION 4. Corresponding Secretary

The Corresponding Secretary 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 Corresponding Secretary shall also transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Corresponding Secretary. Additionally, the Corresponding Secretary will be responsible for the publication of the Chapter newsletter, either directly or by supervising an appointed editor.

SECTION 5. Treasurer

The Treasurer shall direct the Financial Administration of the Chapter in accordance with

ARTICLE VII. The Treasurer manages and reports on all monies or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits.

SECTION 6. Membership Director

The Membership Director shall develop growth and retention programs and promote the Chapter goals and benefits to the general membership, directly and by committee. The Membership Director shall coordinate communications with the Corresponding Secretary and Education Director to maintain updated membership data. The Membership Director shall act as the Chapter contact with ISSA International and any other entities on membership matters.

SECTION 7. Education Director

The Education Director shall oversee and report status of all educational activities of the Chapter, individually and as an ex-officio member of any committees or working groups formed for the coordination of Chapter-sponsored educational offerings. All educational offerings will be approved by the Board of Directors. In conjunction with the incoming and outgoing officers, the Education Director shall facilitate the Annual Program Planning meeting held in lieu of the January Board of Directors meeting.

SECTION 8. Operations Director

The Operations Director shall assist all Chapter officers in all tactical and strategic operations of the Chapter to ensure that the highest standards are achieved and maintained in accordance with these By-Laws and with the ISSA National Organization Guidelines. The Operations Director shall attend to the duties of another Chapter officer during Chapter meetings if that officer is absent and if no alternative officer is defined.

SECTION 9. Sponsorship Director

The Sponsorship Director serves as the primary liaison between the Chapter and all sponsors and advertisers and solicits sponsors and advertisers for the Chapter.

SECTION 10. Marketing Director

The Marketing Director is responsible for the planning, development and implementation of all the Chapter's internal and external marketing strategies, communications and public relations activities. The Marketing Director shall attend to the duties of the Sponsorship Director during Chapter meetings in the event of the Sponsorship Director's absence.

SECTION 11. All past Presidents not holding a current office and retaining active membership shall be privileged to attend regularly scheduled meetings held by the Board of Directors, to act in an advisory capacity only, i.e., eligible to be recognized by the presiding officer to make or second motions and participate in discussion thereof, but without authority to vote on any motion

before the Board.

SECTION 12. The business of the Chapter shall be managed by the Board of Directors. The Board may, from time to time, establish special committees for various purposes as required. A Board quorum for business decisions shall include the Presiding Officer and consist of presence of a majority (half plus one) of the Board members. Regular Board meetings for conduct of Chapter Business are held in accordance with **ARTICLE VI**. Emergency Board actions conducted electronically or by telephone shall be coordinated by the Presiding Officer for that particular action, who shall make all reasonable attempts to contact each Board member within seven (7) calendar days. At the Presiding Officer's discretion, the action can be considered closed prior to the 7-day timeframe once quorum is reached. All actions outside normal Board meetings shall be ratified at the next regular Board meeting and included in the minutes.

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 majority ratification by a quorum of the membership attending the next Chapter general meeting.

SECTION 14. On a formally approved motion during a scheduled Board meeting, an officer shall be held before the Board for malfeasance of duty. The hearing shall occur within the next two (2) regularly scheduled Board meetings. A two-thirds majority of all voting Board members shall be required for removal from office. General members may submit to any elected officer, written notice requesting a special hearing to present their case for elected officers they believe have violated the bylaws or otherwise misrepresented the Chapter.

SECTION 15. The President may appoint up to six (6) Industry Representatives to the Board of Directors from the general membership.

SECTION 16. For purposes of Chapter Business, the Industry Representatives shall have authority to act in an advisory capacity only, i.e., they are eligible to be recognized by the presiding officer to make or second motions and participate in discussion thereof, but are without authority to vote on any motion before the Board.

ARTICLE V

ELECTIONS

SECTION 1. The Chapter Officers shall be elected by popular vote, each member in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of the Immediate Past President who will serve as the Nominating Committee Chairperson and one other member in good standing, selected by the Board of Directors at the October meeting of each year. Members in good

standing may volunteer for this function.

SECTION 3. The Nominating Committee Chairperson shall prepare and distribute election ballots at the December meeting.

SECTION 4. Elections shall be held at the December meeting of each year.

SECTION 5. Election results shall be announced at the December meeting.

The term of office shall consist of one year commencing at the conclusion of the December meeting.

ARTICLE VI

MEETINGS

SECTION 1. The regular meetings of the Chapter shall be held the third Thursday of each month. The regular meetings of the Board shall be held on the first Thursday of each month with the exception of national holidays. In the event a national holiday falls on the same day, the President shall designate an alternative meeting date for the Board.

SECTION 2. Special Chapter meetings may be called by the Board of Directors at any time upon ten day written or electronic notice to all members of the Chapter. Board actions outside of regular Board meetings shall be conducted in accordance with **ARTICLE IVSECTION 12**.

SECTION 3. At all Chapter meetings, ten percent (10%) of the General Membership shall constitute a quorum for the transaction of business. Quorum for Board actions shall be in accordance with **ARTICLE IVSECTION 12**.

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

- a. Call to Order
- b. Presentation and Approval of Minutes of previous Chapter Meeting
- c. Presentation of Minutes of the previous Board of Directors Meeting
- d. Reports of the Treasurer, Membership Director, and Education Director
- e. Reports of Vice President and 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 Board member presiding, if circumstances dictate that such action be taken.

SECTION 6. 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 7. Guests may be invited to regular meetings. If a guest attends more than three meetings in the same year, that person should be approached for membership.

ARTICLE VII

FINANCIAL ADMINISTRATION

SECTION 1. International and Chapter membership dues shall be made payable to ISSA International Headquarters and collected by ISSA or forwarded to ISSA by the Treasurer. Dues are annual and are due and payable each annual anniversary of membership. ISSA is accountable for managing annual dues collection, notifying the Chapter of renewals and new memberships, and crediting the Chapter portion of the lump sum dues payments back to the Chapter. Payment of dues and fees shall be made in U.S. dollars. Additional fees may be required as the Board of Directors instruct, with the quorum approval of the general membership.

SECTION 2. The amount of annual Chapter dues shall be recommended by the Board of Directors and shall be approved by a two-thirds quorum vote of the general membership. 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.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Board of Directors. No Chapter commitment may be made that would exceed the current reserve account balance.

SECTION 4. Signatory authority for all bank accounts shall reside in the duly elected Treasurer and the President, and optionally the Vice President and/or the Corresponding Secretary.

SECTION 5. An Audit Committee consisting of two members in good standing shall be appointed by the President in September of each year. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible for examination of all financial records of the Chapter for the previous fiscal year and presenting a written report of its findings and recommendations at the November regular Board meeting for Board review and subsequent presentation to the general membership. The report shall be maintained as part of the permanent records of the Chapter.

SECTION 6. The fiscal year of the Chapter shall be October 1 through September 30.

ARTICLE VIII

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, International, 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 or liable for any lawsuits, damages, or other expenses or liabilities arising out of the activities of ISSA, International.

ARTICLE IX

HEADQUARTERS

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

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 members of the Chapter may at any time propose in writing, signed by them and addressed to the Recording 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 of the Bylaws, 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 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 total number of eligible directors votes 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.

- 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.