

**BYLAWS  
OF THE MOTOR CITY CHAPTER  
OF THE INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

The name of this organization shall be The Motor City Chapter, Information Systems Security Association, Inc., hereafter referred to as the "Chapter".

**ARTICLE II**

**PURPOSE AND OBJECTIVES**

The primary purpose of this Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the security of information systems processing, pursuant to Section 501c(6) of the 1954 Internal Revenue Code.

More specifically, the objectives of the Chapter are:

- a) to promote the education of and help expand the knowledge and skills of its members in the interrelated field of information systems security and information 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 their 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.

This corporation is a not-for-profit organization, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual. This corporation shall do nothing inconsistent with obtaining and maintaining exemption from California tax under California Revenue and Taxation Code, Section 23701e.

The corporation shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

These Chapter Bylaws are subservient to the Bylaws of the Information Systems Security Association, hereafter referred to as Association. Therefore, no provision can be made in these Chapter Bylaws that is contrary to Bylaws of the Association.

## **ARTICLE III**

### **MEMBERSHIP**

Membership in this Chapter is based upon one having primary interest or active involvement in information systems security in the educational, private, or public sector. In addition, membership is contingent upon interest in the purposes and objectives of the Chapter as stated in Article II and observance of the Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Association. Membership is defined in the ISSA Organizational Manual by the Board of Directors and is subject to the provisions of the Articles of Incorporation and Bylaws. Membership in this Chapter requires membership in the International Association.

**SECTION 1.** There are three categories of membership:

A) General membership in the Chapter is based upon one having primary interest and active involvement in information systems security in the private or public sector. In addition, membership is contingent upon interest in the purposes and objectives of the Chapter as stated in Article II, and observance of the ISSA Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter.

B) Student Members: Full-time students interested in a career in or dealing with information systems security.

C) Corporate Memberships: A Corporation purchases a number of memberships and individuals within that Corporation share attendance.

**SECTION 2.** The Chapter Board of Directors, at their discretion, may provide for other classes of membership.

**SECTION 3.** Members who maintain their membership by payment of dues are required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership. The membership year shall be from 1 January to 31 December.

**SECTION 4.** Membership may be terminated if payment of the annual Chapter dues has not been received by the Treasurer of the Chapter as provided for in Article VII.

**SECTION 5.** Any member may resign at any time, but 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 a pro rata or other share of the assets of the Chapter.

**SECTION 6.** The Board of Directors, 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 of ISSA, provided that such person shall have been granted an opportunity for a hearing before the Board. The Board shall cause at least thirty days' (30) noticed 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 Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the service or resources of the Chapter

## **ARTICLE IV**

### **OFFICERS**

**SECTION 1.** The officers of the Chapter must be general members in good standing as of the date of their election. These officers shall be, at a minimum, President, Vice President, Secretary, and Treasurer. Chapters may choose to have additional Director positions, as appropriate, for performing the business of the Chapter, e.g. Director of Operations, Director of Education, Director of Membership, Director of Vendor Relations, Director of Programs. These officers shall constitute the Board of Directors, hereafter called Board. The President shall act as Chairperson thereof.

**SECTION 2.** The President shall be the executive head of the chapter and shall preside at all meetings of the Chapter. The President shall have the power to call special meetings if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of tied decision.

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

**SECTION 3.** The Vice President shall attend to the duties of the President in his/her absence or in case the President's office may become vacant for any cause whatever, and shall attend to any other duties as the President may require. Unless specifically delegated to a Director of Membership, the Vice President shall review all membership applications for eligibility.

**SECTION 4.** The Secretary shall maintain sufficient membership address lists as to ensure that all members in good standing are notified of meetings, and the members receive all other correspondence necessary to the conduct of the Chapter. At the direction of the President, the Secretary shall also transmit and respond to all correspondence of the Chapter, and shall record and keep minutes of all meetings, and shall maintain the official records of the Chapter. The Secretary will be responsible for the publishing of the Chapter newsletter, either directly or by supervising an appointed editor.

**SECTION 5.** The Treasurer shall collect all moneys or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits. ISSA Headquarters collects dues and the chapter rebates (dues) are forwarded monthly to the Chapter.

### **SECTION 6.**

Past Presidents who are active members of the Chapter and not currently holding an office shall be privileged to attend such meetings held by the Board of Directors for a period of two years following their term of office, and to act in an advisory capacity and with power of vote.

**SECTION 7.** The Board of Directors shall manage the business of the Chapter. A Board quorum for business shall consist of 51% of elected Board members present. The Board may, from time to time, establish special committees for various purposes as required. The President or any three Board members may call special meetings.

**SECTION 8.** In case of a Board vacancy other than the Office of the President, such vacancy, for the remainder of the elected term, shall be filled by appointment by the President, upon the approval of a majority of the remaining Board members.

**SECTION 9.** On a motion and second from the membership at a general meeting, an officer shall be held before the Chapter for malfeasance of duty. A two-thirds majority of all members shall be required for removal from office.

## **ARTICLE V**

### **ELECTIONS**

**SECTION 1.** Officers of the Board of Directors shall be elected by popular vote, each member in a class with the voting privilege shall be allowed one vote.

**SECTION 2.** The Nominations, Elections and Awards shall be the responsibility of the Board of Directors. The Board will oversee all activities relating to the election of officers, the nominating of people or organizations for Chapter awards, and any general voting that may be required of the Chapter membership.

**SECTION 3.** A call for nominees for office will be issued at the October meeting. All nominees must be current dues paid members. Nominees for positions in contention will be requested to submit their vita and statement of profession of service for the office they are in nomination for, within ten days after the October meeting, to the Secretary of the Motor City Chapter, ISSA.

**SECTION 4.** The nominee's vita and profession will be enclosed in the November meeting notice. Notice of electronic ballot mailing will be made in the November mailing and at the November meeting. Ballots will be emailed to all dues paid members the week following the meeting. Eballots will be returned within 10 days of reception to two Board of Director non elected members to be named. Ballots will be tallied and the results reported to the full Board Directors.

**SECTION 5.** The names of the new officers shall be reported by the Board of Directors at the December meeting. Terms of office shall consist of 1 year commencing at the conclusion of the December Meeting.

**SECTION 6.** Members elected to affected positions on the Chapter Board shall hold elected office to any combination of board positions for no more than 4 consecutive years. The position of President may not be held for more than 2 consecutive years

## **ARTICLE VI**

### **MEETINGS**

**SECTION 1.** The regular meeting of the Chapter shall be held on the third Thursday of each month at 6PM with the exception of June, July and August. Location will be selected and announced at the previous meeting, and general membership notified by e-mail at least 10 days prior to the meeting. The meetings of the Board of Directors shall be at a time determined by the President.

**SECTION 2.** The Board of Directors may call special meetings at any time upon a ten-day notice to all members of the Chapter.

**SECTION 3.** The order of business at regular meetings shall be as follows:

- a) Call to Order
- b) Reading and Approval of Minutes of Last Meeting
- c) Reading of Minutes of the Board of Directors' Meeting
- d) Report of the Treasurer
- e) Reports of Special Committees
- f) Unfinished Business
- g) New Business
- h) Special Announcements
- i) Program Agenda
- j) Adjournment

**SECTION 4.** The order of business may be revised or dispensed with by the presiding Board member upon the approval of the members present. Meetings shall follow Robert's Rules of Order.

**SECTION 5.** Guests may be invited to regular Chapter meetings. If a guest attends three meetings in the same year, that person should be approached for membership.

## **ARTICLE VII**

### **FINANCES**

**SECTION 1.** The Fiscal Year shall be the calendar year.

**SECTION 2.** Annual Chapter dues of \$25 shall be collected from each member of the Chapter by ISSA Headquarters in addition to Association dues. ISSA International will forward chapter dues to the Chapter. The Chapter Board of Directors may also direct a fee be charged for Chapter events.

**SECTION 3.** Any proposed change to Chapter dues must be publicized to the chapter members at least two weeks prior to the regular Chapter meeting at which the vote on the change would take place. A two-thirds majority vote of the members in attendance is required to approve the change.

**SECTION 4.** Bank accounts in the name of the Chapter shall be established and maintained as directed by the Board of Directors.

**SECTION 5.** ISSA Headquarters will obtain the necessary EIN (Employer Identification Number) for each chapter in the United States. U.S. Chapters are not required to file tax returns unless their gross annual revenues are over \$25,000. If revenues are above \$25,000, ISSA Headquarters will file the Chapter's return as a part of a consolidated tax return with the parent organization.

**SECTION 6.** If the Chapter ceases to function and the membership decides by vote to discontinue operations, all moneys retained in the Chapter account shall revert to ISSA Headquarters for the benefit of the organization.

**SECTION 7.** The President at the September meeting of each year shall appoint an audit Committee consisting of two members in good standing. These individuals shall not be members of the Board of Directors. The Audit Committee shall be responsible to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the October meeting prior to elections. This report shall be in writing and shall be maintained as part of the permanent records of the Chapter.

## **ARTICLE VIII**

### **LIMITATION OF LIABILITY**

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

**SECTION 2.** 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 3.** Some activities by the Chapter may be limited, restricted, or require approval by the Association, so as not to put the Association in an unfavorable or liable position.

**SECTION 4.** ISSA, the parent organization, maintains officers and directors liability insurance to cover Chapter Board members.

## **ARTICLE IX**

### **AMENDMENTS TO THE BYLAWS**

**SECTION 1.** A copy of these Bylaws and all amendments must be filed with ISSA Headquarters.

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

- a) Any member of the Board of Directors may propose in writing an amendment or repeal of any existing provision of or the addition of any new provision to the Bylaws.
- b) Ten percent of the members of the chapter 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 provision to the Bylaws.
- c) Such proposed amendments, repeals, or additions shall be publicized at least ten days prior to a Board of Directors Meeting. Any proposed amendment must be approved by two-thirds of the Chapter Board of Directors.
- d) A 20-day notice and ballot to all members in good standing is required prior to the Chapter vote on a Bylaw amendment.
- e) All amendments must be approved by a majority of Chapter members present during any general meeting, or response by e-mail/mail ballot response to the above notice.

## **ARTICLE X**

### **EFFECTIVE DATE**

These revised Bylaws are effective as of October 16<sup>th</sup> ,2008.

**APPROVED ON THIS 16th DAY OF October AT Southfield, MI**

\_\_\_\_\_  
**PRESIDENT**

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**SECRETARY**

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**VICE PRESIDENT**

\_\_\_\_\_  
**TREASURER**