



BYLAWS

BALTIMORE METROPOLITAN CHAPTER

INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

AUGUST 2010

VERSION 1.4

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ARTICLE I

NAME:

The name of this organization shall be the Baltimore Metropolitan 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.

This Chapter is not organized for profit, and no part of the net earnings of this Chapter shall inure to the benefit of any individual.

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

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.

Membership in the Chapter is contingent upon membership in ISSA International.

There are five (5) categories of membership:

General Members: Professionals who have as their primary responsibility information systems security in the private or public sector, or professionals who supply information systems security consulting services to the private or public sector; or IS Auditors, or IS professionals who have as one of their primary responsibilities information systems security in the private or public sector; Educators, attorneys and law enforcement officers having a vested interest in information security; or Professionals with primary responsibility for marketing or supplying security equipment or products. All membership dues are non-refundable.

CISO Executive Membership: The role of information security executives continues to be defined and redefined as the integration of business and technology evolves. While these new positions gain more authority and responsibility, peers must form a collaborative environment to foster knowledge and influence that will help shape the profession.

The Information Systems Security Association (ISSA) recognizes this need and has created the exclusive CISO Executive Membership program to give executives an environment to achieve mutual success. Connecting professionals to a large network of peers, valuable information and top industry experts, the program is a functional resource for members to advance personal and industry understanding of critical issues in information security.

Student Members: Student members are full-time students in an accredited institution of higher learning. This membership class carries the same privileges as that of a General Member except that Student Members may not vote on Association matters or hold an office on the ISSA International Board. There is no restriction against students forming a student chapter. All membership dues are non-refundable.

Organization Members: Corporate Organizational Memberships are owned by the corporation which may transfer memberships as staff and job duties change.

Government Organizational Members: For government agencies at the national, state/provincial, county or municipal levels. Government Organizational Memberships are owned by the government organization which may transfer memberships as staff and job duties change.

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. The membership year shall be from date of record of initial dues payment by the member and subsequent payments shall be made by the last day of

the anniversary month of initial payment.

SECTION 4. Membership may be terminated if payment of the annual Chapter dues has not been received by the Treasurer of the Chapter or submitted to the National Association as provided for in Article VII. The delinquent member will have thirty days to settle their membership arrears, or membership termination will be recommended.

SECTION 5. Any member may resign at any time, but such resignation shall not 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 of ISSA, 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 service 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 and remain general members in good standing for their term of office. The term of office shall be concurrent with the Chapter's fiscal year. These officers shall be: President, Vice President of Operations, Secretary / Vice President of Membership, Vice President of Professional Development, Vice President of Education, and Treasurer. These officers shall constitute the Board of Directors. The President shall act as Chairperson 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 cause the Chapter Bylaws to be reviewed each year by the Chapter Board of Directors. This review shall be for the purpose 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.

If the Board of Directors shall determine that the office of President has been permanently vacated, the Vice President of Operations shall become the Chapter President.

SECTION 3. The Vice President of Operations 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. If the VP of Operations shall become the President for the remainder of the fiscal year then the position of VP Operations will be declared vacant and be filled in accordance with Article IV, Section 10.

SECTION 4. The Secretary shall record and keep minutes of meetings where Chapter business is conducted, and shall maintain the official records of the Chapter. At the direction of the President, the Secretary shall also transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Secretary. The Secretary shall make official records available to any member in good standing upon request.

SECTION 5. The Vice President of Membership 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. Additionally, the Vice President of Membership shall review all membership applications for eligibility. The VP Membership shall welcome new and renewing members to the chapter and send reminders to members due for renewal and whose membership has recently lapsed. At the Regular Chapter meetings, the VP Membership will report membership numbers, including gains and losses since the last meeting, and will review the sign-in roster for members in good standing and guests. The VP Membership shall enforce the guest policy as described in Article VI Section 8. The VP Membership will provide the sign-in roster to the Secretary to be included with the official meeting record.

SECTION 6. The Vice President of Professional Development will recommend, initiate, and oversee programs for professional development within the area of Information Security to include monthly meetings, security conferences / seminars, and interaction with peer organizations. This officer will also evaluate and organize any career development events.

SECTION 7. The Vice President of Education shall lead the efforts to address chapter certification needs within the realm of information security, as well as, oversee the distribution of any scholarship funds.

SECTION 8. The Treasurer shall receive membership dues from the ISSA International Headquarters and keep an accurate account of all treasury receipts, expenditures, and deposits as well as other monies or articles of value belonging to the Chapter.

SECTION 9. If not holding a current office while also maintaining an active membership with the chapter, the (current) immediate past president shall be privileged to attend meetings held by the Board of Directors. Further, the (current) immediate past president may function as an advisor to the current Board of Directors.

SECTION 10. The business of the Chapter shall be managed by the Board of Directors. A Board quorum for business shall consist of half of the board members being present. This Board

may, from time to time, establish special committees for various purposes as required.

SECTION 11. In the case of a Board vacancy, other than the Office of President, such a 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.

SECTION 12. On a motion and second from the membership at a general meeting, an officer shall be held before the Chapter for malfeasance of duty. A two-thirds majority of all General Members in attendance at the general meeting shall be required for removal from office.

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. The Nominating Committee shall consist of the Nominating Committee Chairperson and one or more assistants, selected by the Board of Directors at the September meeting of each year. Members in good standing who are not running for office are eligible for and may volunteer for this function. A call for nominations will take place at the September meeting.

SECTION 3. The Nominating Committee shall prepare and distribute election ballots at the November meeting. Nominations shall be made to the Nominating Committee not later than one (1) week prior to the date of the election for the names to appear on the ballot.

SECTION 4. Elections shall be held at the November meeting of each year. Nominations may be made from the floor. If the proposed candidate is not present at the election, a signed letter of consent to serve if elected shall be presented by the person making the nomination at the time of nomination.

SECTION 5. In case of a tie vote for an incoming officer position the tie will be settled by the majority vote of the existing Board of Directors. No Director who is a party to the tie vote for an incoming officer position may participate in the vote by the Board of Directors to resolve the tie.

SECTION 6. Election results shall be announced at the November meeting.

SECTION 7. The term of office for all officers shall consist of two year terms commencing on January 1 following election. With the officers being elected in November 2010, the President, Treasurer, VP Education, and VP Membership will be elected for a two year term. The VP Operations, Secretary, and VP Professional Development will be elected for a one year term at the November 2010 election. At the 2011 election the VP Operations, Secretary, VP Professional

Development will be elected for a two year term. Subsequently, in even numbered years the President, Treasurer, VP Education, and VP Membership will be elected. In odd numbered years VP Operations, Secretary, and VP Professional Development will be elected.

SECTION 8. All ballots cast shall be maintained by the Chairperson of the Nomination Committee for three (3) months and then destroyed.

ARTICLE VI

MEETINGS:

There are three categories of meetings: Chapter Meetings, Board of Directors Meetings and Special meetings.

SECTION 1. The regular meetings of the Chapter shall be held monthly on a regular schedule to be set at the discretion of the Board of Directors. All members of the Chapter in good standing shall be entitled to attend the regular meetings. Guests are also normally allowed to attend regular meetings at the discretion of the Board of Directors.

SECTION 2. The Board of Directors may call special meetings at any time upon ten day written notice to all members of the Chapter.

SECTION 3. Board of Directors meetings shall be held on a schedule set by the Directors. All Board members shall be given at least three days notice of Board meetings. Attendance is limited to the members of the board and others that they may invite. The purpose of the Board of Directors meetings is managing the regular business of the Chapter. A quorum at these meetings shall be half the board members.

SECTION 4. At all Chapter or Special Meetings, a minimum of seven General members in attendance shall constitute a quorum for the transaction of business provided that all General Members have been provided with 10 days notice of a Special Meeting or a change in the date of regularly scheduled Chapter Meetings.

SECTION 5. The order of business at Chapter Meetings shall be as follows:

- a) Chapter business
- b) Presentation
- c) Networking

SECTION 6. The order of business may be revised or dispensed with by the Board member presiding, if circumstances decree that such action be taken.

SECTION 7. 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 8. Guests may be allowed to attend Chapter Meetings at the discretion of the Board. If a guest attends three meetings in the same consecutive twelve month period the Vice President of Membership will notify the Secretary to inform the person in writing that they must become a Chapter member or they will not be allowed to attend future Chapter meetings.

ARTICLE VII

FINANCIAL ADMINISTRATION:

SECTION 1. Annual dues shall be due and payable by each member by the last day of the anniversary month of their initial membership. Additional fees may be required as the Board of Directors direct, with the approval of a majority of members in good standing. ISSA International Headquarters will collect dues. Of the dues collected from each member, ISSA International will forward Chapter dues to the Chapter. Payment of 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.

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 Chapter meeting. Any proposed change to the Chapter dues must be publicized to the Chapter members at least two weeks prior to the Chapter 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.

SECTION 4. Signatory authority for all bank accounts shall reside in the duly elected President, Vice President of Operations and Treasurer.

SECTION 5. The Board of Directors shall have the financial records of the chapter audited not less than every 2 years by a suitably qualified independent party. The auditor will provide a report of findings in writing which 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 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 of 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, other expenses or liabilities arising out of the activities of ISSA, International.

ARTICLE IX

HEADQUARTERS:

SECTION 1. The Headquarters of the Baltimore Metropolitan Chapter shall be located in the State of Maryland, 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 active, dues paying members of the Chapter may at any time propose in writing, signed by them and addressed to the Secretary / Vice President of Membership, 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 or any existing provision of, or the addition of any new provision to the Bylaws.

b. Such proposed amendments, repeals, or additions shall be presented at the next monthly 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 directors present vote 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 Chapter meeting of the Chapter for ratification. However, the membership shall be given a minimum of two (2) weeks to review any changes prior to the ratification vote.

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

APPROVED ON THIS _____ DAY OF _____ AT _____, _____

PRESIDENT

VICE PRESIDENT OF OPERATIONS

SECRETARY / VICE PRESIDENT OF MEMBERSHIP

TREASURER

VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT

VICE PRESIDENT OF EDUCATION