

BYLAWS OF (ISC)2 LOS ANGELES CHAPTER

Effective: January 1, 2021

The name of this unincorporated non-profit organization shall be (ISC)2 Los Angeles Chapter, hereinafter referred to as "Chapter", a chapter affiliated with the International Information Systems Security Certification Consortium (ISC)2 hereinafter referred to as the "Association". The Chapter, apart from its innate affiliation with the international Association, is an entity independent from any other association, enterprise, or entity.

ARTICLE II. PURPOSE AND OBJECTIVES

Section 1. Purpose

The specific purpose of the Chapter (one of many chapters located globally) is to support the Association to be a leading global provider of knowledge, certifications, community, advocacy, and education on information systems security, and to carry on other activities associated with this goal as allowed by law. To achieve this purpose, the Chapter provides education and services to its regional membership; hosts educational events and conferences; promotes and prepares candidates to sit for (ISC)2 exams; and provides support to academic institutions teaching in associated fields where applicable.

ISC2 Los Angeles Chapter has been formed as an unincorporated non-profit organization with the State of California.

Section 2. Objectives

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of information security;
- B. To promote standardization and measurement of these skills and knowledge demonstrable by encouraging members to obtain the Association's professional certifications;
- C. To encourage an open exchange of information security techniques, approaches, and problem solving by its members;
- D. To promote adequate communication to keep members abreast of current events in information security that can be of benefit to them and their employers;
- E. To communicate to management, higher education institutions, and to information technology and business professionals the importance of establishing controls necessary to ensure the effective security of information technology resources.

Section 3. Scope

All (ISC)2 members holding an (ISC)2 certification that are in good standing, who are in or around the area deemed "Los Angeles" are eligible to join the chapter, participate in chapter meetings, hold chapter office, and other such activities as having been approved by the chapter board and are inline with the chapters bylaws.

ARTICLE III. MEMBERSHIP AND DUES

Section 1. Classifications and Qualifications

The membership shall consist of individuals interested in the information security field. The members annually at their annual meeting may change the criteria for membership.

A. Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.

Section 2. Admission

A. Potential members shall:

- Meet the requirements of membership as outlined in Article III, Section 1.
- Comply with the Code of Professional Ethics established by the Association.

Section 3. Dues

A. Chapter dues are at the discretion of the Chapter Board. The Chapter Board can establish the amount of dues to be remitted in addition to the Association dues, if deemed needed to sustain the chapter, easily collected and tracked, and that corporate sponsorships are no longer feasible.

B. If established by the board, dues are not required for joining the Chapter, but are for continued membership .

ARTICLE IV. CHAPTER MEMBER MEETINGS

Section 1. Regular Member Meetings

The regular meetings of the Chapter shall be held at least once a month, unless otherwise ordered by the Chapter Board. The intended purpose of this meeting is to facilitate the goals of the chapter.

Section 2. Annual General Meeting

One meeting in the last quarter of every calendar year shall be known as the Annual General Meeting; and shall be for the purpose of electing new Chapter Officers (for any office that has a vacancy), receiving reports from the Current Chapter Board Members, the chapter annual report, reports from the chapter committees, and for any other business that may arise.

Section 3. Special Meetings

Special meetings may be called by the President or by a majority of the existing Chapter Board members, or upon written request by 10 members of the Chapter. The purpose of the meeting shall be stated in the call. No business shall be transacted except that mentioned in the call of the special meeting.

Section 4. Mail or Electronic Voting

Paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 5. Quorum

The quorum for any regular, special or Annual General Meeting (AGM) shall be 15 members. In absence of quorum

at a regular meeting, a 2/3 vote of the members in attendance shall suffice. In the absence of quorum at a special or Annual General Meeting, the meeting will be adjourned, and reconvened within the next 90 days. The new date and time will be communicated to members with at least 14 calendar days notice.

Section 6. Act of the Membership

The affirmative vote of the majority of the members present and voting at any regular or special meeting at which a quorum is present shall constitute an act of the membership.

Section 7. Notification

Members shall be notified at least 14 calendar days in advance of the Annual General Meeting, regular meeting, or special meeting, except in case of emergency. Meeting notifications may be made using any or all available communication channels including electronic media.

Section 8. Presiding Officer

All meetings will be presided over by the President of this Chapter. In the absence of the President, the Treasurer shall act as the Chairperson. In the absence of the President and the Treasurer, the Membership Chair will act as the Chairperson. In the absence of the President, Secretary or Treasurer, the members of the Chapter Board who are present shall by majority vote, choose one among them to act as Chairperson for that meeting.

ARTICLE V. CHAPTER OFFICERS

Section 1. Chapter Officer Titles

The Officers of the Chapter shall be 5 in number, constituting:

- A. President
- B. Secretary
- C. Treasurer, VP
- D. Membership Chair, VP
- E. Communications Chair, VP

Section 2. Duties of Chapter Officers

The Chapter Officers shall perform the duties prescribed by these bylaws, the Chapter Board, and the parliamentary authority adopted by the Chapter in the order specified.

A. The Chapter President shall:

- Preside at all meetings of the Chapter and the Chapter Board.
- Supervise the affairs and ensure continuity of all aspects of Chapter operations.
- Execute all orders and resolutions of the Chapter Board and enforce the Chapter bylaws.
- Appoint all committee chairpersons with approval of the Board of Directors.
- Be an ex-officio member of all committees except the Nominating Committee.
- Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate. If unable to attend, the president can designate a board member, advisory board member, or another chapter member to represent the chapter.

- Maintain communications with the Association and respond to Association inquiries.
- Present an annual report to members at the Annual General Meeting. This report should consist of reports from various Chapter Officers and Committees.
- Supervise budgetary matters and proper internal control of finances.
- Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association.
- Lead the Technology Committee to identify and maintain optimal technology solutions for streamlining and ensuring reliable Chapter operations.
- Perform additional duties as may be authorized and delegated by the Chapter Board.

B. The Secretary Shall:

- Issue notices for the Chapter Board meetings.
- Ensure attendance is taken at meetings and submit CPEs on behalf of membership for attendance.
- Take minutes of the meetings of the Chapter Board, and membership meetings (AGM & Special Meetings). Publish said minutes to the chapter members.
- Maintain accurate attendance records for all meetings. Provide documentation of attendance upon request by chapter members.
- Submit the annual report to the Association within 30 days after the end of Fiscal Year.
- Manage the legal affairs, Chapter reports, and communications and correspondence pertaining to the Chapter.
- Track the status & completion of essential Chapter tasks (insurance, PO Box renewal, nonprofit status & Fictitious business name (Form 990) submission, outstanding chapter award, etc)
- Assist the President in the administration of Chapter membership meetings.
- Perform additional duties as may be authorized and delegated by the Chapter Board.

C. The Treasurer shall:

- Be the custodian of Chapter funds.
- Receive and disburse such funds of the Chapter as required in the conduct of its affairs and activities, only upon the sanction of the Chapter Board, or the Chapter membership.
- Remit dues to the Association as required.
- Update the financial records on a monthly basis and submit a written report for income and expenditure along with bank reconciliations to the Chapter Board on a quarterly basis.

- Submit Treasurer's report at membership meetings (AGM & Special Meetings)
- Submit books and records for financial review.
- File any and all tax forms required on a timely basis.
- Prepare an annual budget after consulting with other Officers of the Chapter.
- Submit the budget to the Chapter Board for approval within 45 days from the beginning of the fiscal year to which it is applicable.
- Apprise the Chapter Board and document the rationale of any potential deficit budget.
- Process disbursement requests in a timely fashion, maintain supporting evidences & approvals for disbursement requests, support of event registration, etc.
- Perform additional duties as may be authorized and delegated by the Chapter Board.
- Check the chapter post office box at least once per week. deposit checks, and process any correspondence immediately upon receipt.
 - Oversee the collection, management, and tracking of chapter member dues, if the board deems membership dues are needed.
 - Collaborate with board members and sponsoring organizations regarding their sponsorship/donations to the chapter.
- Lead the Sponsorship Committee to build and maintain a sponsorship program soliciting funding for the chapter from conferences and events.
- Build/maintain sponsorship marketing materials.

D. The Membership Chair shall:

- Work with the Board Committee to maintain accurate membership listing of chapter members in good standing.
- Provide the board at each meeting metrics & trends of attendees and overall membership,
- Facilitate programs to provide values & services to the members and increase the membership
- Disseminate membership lists as directed by Chapter Board with due regard to security and privacy issues.
- Work with the Chapter Committee Chairs and ensure sufficient staffing in all committee activities.
- Work with the Committees and implement surveys to identify membership needs and to improve attendance.
- Recommend and implement strategies for member retention.
- Organize membership networking events.

- Perform additional duties as may be authorized and delegated by the Chapter Board.

E. The Communications Chair shall:

- Lead the Communication Committee to manage tools used by the Chapter to maintain members and non-members Contact lists, create Chapter Events, Registration Links, create Promotion / Discount Codes for the events.
- Prepare and send all communications to members through email, text, social media (LinkedIn, Reddit, Twitter, etc), and any other media as approved by the Chapter Board.
- Identify speakers and sponsors for meetings and plan event logistics with help from the Conference Committee.
- Work with the Board and Conference Committee to plan and manage all meetings and conferences including joint conferences with other Chapters and associations.
- Provide biographical material, abstracts, and photographs of all speakers for meetings and conference Proceedings.
- Maintain and update the meeting calendar and conference planner.
- Distribute and collect event evaluation forms and compile results.
- Send thank you notes to the speakers and the attendees.
- Update the Chapter Board on the progress of meeting and conference planning.
- Build/maintain a database of sponsorship contacts and an associated management system to track the contacts to build and maintain the sponsorship program.
- Report status of the communications and sponsorship programs at each quarterly board meeting.
- Perform additional duties as may be authorized and delegated by the Chapter Board.

Section 3. Term of Office

A. The Chapter Officers shall be elected for a term of two years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin on 1 January of the year following the Annual General Meeting at which they are elected.

B. No member shall hold more than one Chapter Office at a time unless appointed in an adjunct temporary acting capacity pending an election.

C. No Officer shall be eligible to serve more than two consecutive terms in the same Chapter Office.

Section 4. Office Vacancies

- A. Chapter Officer can resign from his or her position at any time.
- B. If a vacancy should occur in the office of President, the vacancy shall be filled by the Secretary.
- C. If a vacancy should occur in any office the vacancy shall be filled by Chapter Board-approved temporary appointment. Such appointment is subject to ratification by membership at the next regular or special meeting.
- E. If a Chapter Officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Section 5. Removal of an Officer

Any or all Officers may be removed with or without cause by:

- 1. a majority vote of the Chapter Board only at a duly called meeting at which a quorum is present OR
- 2. the affirmative vote of a majority of members entitled to vote upon the election of such Officer under Article VII, Section 2:
 - a) at a duly held membership meeting or,
 - b) by written ballot in conformity with the California Law.

ARTICLE VI. CHAPTER BOARD

Section 1. Composition

The Chapter Board shall consist of all Chapter Officers listed in Article V, Section 1.

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between membership meetings, including arranging venues, speakers and topics for each meeting, and providing refreshments.
- B. Make recommendations to the membership.
- C. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- D. Have full power and authority over the affairs of the Chapter between membership meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the Chapter and none of its acts shall conflict with action taken by the Chapter.
- E. Act as the governing body of this Chapter and its action shall be final, unless otherwise specifically provided by these bylaws or those of the Association.

F. Provide for an independent review of the financial affairs of the Chapter, annually, and at such other times as it may deem advisable. The results and conclusions of such financial audit will be communicated to the chapter members.

G. Handle and address any & all communications to their chapter email address, or their personal address that pertains to chapter business within 5 business days.

Section 3. Authority

The Chapter Board shall have the authority to:

A. Expend funds allotted in the approved budget

B. Authorize non-budgeted expenditures. Non-budgeted expenditures over \$5,000 will require approval of the membership.

C. By a two-thirds vote of the Chapter Board, recommend to the Association the termination of membership for any Chapter member who, in the Chapter Board's judgment, has violated the bylaws or who has been guilty of conduct detrimental to the best interests of the Chapter or Association. Such termination by the Association shall be final and shall cancel all rights, interest, or privileges of such members in the services or resources of the Chapter.

Section 4. Chapter Board Meetings

The Chapter Board shall hold at least one meeting every quarter, at such time and place as it may choose.

The Chapter Board shall have the option to hold meetings of the Chapter Board electronically. A conference meeting must be arranged at least 48 hours in advance of the call. Motions will be voted on by voice vote. If the Chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.

At all meetings of the Chapter Board, the President, if present, shall act as Chairperson. In the absence of the President, the Treasurer shall act as the Chairperson. In the absence of the President and the Treasurer, the Membership Director will act as the Chairperson. In the absence of the President, Treasurer and the Membership Director, the members of the Chapter Board who are present shall by majority vote, choose one among them to act as Chairperson for that meeting.

A special Chapter Board Meeting can only be called by the President and three Chapter Board Members. In the absence of the President, the Secretary will have the authority to call an emergency meeting with three other Chapter Board Members. As mentioned in the Section 6 of this Article, quorum is required for making any decision.

Section 5. Notification

Notice of Chapter Board Meetings shall be given in writing, to each member of the Chapter Board no less than 48 hours in advance of the meeting, and shall be posted electronically to a common email group, or as the Chapter Board may otherwise direct. Any failure in delivery of such notices by individual Chapter Board Members shall NOT invalidate the meeting or any action taken or proceedings thereat. Written notice may be waived by unanimous consent of the Chapter Board.

Section 6. Quorum

A majority of the Chapter Board shall constitute a quorum. Where the Chapter Board is unable to achieve a majority due to a tie caused by even number, absence, abstained vote, etc. The tie shall be broken by the President, and in their absence, in the order of the Presiding officer as detailed in Article IV Section 8.

Section 7. Action

The affirmative vote of the majority of the Chapter Board members present and voting at a meeting at which a quorum is present shall constitute an act of the Chapter Board.

Section 8. Insurance

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter. This Chapter Board shall have the right, and shall use its best efforts, to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer's, director's, employee's or agent's status as such.

Section 9. Expenses and Compensation

Chapter Board members and members of the Committees may receive such reimbursement for expenses as may be fixed or determined by the Chapter Board. Chapter Board members shall not be paid any compensation for their services, except in those special cases, when designated by the Chapter Board, where the Chapter Board member shall be appointed to fill a paid position.

Section 10. Fiscal Year

The fiscal year of this Chapter shall be January 1 – December 31.

ARTICLE VII. NOMINATIONS AND ELECTIONS

Section 1. Chapter Nominations

A. The Chapter Board shall solicit and select volunteers to form a three-member Nominating Committee at least two months prior to the upcoming Annual General Meeting. Current Chapter Board members may serve on this committee; however, no members of the Nominating Committee will be eligible to stand for upcoming elections for that term.

B. The Nominating Committee shall solicit or accept nominations in written form only, from the Chapter membership for offices to be filled at the Annual General Meeting.

- C. The Nominating Committee shall enforce the bylaws and confirm that nominees can stand for election. They will provide rationale to the current Board if they determine a candidate cannot be vetted to stand for election.
- D. Persons removed from the board, other than due to resignation, shall be ineligible for nomination to any chapter board position for a period of 4 years from the date of such removal.
- E. The Nominating Committee shall follow such procedural rules as prescribed by the parliamentary authority adopted by the Chapter.
- F. The Nominating Committee shall formally present the nominations report to the membership at the Annual General Meeting, containing details of nominees and status of the election process.
- G. The Nominating Committee shall advise the Chapter Board of the Committee's nominations, upon request.
- H. Nominations for all positions shall close 3 days prior to the election upon which the Nominating Committee will inform the current Board of the vetted slate of candidates. No floor nominations shall be permitted on the day of the election.
- I. Candidates shall not be permitted to nominate themselves for multiple positions.
- J. Candidate must have previously demonstrated support to Chapter activities as a volunteer. The Nomination Committee will require evidence and will validate the successfully completed volunteer work with any one of the Current Board members. The current Chapter Board may waive this requirement for any deserving candidate.
- K. Candidate nominating for the President position must have served on the Chapter's Board of Directors. The current Chapter Board may waive this requirement for any deserving candidate.
- L. All candidates must be members in good standing of ISC(2) and the chapter, with each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest declaration form.

Section 2. Chapter Elections

- A. All Chapter Officers shall be elected by the membership of the Chapter by ballot, or in the event there is only one candidate for any office, voting on that office may be by voice or raised hand.
- B. A member can run for only one office at a time.
- C. The Chapter Board shall determine by resolution whatever other procedures it deems necessary to conduct Chapter elections in a proper, reasonable, unbiased and accurate manner.
- D. All members in good standing, that are present in person shall be eligible to vote at the Annual General Meeting.
- E. If a nomination is not received for a Board position, the newly elected Board can choose to appoint a member to fill this Board position vacancy. Such appointment is subject to ratification by the membership at the next regular or special meeting.
- F. Shortly after the election, the current & board-elect members shall have a special board transition meeting to close out any outstanding business, and transfer duties, knowledge, and all other essentials so that the board- elect members shall have sufficient time to prepare and execute the first chapter meeting of the year.

ARTICLE VIII. CHAPTER COMMITTEES

Section 1. Standing Committees

There can be the following standing committees:

- A. Advisory Committee
- B. Finance Committee
- C. Bylaws Committee
- D. Communications Committee
- E. Conference Committee
- F. Education Committee
- G. Membership Committee
- H. Nominating Committee
- I. Sponsorship Committee
- J. Technology Committee
- K. Executive Committee
- L. Scholarship Committee
- M. Outreach & Awareness Committee (Safe & Secure online) N. Venue Committee

Section 2. Duties of Standing Committees

A. The Advisory Committee shall be composed primarily of past Chapter Board members and shall be called upon as needed to assist the Chapter Board on Chapter matters.

B. The Finance Committee shall assist the Chapter's Board by completing an annual review of the Chapter accounts at the close of the fiscal year, and reporting the results to the Chapter Board within a month from the start of the next fiscal year.

C. The Bylaws Committee shall report to the Chapter Board and shall maintain the Chapter bylaws. The Bylaws Committee shall expedite the process of changing the bylaws in accordance with Article XI of the bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the proposed change with other provisions of the bylaws and with those of the Association, and suggest wording for proposed changes.

D. The Communications Committee shall assist the Director of Communications in managing all direct communications informing all members and non-members about the Chapter's events and meetings.

E. The Conference Committee shall assist the Director of Communications in supporting the development, marketing, and execution of the Chapter's meetings and conferences.

F. The Education Committee shall assist the Director of Professional Development in recommending and overseeing the educational member meetings and training programs, except exam review courses and conferences.

G. The Membership Committee shall assist the Membership Director in promoting interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association. The committee shall also be responsible for enlisting chapter members' participation in other chapter committees.

H. The Nominating Committee shall be formed per Article VII, Section 1 and shall perform functions as specified in Article VII, Section 1 of these bylaws.

I. The Sponsorship Committee shall assist the Sponsorship Director in managing the Sponsorship program for the Chapter.

J. The Technology Committee shall assist the Board and Director of Communications in managing the Chapter's technological tools including website, mobile app, and other internet outreach medias. Default members include President, Secretary, and Membership Director to ensure adequate coverage of IT services required to maintain chapter operations. .

K. The Executive Committee shall be composed of the President, Secretary, and Treasurer and shall have the delegated power to act for the Chapter Board between meetings of the Chapter Board. Such delegated power is subject to the ratification of the actions of the Executive Committee at the next Chapter Board Meeting and also subject to any limitation the Chapter Board may from time to time impose on the Executive Committee. The Executive Committee may not, at any time, take or adopt any action contrary to a previously adopted resolution of the Chapter Board without its concurrence and approval. The Executive Committee shall carry out all actions directed and all policies adopted by the Chapter Board, and shall keep the Chapter Board fully informed of its actions, in a timely manner.

L. Scholarship Committee shall lead the efforts regarding the ISC2 scholarship programs.

Section 3. Special Committees

Special committees may be created and dissolved as necessary by the chapter membership or the Chapter Board. Such committees are bound by the Chapter's bylaws, guidelines, process, and procedures; and are obligated to report their status and findings to the board as well as the chapter membership inline with all other committees.

Section 4. Membership and Reporting

The Director over each committee shall appoint the members of the committee. Members of the Committees report to the Director over their respective Committees. The Director of the Committee assumes all responsibility for working with, and communicating to, the respective Committee and the Board.

ARTICLE IX. DISSOLUTION

To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of the Chapter membership after ten (10) days' notice has been mailed or emailed to each member. In the event of dissolution, the Chapter shall notify the Chapters department of the Association, in writing, indicating the reason(s) for dissolution and

shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

ARTICLE X. PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules the Chapter may adopt.

ARTICLE XI. AMENDMENT OF CHAPTER BYLAWS

The Chapter Board and chapter membership shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

ARTICLE XII. INDEMNIFICATION

The Chapter shall indemnify any and all of its Officers or former Officers or any person who may have served at its request or by its election as an Officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been an Officer of the Chapter or of such other corporation, except in relation to matters as to which any such Officer or former Officer or person shall be adjudged in such action, suit, or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members or disinterested Officers or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office.