



**BYLAWS**

**OF THE CHATTANOOGA, TN CHAPTER**

**OF**

**INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

**ARTICLE I  
NAME**

The name of this organization shall be the **ISSA Chattanooga, TN Chapter**, hereafter referred to as the "Chapter", of Information Systems Security Association, Inc., hereafter referred to as the "Association".

**ARTICLE II  
PURPOSE AND OBJECTIVES**

The primary purpose of the Chapter is to provide localized support for the functions and purpose of the Association, and promote the education of its members for the improvement and development of their capabilities relating to the security and risk management of information systems, pursuant to Section 501(c)(6) of the 1954 Internal Revenue Code.

More specifically, the objectives of the Chapter and the Association 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, information risk management, and information 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 security, risk management, and processing which can be beneficial to them and employers; and,
- (d) to communicate to management, and to systems and information processing professionals the importance of establishing controls necessary to ensure the secure organization and utilization of information processing resources.

**ARTICLE III  
MEMBERSHIP**

SECTION 1. Qualification – Membership in the Chapter is based upon one having an interest and/or active involvement in information systems security and/or information risk management in the private or public sector. Membership is further contingent upon one having an interest in the purposes and objectives of the Association and the Chapter, as stated in Article II, and acceptance of the Association Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter.

Membership is subject to provisions of Association Articles of Incorporation, the Bylaws of the Association and the Chapter, and any rules established by the Association and the Chapter Board of Directors.

SECTION 2. Members in Good Standing – Members who maintain their membership with the Association and the Chapter by payment of Association and Chapter

dues as required under the Article VII of the Chapter Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of Chapter membership.

SECTION 3. Other Members – The Chapter Board of Directors, at their discretion, may provide for other classes of Chapter membership.

SECTION 4. Lapsed Memberships – Membership may be terminated if payment of the annual dues has not been received by the Chapter Treasurer as provided for in these Chapter Bylaws.

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

SECTION 6. Expulsion – The Chapter Board of Directors, at any Chapter Board meeting at which a quorum of Directors 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 or the Association, provided that such person shall have been granted an opportunity for a hearing before the Chapter Board of Directors. The Chapter Board of Directors shall cause at least thirty (30) days' 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 Chapter Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter.

#### **ARTICLE IV BOARD OF DIRECTORS**

SECTION 1. The Chapter Board of Directors is hereafter referred to as the "Chapter Board" in aggregate, or "Directors" individually.

SECTION 2. Composition of the Chapter Board – The Chapter Board shall consist, at a minimum, of three (3) Directors, who shall further serve as the officers of the Chapter: President, Secretary, and Treasurer.

SECTION 3. Additional Directors and officer roles may be established as necessary to perform the duties of effectively managing the Chapter. A two-thirds majority of the Chapter Directors shall be required to create new Director positions or officer roles. To positively affirm changes to the Chapter Board, it is recommended that the Chapter Board formally amend the Chapter Bylaws in accordance with Article XI to reflect such changes.

SECTION 4. Director Qualifications, Generally – Directors of the Chapter must be Members in Good Standing at all times. In instances where a Director is a member of multiple chapters, a Director must have this Chapter declared as their Primary

Chapter and may not serve as a Director or officer of another Association Chapter. Student members may serve as non-officer Directors.

SECTION 5. The President shall maintain written policy, approved by the Chapter Board, for the responsibilities of Directors and officer roles of the Chapter Board, when not otherwise prescribed in these Chapter Bylaws.

SECTION 6. The President shall be the executive officer of the Chapter and shall preside at all meetings. The President shall have the power to call special meetings, with a five (5) days' notification to the general membership, if deemed necessary for the benefit of the Chapter. The President shall have the deciding vote in case of tied decisions. In the event a Director is temporarily unable to fulfill their duties, the President shall have the power to temporarily reassign any duties to another Director.

SECTION 7. The Secretary shall record and keep minutes of all meetings and shall maintain the official records of the Chapter. The Secretary shall publicize announcements of the Chapter Board to Chapter membership, including the distribution of Chapter Board meeting announcements, unless this duty is otherwise assigned to another Director by the Chapter Board. The Secretary shall attend to the duties of the President in his/her absence, or in the event the President's office becomes vacant for any cause whatever.

SECTION 8. The Treasurer shall collect all membership dues and other monies or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits. The Treasurer shall perform a bank reconciliation monthly.

SECTION 9. The business of the Chapter shall be managed by the Chapter Board. A quorum for business shall consist of a majority of the actively seated Directors.

SECTION 10. In the case of a Chapter Board officer vacancy, such vacancy shall be filled by appointment by the remaining Directors, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 11. In the case of a Chapter Board vacancy other than an officer, such vacancy shall be filled by appointment by the President, upon the advice of the remaining Directors, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 12. On a motion and second from any two (2) Directors at a general meeting, a Director shall be held before the Chapter for malfeasance (misconduct or wrongdoing) of duty. A two-thirds majority of all Chapter members shall be required for removal from office; a vote will be conducted in accordance with the same voting processes as defined in Article VI.

SECTION 13. The Board may vacate the seat of a Director or officer with a simple majority of the other fellow Directors under one or more of the following conditions:

- (a) Failure to remain in Good Standing as defined in Article III, SECTION 2
- (b) A membership violation in accordance with Article III, SECTION 6
- (c) Failure to attend 3 or more meetings of the Board – without advance, prior notification to a fellow Board Officer – in any consecutive 12-month period
- (d) Conviction of a felony while serving on the Board

A vacated seat shall be filled in accordance with the directives of these Chapter Bylaws.

## **ARTICLE V COMMITTEES**

A quorum of the Chapter Board may, at their discretion, establish special committees to assist in running the Chapter business.

## **ARTICLE VI ELECTIONS**

SECTION 1. The Directors and officer roles of the Chapter shall be elected by popular vote. Each Member in Good Standing is to be entitled to one vote, unless otherwise excepted under this Article.

SECTION 2. Voting Exception – A Member in Good Standing who elects to join multiple chapters must annually declare one chapter to be their Primary Chapter. Voting privileges within the Chapter shall extend only to those members who are solely a member of this Chapter or have declared this Chapter to be their Primary Chapter.

SECTION 3. The Nominating Committee shall consist of a minimum of two Members in Good Standing as selected by the Chapter Board at the **December /last quarterly meeting** of each year.

SECTION 4. Election voting methodology(s) shall be determined by Chapter Board policy, or otherwise approved by the Chapter Board prior to each election event.

SECTION 5. Elections shall be held during the **December/last quarterly meeting** of each year.

SECTION 6. Election results shall be announced at the end of the **January/first quarterly meeting**.

SECTION 7. The term of office shall consist of **two year(s)** commencing at the conclusion of the **January/first quarterly meeting**.

**ARTICLE VII  
MEETINGS**

**SECTION 1.** The regular meetings of the Chapter shall be held **quarterly**.

**SECTION 2.** Special meetings may be called by a simple majority of the Chapter Board at any time with ten (10) days' written notice to all Chapter members.

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

**ARTICLE VIII  
FINANCIAL ADMINISTRATION**

**SECTION 1.** Annual Chapter dues shall be established by Chapter policy and are due and payable to the Association by a member's renewal date.

**SECTION 2.** Of the dues collected from each member, the Association will forward Chapter dues to the Chapter Treasurer and will be retained in the Chapter treasury.

**SECTION 3.** One or more bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board. Electronic transfer shall be established with the Association and maintained with Association headquarters.

**SECTION 4.** Changes to annual Chapter dues shall be recommended to and approved by the Chapter Board. Proposed changes to Chapter dues shall be publicized to Chapter members at least two (2) weeks prior to the regular meeting at which the vote would take place.

**SECTION 5.** Additional fees may be established as the Chapter Board directs, with the approval of Chapter members in attendance.

**SECTION 6.** The Treasurer shall maintain written policy, approved by the Chapter Board, for the execution of financial operations of the Chapter. Elements of the policy shall include, but not be limited to:

- (a) Use and definition of calendar or fiscal year reporting
- (b) Requirements for regularly reporting the status of financial operations to the Chapter Board and chapter membership
- (c) Processes for the approval of expenditures and disbursements of funds that must be specifically authorized by the Chapter Board
- (d) Processes for and a list of pre-authorized expenditures, if so authorized by the Chapter Board
- (e) Processes for and a list of discretionary spending authorizations, if so authorized by the Chapter Board; such authorizations shall have a

documented transaction dollar limit and designate the person, role, and/or allowable purpose(s) for the expenditures

SECTION 7. Dual Signatory authority for all accounts, which may be established, shall reside in the duly elected officers designated by the Chapter Board.

SECTION 8. An Auditing Committee consisting of a minimum of two Members in Good Standing and/or an accountant – deemed acceptably qualified by the Chapter Board – shall be appointed by the President at the **September/quarterly** meeting of each year. These individuals shall not be members of the Chapter Board. The responsibility of the Auditing Committee shall be to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the **December/quarterly meeting** prior to election. This report shall be in writing and shall be maintained as part of the permanent records of the Chapter.

#### **ARTICLE IX LIMITATIONS OF LIABILITY**

SECTION 1. Chapter Liability – The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the Association by reason of their affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

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

#### **ARTICLE X HEADQUARTERS**

SECTION 1. The Headquarters of the **ISSA Chattanooga, TN** Chapter shall be located in the State of TN at the address designated by the Chapter Board.

#### **ARTICLE XI AMENDMENTS TO THE BYLAWS**

SECTION 1. The Chapter President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Board. This review shall be for the purpose of familiarizing each Director with the duties and responsibilities of their office and to identify any changes that may be required to keep the Bylaws current.

SECTION 2. These Bylaws may be amended, repealed, or added to in the following manner only:

- (a) Ten (10) percent of the members of the Chapter or at least two (2) Directors may at any time propose in writing ("Proposal"), signed by them and addressed to the Chapter Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision, to the Bylaws.
- (b) Such Proposal shall be presented at the next regular meeting of the Chapter Board. No such Proposal shall be considered at any meeting of the Chapter Board unless such notice has been given to each Director of the Chapter Board not less than **45 days prior** to the meeting.
- (c) At the Chapter Board meeting called in accordance with the provisions of Paragraph (b) above, the Proposal to the Bylaws shall be considered and voted upon by the Directors present. If, at the meeting a quorum being present, a majority of the total number of Directors present vote in favor of the Proposal, it shall be considered as adopted.
- (d) Adopted amendments to these Bylaws shall be presented to the membership at the next general meeting for Chapter ratification by a majority of the attending members.
- (e) Ratified amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Chapter Board.
- (f) The amended Bylaws should be submitted in writing to the Association, no later than thirty (30) days following ratification.