

BYLAWS OF THE ISC2 Los Angeles Chapter (AKA ISC2LA)

1 Relationship to ISC2 (The “Organization” also “ISC2”)

The **ISC2 Los Angeles Chapter** (ISC2LA, the “Chapter”), an unincorporated association, entered into a Chapter Affiliation Agreement with ISC2 as of June 30, 2020 (as outlined and agreed to in the “Charter”), pursuant to which the Chapter is established as a chapter of ISC2 with certain rights and obligations as outlined in the Charter. The activities and affairs of the Chapter may not conflict with the Charter or with these Bylaws, any future Articles of Organization, or any policy of ISC2 applicable to chapters, each as in effect from time to time. Notwithstanding the foregoing, the Chapter shall have no obligation to take any action that would violate any law, rule, or regulation applicable to it, including laws and regulations relating to the tax status of the Chapter.

2 Name, Purpose, Location, and Fiscal Year.

2.1 Name. The name of the unincorporated association shall be known and addressed as the ISC2LA and or the ISC2 Los Angeles Chapter.

2.2 Purpose. The purpose of this Chapter is organized exclusively for educational and charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future updates to that section of federal tax code, to support and educate the information security community in Los Angeles, California by meeting in person for networking and online for cybersecurity learning, and to support the mission of ISC2.

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to, its members, trustees, officers, or other private persons. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

2.3 Location. The principal location of the unincorporated association is in Los Angeles, California, with a virtual office located at 21213 Hawthorne Blvd, Suite B 3175, Torrance, CA 90503. The Chapter and its directors meet at various locations throughout Los Angeles. The directors of the Chapter may change the principal location, effective upon filing a certificate with the Secretary of State.

2.4 Fiscal Year. The fiscal year of the unincorporated association shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Secretary of State.

3 Members

3.1 Qualification. The membership shall consist of individuals interested in the general professional field of information security. The initial members are named in the Chapter Charter. Thereafter, applicants for membership must be actively involved in an aspect of information security studies or have worked for at least 1 year, subject to the requirements of membership in Section 3.3. below. Members must meet in person at least once a year. At the annual general meeting, members may change the membership criteria, set a maximum number of members, and elect to increase the number of members (if the number is fixed). At any special or regular meeting, the members may elect new members to fill director or committee vacancies, or decrease the number of members, but only to eliminate vacancies caused by the death, resignation, removal, or disqualification of one or more members. No criteria enacted shall disqualify a member in office when the requirements are established.

3.2 Voting Rights. Voting rights in the Chapter will be granted only to full (paid or board) members in good standing. A community member (unpaid) may attend any meeting but holds no voting rights. A suspended member is not a member in good standing for purposes of these Bylaws.

3.3 Classes and Good Standing. The Chapter may establish more than one class of members. There are three classes of membership in the Chapter.

- **Full** membership with annual dues paid in full and possession of a recognized ISC2 professional certification
- **Student** membership requires a verified “.edu” email address to receive highly discounted dues.
- **Community** membership, who receives our notices, emails, and may attend virtual and in-person meetings at an increased per-meeting fee

3.4 Tenure. Each member shall, subject to the provisions herein relating to suspension or removal, maintain membership for a period of one year or such period of time as corresponds to payment of membership dues, if different.

3.5 Dues. Dues are charged annually for each class of voting members (Full and Student). Full members are charged \$60.00 annually, and Students are charged \$10.00 annually and are renewed automatically. Dues are paid to the Chapter by electronic means, and are put into the Chapter’s general bank account for Chapter expenses (IT systems, services, meeting expenses, for the purposes of operating the chapter).

3.6 Annual Meeting. The annual ‘general’ meeting of members to address the chapter’s business is held in person. Every second year, there will be a meeting to elect the Chapter’s directors and officers and to consider any other business properly brought before the members. The annual meeting of members shall be held on the date, at the location, and at the time determined by the directors. If the annual general meeting is not held, a special meeting may be held instead, with the same force and effect as an annual general meeting.

3.7 Regular Meetings. Regular meetings of the members are held in Los Angeles, CA, either online (virtual) or in person, at times convenient for most working members (630-830 PM PT). Our meeting schedule is one regular meeting per month,

whether in person or virtual. Our meetings inform members of educational opportunities, a specific security topic of interest from a featured speaker, and Chapter needs (such as a call for volunteers and committee members).

3.8 Special Meetings. The president or the directors may call special meetings of the members. They shall be called by the secretary, or in the case of the death, absence, incapacity, or refusal of the secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members. The president or the directors may call special meetings of the members. The secretary must call a special meeting when a written application is submitted by members representing at least ten percent (10%) of the smallest quorum required for a vote at the annual meeting. If the secretary is deceased, absent, incapacitated, or refuses to act, any other officer may call the meeting upon written application.

3.9 Notice. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or these Bylaws. The following methods can be used to notify members of the time and place of a meeting, unless otherwise required by law or these Bylaws:

- **Email/Apps:** Send notices electronically at least forty-eight (48) hours before the meeting date.
- **Mail:** Send a written notice at least seven days before the meeting date.
- **Text message/Phone:** Give notice at least twenty-four (24) hours before the meeting date.

A member's attendance at a meeting waives the requirement for notice, unless they attend specifically to object to the meeting being unlawfully called. A member can also provide a written waiver of notice before or after the meeting.

The notice (or waiver) does not need to state the purpose of the meeting unless required by law or these Bylaws.

3.10 Quorum. At any meeting of the directors, 66% of members then in office (whether present in person or duly represented by proxy) and entitled to vote on the action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law or by these Bylaws. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

3.11 Action by Vote. Each voting member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person or voting by proxy shall be necessary and sufficient for the election of directors and officers. A majority of the votes properly cast by members present in person or voting by proxy shall determine the outcome, unless otherwise provided by law or these Bylaws.

3.12 Proxies. Members may vote by written proxy dated not more than six months before a meeting, which shall be filed with the Chapter secretary or other person responsible for recording the proceedings of the meeting.

4 Board of Directors

4.1 Powers. The affairs of the unincorporated association, the Chapter, shall be managed by the directors who shall have and may exercise all the powers of the Chapter, except those powers reserved to the members by law or these Bylaws.

4.2 Number, Election, and Qualification. The initial board of directors shall be those persons listed as having the powers of directors in the ISC2 Los Angeles Chapter Chartering document. Subsequent boards of directors shall consist of full Chapter members appointed to the board and elected by voting members at the bi-annual meeting. The Chapter may hold special or regular meetings at which members may increase or decrease the number of directors, elect new directors to complete the board, or eliminate vacancies. Outside of the chapter president, a candidate running for or a director holding office within the Chapter must be and remain a full member in good standing with the Chapter and ISC2, the Organization. To be eligible to be chapter president, a candidate must have previously served in an elected position within the Chapter or another ISC2 chapter. The current board of directors can waive this requirement with a majority vote of board members for deserving candidates.

4.3 Term of Office. Each director shall be elected to serve for two years (one term). An officer may be elected for two terms (four years) in their current board position.

4.4 Nominating Committee. At least sixty days before the bi-annual election meeting, the directors shall appoint a Nominating Committee of up to nine regular members, of which not more than two of the nine may be directors, who nominate candidates for vacancies in the board of directors and officers, for the next term. The current president of the Chapter shall act as chairman of the Nominating Committee, or assign a volunteer chair from the body of full members in good standing, but will not be entitled to vote on the selection of candidates. No member shall be appointed to the Nominating Committee if he or she is to be nominated for any position on the board of directors (they must resign, in writing, their Nominating Committee assignment once nominated). The Nominating Committee shall notify the secretary or, if applicable, an election committee chair of its nominations in writing at least 30 days before the annual meeting of the unincorporated association. The names of the committee and of the candidates shall be included in the notice of the bi-annual election (general) meeting. The Nominating Committee shall enforce the bylaws and confirm that nominees can stand for election. They will provide a rationale to the current Board if they determine a candidate cannot be vetted to stand for election.

4.5 Additional Nominations. Any member of the Chapter may nominate, in writing, an additional candidate or candidates for the board of directors or officers. Notice of such nomination must be received by the secretary at least seven days before the bi-annual election (general) meeting, and the names of such additional candidates shall be communicated to the members by the secretary in writing as soon thereafter as practicable. Candidates cannot be nominated for or run for more than one position

4.6 Annual Meeting, Regular Meetings. The directors shall meet annually immediately following the annual meeting of the members. Regular meetings of the directors, at least four per year, must be held at such places and at such times as the

directors may determine.

4.7 Special Meetings. Special meetings of the directors may be held upon the call of the president or by two or more directors.

4.8 Notice of Meetings. Notice of the time and place of each meeting of the directors shall be given to each director by email or app 5 days before the meeting. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice is filed with the records of the meeting, or to any director who attends the meeting without protesting before or at its commencement the lack of notice to the director. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or these Bylaws.

4.9 Quorum. At any meeting of the directors and subject to Section 8.2 hereof, a majority of directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.

4.10 Action by Vote. When a quorum is present at any meeting, a majority of the directors present and voting shall decide any questions, unless otherwise provided by law, the [Name of Formation Instrument], or these Bylaws. Proxy voting by directors is not permitted.

4.11 Action by Writing. Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting if all the directors consent to the action in writing and the written consents are filed with the directors' meeting minutes. Such consents shall be treated for all purposes as a vote at a meeting.

4.12 Presence. Directors may use conference call or virtual meeting apps such as Zoom or Google Meet, and participation by such means constitutes the same presence as in-person meetings.

5 Officers and Agents.

5.1 Number and Qualification. The officers of the unincorporated association shall be a president, treasurer, secretary, membership chair, and such other officers, if any, as the directors may determine. The unincorporated association may also have such agents or committee chairs, or members, if any, as the directors may appoint. An officer must be in good standing as a member of the Chapter and as a member of ISC2. The secretary shall be a resident of Los Angeles unless the Chapter has a resident agent duly appointed for service of process. If required by the directors, any agent or officer shall give the Chapter a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

5.2 Election. The initial officers of the Chapter shall be those persons listed as having officer powers in the ISC2LA. Thereafter, the president, treasurer, secretary, and membership chair shall be elected at the bi-annual meeting of Chapter members. Other officers, if any, may be elected by the members at any properly called meeting. The directors shall select agents, committee chairs, or committee members.

5.3 Tenure. The president, treasurer, secretary, and membership chair shall each hold office until the next bi-annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. No director shall be entitled to serve more than three terms consecutively. Each agent shall retain his or her authority only at the pleasure of the directors.

5.4 Committees. The directors may elect or appoint one or more committees and may delegate to any such committee any or all of their powers; *provided* that any committee to which the powers of the directors are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee, if any, shall have the power to act on all matters requiring prompt action between meetings of the directors. Unless the directors otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

5.5 President. The president shall be chief executive officer of the Chapter and, subject to the control of the directors, shall have general charge and supervision of the affairs of the Chapter. The president shall preside at all meetings of the members and shall be chairman of the board of directors. The president is obligated to report to the membership during regular and special meetings on the Chapter's activities.

5.6 Treasurer. The treasurer shall serve as the Chapter's chief financial officer and chief accounting officer. The treasurer shall receive all money, keep account of the same, and on approval of the board of directors, make all proper disbursements. The treasurer's accounts shall be audited annually by an audit committee elected annually by a majority of the members at the annual meeting of the unincorporated association.

5.7 Secretary. The secretary shall have possession of the Chapter's records and the board of directors' records. The recording secretary shall keep minutes of all meetings and be responsible for giving notice of meetings as set forth under these Bylaws. The secretary shall be in charge of all correspondence of the Chapter and have such other duties as the president deems appropriate.

5.8 Membership Chair. The membership chair shall assume all duties relating to membership and record-keeping. He or she shall also be responsible for notifying all candidates for membership of the election to membership.

5.9 Communications Chair. The Communications chair shall be responsible for external messaging for the Chapter across social media, the website, emails, and in-person cross-organizational events. The communications chair shall serve as the Chapter's CMO (Chief Marketing Officer) and report on general metrics for campaign and outreach activities.

6 Resignations, Removals and Vacancies.

6.1 Resignations. Any member, director, or officer may resign at any time by delivering his or her resignation in writing to the president, the secretary, or the Chapter, by email,

on paper, or in person. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

6.2 Removals. Except as otherwise outlined in this section, a member, director, or officer may be removed or suspended with cause by the vote of three-quarters of the members present in person or voting by proxy at a meeting of members where a quorum exists. Before a member, director, or officer may be removed or suspended by the members, the member, director, or officer shall be given at least seven days' notice of the proposed removal or suspension, the reasons therefor, and an opportunity to be heard at the meeting. Any member, director, or officer who engages in conduct harmful to the interests of the Chapter may be removed or suspended by the directors at any meeting, without providing such person notice or an opportunity to be heard. Any director who fails to attend three successive meetings of the directors, or otherwise neglects his or her duties, may be removed by a majority vote of the remaining directors. A member, director, or officer who is removed or suspended by the directors may be reinstated by a vote of three-quarters of the members present in person or voting by proxy at a meeting of members if a quorum exists.

6.3 No Right to Compensation. No member, director, or officer resigning, and (except where an authorized Chapter benefitting service, or for reimbursement of personal expenses on behalf of the Chapter) no member, director, or officer removed, shall have any right to any compensation for any period following his resignation or removal, or any right to damages on account of such removal.

6.4 Vacancies. Any vacancy on the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by a Chapter member or members nominated by the directors, with a vote of a majority of the directors then in office. The directors shall elect a successor if any of the offices of president, treasurer, secretary, communications, or membership chair becomes vacant between meetings of the members. Each such successor shall hold office for the unexpired term and until his successor is chosen and qualified, or in each case until they resign, or are removed, become disqualified, or are no longer a member in good standing. The members and the directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

7 General

7.1 Execution of Papers. In general, the Chapter holds and bears no interest in commercial or residential real estate, property, or material dwellings. Except as the directors may generally or in particular cases authorize, the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Chapter shall be signed by the president or by the treasurer. Any recordable official document purporting to affect an interest in real estate, executed in the name of the Chapter by the president or a vice president and the treasurer or an assistant treasurer, shall be binding on the Chapter in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the ISC2LA Chapter, Bylaws, resolutions or votes of the Chapter.

7.2 Receipt and Disbursement of Funds. The board of directors may designate such

other officer or officers who, in addition to or instead of the president or treasurer, shall be authorized to receive and receipt for all moneys due and payable to the unincorporated association from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Chapter may be deposited in such bank or banks as the president or board of directors may from time to time designate or with such other organizations, firms, or individuals as the board of directors may from time to time designate.

7.3 Communication by Electronic Means. Written notice, or waiver of notice or other communication under these Bylaws, may be given by electronic means of written communication.

8 Compensation, Conflicts of Interest, and Personal Liability

8.1 Compensation. Members and directors shall not be compensated for serving as such, and shall not be precluded from serving the Chapter in any other capacity and receiving compensation for any such services; *provided* that the same shall not place any tax exemption obtained by the Chapter at risk.

8.2 Conflicts of Interest. The directors and officers of the Chapter, an unincorporated association, owe a fiduciary duty to the Chapter to act in good faith and in a manner that they reasonably believe to be in the Chapter's best interests. This duty of loyalty requires the Chapter's directors and officers to exercise independent professional judgment on behalf of the Chapter, placing the Chapter's best interests ahead of personal interests. In fulfilling this fiduciary responsibility, the Chapter officers agree to comply with general conflict of interest practices, as outlined in these Bylaws, *provided*, that such practices shall require directors, officers, and key employees to disclose any personal financial interest in a transaction being considered by the Chapter, and that unless the directors determine that such personal financial interest is immaterial, such director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter; *provided, further*, that until another document, a formal Conflict of Interest policy is adopted by the directors, this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the Chapter. The Chapter's Conflict of Interest Policy may, for purposes of consideration by independent directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

8.3 No Personal Liability. The members, directors, and officers of the Chapter shall not be liable for any debt, liability, or obligation of the Chapter. All persons, the Chapter, or other entities extending credit to, contracting with, or having any claim against, the unincorporated association, the Chapter, for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Chapter.

9 Indemnification of Directors, Officers, and Employees

9.1 Indemnification of Directors The Chapter will indemnify (protect financially) its

current and former directors, officers, and committee members (referred to as "Indemnified Persons") against all reasonable expenses and liabilities, including judgments, fines, penalties, court costs, and attorneys' fees, arising from any legal action or threat of action related to their service.

However, this protection will not apply if the Indemnified Person is finally found by a court not to have acted in good faith with the reasonable belief that their actions were in the Chapter's best interest (or in the best interest of plan participants/beneficiaries for those serving in an employee benefit plan capacity). This is subject to legal limitations and to compliance with the Chapter's tax-exempt status and ERISA requirements.

9.2 Indemnified Agents If the Board of Directors authorizes it, the Chapter can protect (indemnify) its current and former employees or agents ("Agent"—meaning those who are not "Indemnified Persons" as defined elsewhere) from expenses and legal costs. This is allowed as long as it's legally permissible and consistent with the Chapter's tax-exempt status and ERISA.

This protection covers all reasonable expenses and liabilities (including, but not limited to, judgments, fines, penalties, court costs, and attorneys' fees) that the Agent incurs because of any legal action, suit, or investigation they are involved in due to their role as an Agent.

9.3 Good Faith Actions. However, the Agent will **not** be indemnified if a court finally decides that the Agent did not act in good faith, or in the reasonable belief that their action was in the best interests of the Chapter (or, for employee benefit plans, in the best interests of the participants/beneficiaries).

9.4 Defense Expenses. The Chapter can also advance payment for reasonable defense expenses before the legal action is finalized. Still, the Agent must agree in writing to repay the money if they are later found not to be entitled to indemnification. This agreement can be accepted regardless of the Agent's financial ability to repay.

If a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- a. by a majority vote of a quorum consisting of disinterested directors;
- b. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested directors;
- c. if there are not two or more disinterested directors in office, then by a majority of the directors then in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the unincorporated association (or, to the extent that such matter relates to

service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or

- d. by a court of competent jurisdiction.

The foregoing right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Chapter's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Chapter or any other person.

10 Amendments

10.1 These Bylaws can be changed by a two-thirds (2/3) vote of the members present or voting by proxy at any meeting, **provided** one of the following is met:

1. The Board of Directors proposes the amendment.
2. At least ten members submit a written notice of the proposed amendment to the secretary at least thirty days before the meeting, AND the secretary sends a copy of the amendment to all members at least ten days before the meeting.

The Board of Directors can also change, amend, or repeal Bylaws at any regular or special directors' meeting, as long as the notice for that meeting specifies the subject matter or sections to be affected.

The members must be notified of any change made by the directors no later than the time notice is given for the next members' meeting. Any change made by the directors can be further altered, amended, or reinstated by the members using the process described above.

11 Dissolution of the Chapter

11.1 Upon dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

12 Adoption of Bylaws

12.1 These Bylaws are Adopted:

These Bylaws were initially accepted as written on June 30, 2020, by officers ascribed to the Board of Directors of that year.

12.2 The updated Bylaws are hereby reviewed, accepted as written, formalized, and adopted by the current Board of Directors in their entirety, by the electronic signature of the president of the Chapter of the ISC2 Los Angeles.

//Signed
Edwin Covert
President
Title
Feb 3, 2026
Date Executed