

**BYLAWS
OF
(ISC)² Southern Arizona Chapter**

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SECTION 1. Relationship to (ISC)²

The corporation has entered into a Chapter Affiliation Agreement with (ISC)², (herein referred to as the “Charter”), pursuant to which the corporation is established as a chapter of the International Information Systems Security Certification Consortium (herein referred to as “(ISC)²”), with certain rights and obligations as set forth in the Charter. The activities and affairs of the corporation may not conflict with the Charter or with the Bylaws, Articles of Organization or any policy of (ISC)² applicable to chapters, each as in effect from time to time. Notwithstanding the foregoing, the corporation shall have no obligation to take or not 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 corporation.

SECTION 2. Name, Purpose, Location, and Fiscal Year.

2.1 **Name.** The name of the corporation is (ISC)² Southern Arizona Chapter (herein referred to as the “Chapter”), as set forth in its Articles of Incorporation.

2.2 **Purpose.** The purpose of this corporation shall be, as set forth in its Articles of Incorporation, to be an approved chapter of (ISC)² and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)². In furtherance of such purpose, the corporation shall carry out activities appropriate to its legal and tax status and in compliance with the corporation’s Chapter Affiliation Agreement with (ISC)².

2.3 **Location.** The principal office of the corporation is in the city of Tucson, AZ and shall initially be located at the place set forth in the Articles of Incorporation. The directors may change the location of the principal office at any time by filing a certificate with the Secretary of State.

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

SECTION 3. Members

3.1 **Qualification and Election.** The membership shall consist of individuals and organizations interested in the information security field. Members are required to abide by the (ISC)² Code of Ethics. The members at their annual meeting may change the criteria for membership.

3.2 **Voting Rights.** Voting rights in the Chapter shall be vested solely in the individual members in good standing. 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, provided that there is always at least one class with voting rights. To be considered a member in good standing, the member must be current in his or her dues payments.

At its discretion, the Board of Directors may choose by majority vote to remove from membership, or temporarily suspend membership benefits to, any general or voting member who the Board determines does not contribute to the mission and purpose of the Chapter or impairs the ability of the Chapter to achieve its mission and purpose. Examples of such behavior may include, but are not limited to: disruptive behavior at meetings, inappropriate or unauthorized use of chapter resources or finances, obtaining unauthorized benefits through the use of the name of the Chapter, conducting activities outside of an assigned role or position within the Chapter, or any willful activities conducted through conflict of interest. Causes for dismissal from the Chapter and any associated activities shall not include: lack of attendance to meetings of the Chapter, lack of any professional credential or certification, lack of work experience, lack of employment, lack of execution of voting privileges, or lack of participation in Chapter functions.

Any fees or dues for services remaining and/or untended membership benefits shall be forfeited by the dismissed member upon termination as voted by the Board of Directors.

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 as corresponds to payment of membership dues, if different.

3.5 **Dues.** The directors shall annually establish the dues requirement necessary to maintain membership in the Chapter. Any change in the dues shall be ratified by a majority vote of the membership at the annual meeting of the members. A unanimous vote by the board may overrule a failure to ratify by the membership. Rolling membership payments shall be based on date of joining the chapter. No member whose dues have not been paid may vote at any meeting of the Chapter.

The non-payment of dues for thirty days from the due date shall automatically suspend a member. The secretary shall send notice of such suspension to such member. A member so suspended may be reinstated at the discretion of the directors upon receipt of his or her application, payment of dues owed, and payment of a reinstatement fee to be set by the directors.

3.6 **Annual Meeting.** There shall be held an annual meeting of members for the purpose of electing directors and officers of the corporation and considering any other business properly brought before the members. The annual meeting of members shall be held on the date, location,

and time as determined by the directors. In the event that the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

3.7 Regular Meetings. Regular meetings of the members may be held at such places within a city in Southern Arizona and the surrounding cities that are recognized as the boundary for the Chapter and at such times as the members may determine.

3.8 Special Meetings. Special meetings of the members may be called by the president or the directors, and shall be convened by the secretary, or in the case of the death, absence, incapacity or refusal of the secretary, by any other officer, or 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.

3.9 Notice. Except as otherwise required by law or notice of the time and place of each meeting of the members shall be given to each member by electronic mail at least seven (7) days before the meeting to the member's email address as it appears in the records of the Chapter or via the Chapter website. Whenever notice of a meeting is required under any provision of law or these Bylaws, such notice need not be given to any member who executes a written waiver of notice before or after the meeting which is filed with the records of the meeting, or to any member who attends the meeting without protesting prior thereto or at its commencement lack of notice. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of organization, or these Bylaws.

3.10 Quorum. At any meeting of the members, two-thirds (2/3) 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 and a majority of the votes properly cast by members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws.

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

SECTION 4. Board of Directors

4.1 **Powers.** The affairs of the corporation shall be managed by the directors who shall have and may exercise all the powers of the corporation, 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 in the Charter and application filed with (ISC)². Thereafter, the board of directors shall consist of a minimum of 4 directors duly elected by voting members at the annual meeting. Additional officer positions on the board or general director seats on the board may be added to the board of directors, but only as voted upon by a majority of the voting membership at the Annual Meeting. If so ratified, the additional director seats shall be established immediately, and a vote to fill the new director seat shall be taken within sixty (60) days of the annual meeting. A director must be a member in good standing.

4.3 **Term of Office.** Each director shall be elected to serve for a two-year term in classes such that no more than one half of the board is up for election in any given year, and until his or her successor is duly elected and qualified, or he or she sooner dies, resigns, is removed, or disqualified, or is no longer a member in good standing. Former directors are invited to all Board of Director meetings.

4.4 **Nominations.** Each member in good standing may nominate him/herself or another member for any of the Officer positions by emailing the Secretary and one other Officer of the nomination. All persons that are not self-nominated must accept their nomination.

4.5 **Annual Meeting, Regular Meetings.** The directors shall meet annually immediately following the annual meeting of the members. Regular meetings of the directors (four) may be held at such places and at such times as the directors may determine.

4.6 **Special Meetings.** Special meetings of the directors may be held at any time and at any place when called by the president or by two or more directors.

4.7 **Notice of Meetings.** Notice of the time and place of each meeting of the directors shall be given to each director by electronic mail at least five (5) days before the meeting, addressed to the Directors electronic mail address as it appears in the records of the Chapter. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before or after the meeting, is filed with the records of the meeting, or to any director who attends the meeting without protesting prior thereto 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.

4.8 **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.

4.9 **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 or these Bylaws. Proxy voting by directors is not permitted.

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

4.12 Presence Through Communications Equipment. Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

SECTION 5. Officers and Agents.

5.1 Number and Qualification. The officers of the corporation shall be a president, treasurer, secretary, membership chair, and such other officers, if any, as the directors may determine. The corporation may also have such agents, if any, as the directors may appoint. An officer must be in good standing as a member of the corporation and as a member of (ISC)². The secretary shall be a resident of Pima county Arizona unless the corporation has a resident agent duly appointed for the purpose of service of process. If required by the directors, any officer shall give the corporation 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 corporation shall be those persons listed as having the powers of officers in the Articles of Incorporation. Thereafter, the president, treasurer, secretary, and membership chair shall be elected at the annual meeting of members. Other officers, if any, may be elected by the members at any duly called meeting. Agents shall be selected by the directors.

5.3 Tenure. The president, treasurer, secretary, and membership chair shall each hold office until the next 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 president shall be entitled to serve more than two consecutive terms. 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 corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation. The president shall preside physically or virtually at all meetings of the members and shall be chair of the board of directors, unless represented by another officer due to unavailability. The president shall have the obligation to report to the membership in writing via email newsletter, website at least quarterly regarding the activities of the chapter during that quarter.

5.6 Treasurer. The treasurer shall be the chief financial officer and the chief accounting officer of the corporation. The treasurer shall receive all money, keep amount 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 corporation.

5.7 Secretary. The secretary shall have possession of the records of the corporation and of the

board of directors. 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 corporation 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 membership record keeping. He or she shall also have the responsibility of notifying all candidates for membership of election to membership.

SECTION 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 to the corporation at its principal office. Such resignation shall be effective upon receipt unless specified to be effective later.

6.2 **Removals.** Except as otherwise set forth 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 and 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 corporation may be removed or suspended by the directors at any meeting and without providing notice or an opportunity to be heard by such person. Any director who fails to attend three 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 a right to receive compensation shall be expressly provided in a duly authorized written agreement with the corporation) no member, director or officer removed, shall have any right to any compensation as such member, director or officer for any period following his resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the directors, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

6.4 **Vacancies.** Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action to fill a vacancy in the board of directors, by the directors by 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, 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 he sooner dies, resigns, is removed, becomes disqualified, or is 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.

SECTION 7. General

7.1 **Execution of Papers.** 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 corporation shall be signed by the president or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the corporation by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall

be binding on the corporation in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the, Bylaws, resolutions or votes of the corporation.

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 corporation 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 corporation may be deposited in such bank or banks as the board of directors may from time to time designate or with such other corporations, firms, or individuals as the board of directors may from time to time designate.

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

SECTION 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 corporation in any other capacity and receiving compensation for any such services; *provided*, that the same shall not place any tax exemption obtained by the corporation at risk.

8.2. Conflicts of Interest. The directors and officers of the corporation owe a fiduciary duty to the corporation to act in good faith and in a manner that they reasonably believe to be in the corporation's best interests. This duty of loyalty requires the corporation's directors and officers to exercise independent judgment on behalf of the corporation, placing the corporation's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the corporation shall have and comply with a conflict of interest policy, *provided*, that such policy shall require directors, officers, and key employees to disclose any personal financial interest in a transaction being considered by the corporation, 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 and shall not be counted for purposes of a quorum (where applicable); *provided, further*, that until such a policy is formally adopted by the directors, this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the corporation. The corporation'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 corporation shall not be liable for any debt, liability, or obligation of the corporation. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the corporation 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 corporation shall look only to the funds and property of the Corporation for payment of any

such contract or claim or for the payment of any debt, damage, judgment or decree, or of any money that may otherwise become due and payable to them from the Corporation, so that neither a member nor the directors or officers, present or future, shall be personally liable therefor.

SECTION 9. Indemnification of Directors, Officers and Employees

The corporation shall to the extent legally permissible and consistent with the corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former directors and officers and any person who serves or has served, at the corporation's request, as director, trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs, attorney's fees, and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Indemnified Person shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, the corporation may to the extent legally permissible and consistent with the corporation's tax exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs, attorney's fees, and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder,

which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that 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 corporation (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 corporation'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 corporation or any other person.

SECTION 10. Amendments.

These Bylaws may be amended at any meeting of the members by vote of not less than two-thirds (2/3) of the members entitled to vote and present or voting by proxy, *provided* that the amendment is proposed by the board of directors, or that written notice of the proposed amendment has been served on the secretary by at least ten members not less than thirty days before the meeting, and that a copy of the amendment has been sent to the members by the secretary at least ten days prior to the meeting. Except with respect to any provision of these Bylaws which by law, the Articles of Incorporation or these Bylaws requires action by the members, these Bylaws may also be altered, amended or repealed at any regular or special meeting of the directors, notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the directors of any Bylaw, notice thereof stating the substance of such change shall be given to all

