



Central Ohio Chapter

Information Systems Security Association

BYLAWS 01/18/24

Article I
NAME

This organization's name shall be the Central Ohio Chapter, hereafter referred to as the "Chapter" of the Information Systems Security Association, Inc., hereafter referred to as the "Association."

Article II
PURPOSE AND OBJECTIVES

The Chapter's primary purpose is to promote its members' education to improve and develop their capabilities relating to information systems processing security, pursuant to Section 501 (c) (6) of the 1954 Internal Revenue Code. In addition, the formation of a 501 (c) (3) to establish a scholarship foundation to provide scholarships in the Information Security field.

More specifically, the objectives of 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 and information or data processing; (b) to encourage a free exchange of information security techniques, approaches, and problem-solving by its members; (c) to provide adequate communication to keep members abreast of current events in information processing and security which can be beneficial to them and employers; and (d) to communicate to management, and 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. General Membership – (i) Professionals who have as their primary responsibility information systems security in the private or public sector, or professionals supplying information systems security consulting services to the private or public sector; or (ii) Educators, attorneys, and law enforcement officers having a vested interest in information/data security; or (iii) Professionals with primary responsibility for marketing or supplying security equipment or products. In addition, membership is contingent upon interest in the Chapter's purposes and objectives as stated in Article II, acceptance of the Association Code of Ethics. It is subject to provisions of the Articles of Incorporation and Bylaws and the types of membership established by the Association Board of Directors.

Membership types may be referenced at the Association's website, www.issa.org.

SECTION 2. Student Membership – Student members are full-time students in an accredited institution of higher learning. This membership class carries the same privileges as a General Member, except that Student Members may not vote on Association matters or hold an office on the ISSA International Board. There is no restriction against students forming a Student Chapter. All membership dues are non-refundable. Local Chapter dues will be waived.

SECTION 3. Members in Good Standing - Members who maintain their membership with the Association by payment of dues as required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to membership's full privilege.

SECTION 4. Resignation - Any member may resign at any time. Still, such resignation shall not relieve the resigning individual from payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues or any right to pro-rata or other shares of the assets of the Chapter. All resignations shall be made in writing.

SECTION 5. Expulsion - The Chapter Officers, at any meeting at which a quorum is present, may, by a two-thirds vote of those present, terminate the membership of any member who, in its judgment, has violated the Bylaws, Code of Ethics or who has been guilty of conduct detrimental to the interests of the Chapter, provided that such person shall have been granted an opportunity for a hearing before the Officers. The Officers shall cause at least thirty days (30) notice of the hearing to be given in writing, delivered by registered mail, to the member against whom charges may be preferred. The presiding Officer shall have the authority to appoint a Sergeant At Arms to preserve order and execute commands. Such action by the Officers shall be final and shall cancel all rights, interests, or privileges of such members in the Chapter's services or resources.

SECTION 6. Termination - Membership may be terminated if payment of the annual Chapter dues has yet to be received by the Chapter Treasurer as provided for in Article VII.

SECTION 7. Other - With the Association's Vice President of Membership's approval, the Chapter Officers may provide different membership types.

Article IV OFFICERS

SECTION 1. Officers - Must be general members in good standing as of the date of their election. The Officers shall consist, at minimum, of the President, Vice President, Secretary, Treasurer, Director of Operations, Director of Communications, Director of Education, Director of Sponsorships, Director of Speakers, Director of Technology, and Director of Scholarships. Other voting positions may be designated by the Officers' supermajority vote and approved by the Chapter, following established Bylaw revision procedures. Non-voting positions may be created by a supermajority vote (9 of 11) of the Officers. All Officers are required to attend at least one-half of the Chapter's regular meetings and two-thirds of all Officers' meetings. Special events and training course attendance count towards this requirement.

SECTION 2. President - Shall be the executive Officer of the Chapter, preside at the Chapter's meetings, and obey the members' mandates. The President shall have the power to call special meetings if deemed necessary for the Chapter's benefit. The President may be elected to serve two consecutive terms, after which two years must intervene before becoming eligible for reelection for the role of president; however, they can run for another role on the board of Directors. To be eligible to run for president you must have served a full term in one of the COISSA officers positions.

SECTION 3. Vice President - Shall attend to the President's duties in his/her absence or in case the President's office may become vacant for any cause whatsoever for the duration of the President's term and shall attend to any other duties as the President may require. Additionally, the Vice President shall identify and contact new members and members whose membership will expire within 30 days, contacting the same, welcoming them to the Chapter, or facilitating membership retention. Any questions regarding membership eligibility shall be addressed to the Vice President, who will contact ISSA International for further advice or action.

SECTION 4. Secretary - Shall record and keep minutes of all meetings, maintain the Chapter's official records, and monthly perform the bank reconciliation. The Secretary shall also ensure that all legal documents are filed properly and promptly.

SECTION 5. Treasurer - Shall conduct all membership dues and other monies or articles of value belonging to the Chapter and keep an accurate account of all treasury receipts, expenditures, and deposits, and ensure all tax filings are executed in a timely manner. The treasurer should have an audit or financial background. A financial summary shall be presented to Officers at regularly scheduled meetings, and prepared tax information shall be made available to them before tax filing. The Treasurer may be elected to serve two consecutive terms, after which two years must intervene before becoming eligible for reelection, however, they can run for another role on the board of Directors.

SECTION 6. Director of Operations - Shall oversee the Association's activities, ensuring that the organization performs efficiently and effectively. This Officer will serve as the primary point of contact for Chapter events, such as the Central Ohio InfoSec Summit, and shall ensure the Officers are informed and prepared to execute such events. As such, this individual may engage additional assistance to ensure the success of Chapter events. In addition, this individual will be responsible for building and maintaining the Association's brand to ensure chapter growth and maturity. This individual will ensure strategic alignment and efficient processes by supporting other chapter officers regularly.

SECTION 7. Director of Communications - Shall maintain sufficient membership address lists to ensure that all members in good standing are notified of meetings and that the members receive all other correspondence necessary to the Chapter's conduct. At the President's direction, the Communications Officer shall also transmit and respond to all correspondence of the Chapter and perform any other duties customarily associated with the office of the Communications Officer.

Webmaster - this function updates the Chapter website, mailing list, and event registration. The Webmaster reports directly to the Communications Director and works closely with other Officers and contributors, such as the Director of Program Management and the Director of Sponsorships. A supermajority approves the appointment of this non-voting role of the Officers.

SECTION 8. Director of Education - Shall ensure that regular Chapter training, such as the CISSP preparatory class, is managed and executed appropriately. The Director of Education shall also hold primary responsibility for identifying those members eligible for recognition as Senior Members and Senior Fellows and assisting them in achieving said recognition. The Director of Education shall be the first officer to review proposed speakers and presentations.

SECTION 9. Director of Sponsorships- Shall identify and coordinate sponsorship support for Chapter events, to include but not limited to regular chapter member meetings, tech sessions, workshops, chapter social gatherings, and the annual Central Ohio InfoSec Summit.

SECTION 10. Director of Speakers – Shall identify, plan, and qualify coordinate speakers and trainers to support chapter events, including the annual Central Ohio InfoSec Summit. This Director is responsible for ensuring that qualified sponsors can exercise their ability to support the Chapter with a speaker during chapter meetings while simultaneously striving to ensure that two of the three speakers at chapter meetings are not from vendors. All board members support this role.

Section 11. Director of Technology – Shall manage and oversee all of the Chapter’s technology, applications, assets, and security. The Director should have a technology background, if possible. This individual would work with the COISSA board members, chapter members, and third-party vendors to ensure that all technology relating to COISSA is working correctly, secure, and managed appropriately.

The Director of Technology’s primary responsibilities include, but are not limited to:

- Managing and overseeing COISSA assets
- Troubleshooting technical issues
- Work with third-party vendors to ensure applications certifications, updates, etc., are current
- Maintaining security requirements for COISSA assets/applications
- Assist in events throughout the year, working closely with the Director of Operations to define the technology requirements for the Chapter
- Work with the COISSA board to ensure all technical aspects of COISSA are managed and secured.

Section 12. Director of Scholarships – The Director of Scholarships oversees the development, implementation, and management of scholarship programs. Responsibilities include establishing criteria, collaborating with donors, managing application processes, and ensuring fair distribution of funds. The role requires strategic planning, budget management, and fostering relationships with educational institutions and stakeholders. The Director of Scholarships will also serve as the President of the 501 (c) (3) scholarship foundation.

SECTION 13. The Advisory Board is a group of invited senior executives representing information security and other complementary backgrounds who volunteer their time and expertise to support the Chapter. Representative titles may be CISO, CIO, CPO, counsel, and consultant. The Officers' supermajority vote determines the Advisory Board composition, meeting schedule, and involvement with the Chapter Officers and Chapter membership. Additional guidance regarding the Advisory Board's role and its relationship to the Chapter shall be documented in Chapter Operating Procedures and approved by the Officers' supermajority.

SECTION 14. A 501(c)(3) organization is a tax-exempt, nonprofit entity recognized by the Internal Revenue Service (IRS) in the United States. These organizations are established for charitable, educational, religious, scientific, or literary purposes. Contributions to 501(c)(3) organizations are typically tax-deductible for donors, and the organizations themselves are exempt from federal income tax.

The board of directors will be appointed by super majority by the current chapter officers.

- The foundations board of directors will consist of President (Director of Scholarships), as the only voting member/officer.
- Vice President responsibilities will be to work closely with the President to develop fund raising strategies, collaborating with donors, and scholarship recipients.
- Treasurer will maintain separate documentation of all of the foundations finances, in conjunction with the chapter treasurer of COISSA. The treasurer and our CPA firm will be responsible for filing all tax filings and legal documentation.
- Secretary shall record and keep minutes of all meetings, maintain the Chapter's official records, and monthly perform the bank reconciliation. The Secretary shall also ensure that all legal documents are filed properly and promptly.

SECTION 15. All past Presidents retaining active membership shall be privileged to attend meetings held by the Officers, to act only in an advisory capacity, and without the power to vote.

SECTION 16. The Officers shall manage the business of the Chapter. A quorum for business shall consist of a supermajority of Officers holding voting positions. An Officer quorum may, from time to time, establish special committees for various purposes as required.

SECTION 17. In case of an Officer vacancy other than the Office of President, such vacancy shall be filled by appointment by the President, upon the advice and approval of the remaining Officers, and subject to the consent of a majority of the membership attending the next Chapter meeting.

SECTION 18. On a motion and second from the membership at a general meeting,

an Officer shall be held before the Chapter for malfeasance or dereliction of duty. A two-thirds majority of quorum of Chapter members or a two-thirds majority of the chapter officers present shall be required for removal from office.

SECTION 19. At their discretion, a quorum of the Officers may establish special committees or appoint volunteer members to assist in running the Chapter business.

Article V ELECTIONS

SECTION 1. The Officers shall be elected by popular vote, and each general member in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of three members in good standing as selected by the Officers in January of each year. Members in good standing may volunteer for this function. A Nominating Committee Chairman is to be named from the Committee and should be a former Officer that is not currently in office and not running for any office. A sanitized active member list shall be provided to the Nominating Committee to verify membership in good standing. The Nominating Committee may contact any of the nominees via email for verification of acceptance of the nomination.

SECTION 3. Nominees shall be identified for all open positions, and the Nominating Committee will receive their nomination acceptance by the June Officers' meeting. A member may be nominated for more than one office. A member, once elected, can only hold one office at a time.

SECTION 4. Nominees shall be communicated, in June, to the Chapter membership via email and at the June Chapter meeting/event.

SECTION 5. The Nominating Committee Chairman, who has executed the ISSA Code of Ethics, shall receive, review, and affirm the accuracy of a current membership list and ensure the voting mechanism is ready to be executed before voting begins. The Chairman will provide the board with a timeline of executable actions that will demonstrate adherence to our bylaws and communicate with the board immediately if situations arise that may force the election process into a scenario that breaks the chapter bylaws. The use of electronic voting systems such as Vote.net, as suggested by ISSA international, shall be used for voting communication to membership, vote collection, and vote to tally by the Nominating Committee.

SECTION 6. Elections shall commence during the June Chapter meeting/event and be open for a period of time so as to conclude with winners identified prior to the August Officers' Meeting.

SECTION 7. Election results shall be announced to the Chapter at the September Chapter meeting.

SECTION 8. Outgoing Officers should transition assets, resources, and responsibilities to incoming Officers between the off months of July/August and be announced at the September Chapter meeting. The new and complete Officer slate shall attend monthly

planning meetings during July and August, months when the Chapter does not meet.

SECTION 9. All Officers and the annual plan will be introduced to the Chapter at the September Chapter meeting.

SECTION 10. The term of office for any Officer shall consist of two years commencing the first day of the month following the election. Suppose an office is permanently vacated for any reason. In that case, the President may appoint an interim person to fulfill the term's remainder, approved by the majority of the remaining Officers.

SECTION 11. The Officers shall have staggered terms of office. The President, Director of Operations, Secretary, Director of Speakers, Director of Scholarship, and Director of Technology shall have terms beginning in even calendar years. In contrast, the Vice President, Treasurer, Director of Sponsorship, Director of Education, and Director of Communications shall have terms beginning in odd calendar years.

Article VI MEETINGS

SECTION 1. The Chapter's regular meeting shall be held monthly from September through June.

SECTION 2. The Officers may call special meetings at any time upon ten-day written notice to all Chapter members.

SECTION 3. At all meetings, a minimum of five (5) non-Officer members in attendance shall constitute a quorum for business transactions. Therefore, five (5) Officers shall constitute a quorum for conducting an Officers' meeting. Additionally, 10% of Members in Good Standing shall be present at the annual general meeting to conduct official business.

SECTION 4. The order of business at the Chapter's annual general meeting shall follow these guidelines:

- a) Call to Order
- b) Reading and Approval of Minutes of Last General Meeting
- c) Reports from all Officers
- d) Unfinished Business
- e) New Business
- f) Special Announcements
- g) Program Agenda
- h) Adjournment

The order of business at regular Officers' meetings shall follow these guidelines:

- a) Call to Order
- b) Approval of Minutes of Last Officers' Meeting Previously Provided
- c) Adherence to an Agenda
- d) Reports from all Officers, including those Absent
- e) Update on Action Items

- f) New Business
- g) Assignment of Action Items
- h) Adjournment

SECTION 5. The order of business may be revised or dispensed with by the Officer presiding upon the members' approval if circumstances decree that such action be taken.

Article VII FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable to the Association by the member's renewal date. Additional Chapter fees may be required as the Officers direct, with the approval of a majority of Chapter members in good standing. Of the dues collected from each member, the Association will forward Chapter dues to the Chapter Treasurer, and those dues will be incorporated into the Chapter treasury.

SECTION 2. Bank accounts in the Chapter's name shall be established and maintained as directed by the Officers.

SECTION 3. The Secretary shall be responsible for the reconciliation of all bank accounts for verification purposes. The Secretary shall not have signatory authority.

SECTION 4. An Auditing Committee consisting of two non-officer members in good standing and/or a qualified accountant shall be selected by the President at the first meeting following January 1 of each year and approved by the Officers' supermajority. The Auditing Committee's responsibility shall be to examine all financial records of the Chapter and provide a report of its findings and recommendations to the Officers at the April Officers' Meeting and to the membership at the April Chapter meeting. This report shall be in writing and shall be maintained as part of the Chapter's permanent records.

SECTION 5. Additional guidance for financial administration, including contracts, shall be documented in Chapter Operating Procedures and approved by the Officers' supermajority.

Article VIII LIMITATION OF LIABILITY & Insurance

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

SECTION 2. ISSA, Inc. Liability - The Chapter shall not be responsible or liable for any lawsuits, damages, other expenses, or liabilities arising out of the activities of the Association.

SECTION 2. The Central Ohio Chapter will maintain all officers' D&O Insurance and Errors and Omissions Insurance.

Article IX
HEADQUARTERS

SECTION 1. The Headquarters of the Central Ohio Chapter shall be located in the State of Ohio at the address designated by the Officers.

Article X
AMENDMENTS TO THE BYLAWS

SECTION 1. The President shall cause the Chapter Bylaws to be reviewed each year by the Chapter Officers. This review shall familiarize each Officer with their office's duties and responsibilities and identify any changes required to keep the Bylaws current.

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

- a. Ten percent of the members of the Chapter or at least two Officers may at any time propose in writing, signed by them and addressed to the Secretary, the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws.
- b. The Secretary shall present such proposal amendment, repeal, or addition at the next regular meeting of the Officers and shall incorporate in the notice of that meeting a statement that such proposed amendment, repeal, or addition will be considered. No proposed amendment, repeal, or addition shall be considered at any meeting of the Officers unless such notice has been given to each Officer in writing not less than ten days before the meeting.
- c. At the Officer meeting called in accordance with the provisions of Paragraph B. above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon by the Officers present. Suppose at the meeting, a quorum being present, a supermajority of the Officers vote in favor of the such amendment, repeal, or addition. In that case, it shall be considered as adopted by the Officers. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next general meeting, where a quorum is present for Chapter ratification by a majority of the attending members.
- d. Chapter members shall be provided at least thirty days to review proposed changes to the Bylaws.
- e. Amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Officers.
- f. The revised Bylaws shall be submitted in writing to the Association by 30 days following ratification. A copy shall be maintained in the Chapter records. An electronic copy shall be posted to the Chapter website.