



**BYLAWS
of
New England Chapter
of the
Information Systems Security
Association, Inc.**

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BYLAWS ARE THE REGULATIONS THAT GOVERN THE INTERNAL AFFAIRS OF THE SOCIETY. THESE REGULATIONS HELP TO ENSURE THE STABILITY, CONTINUITY AND STRUCTURE OF THE SOCIETY.

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V2.2 – 2002	Candy Alexander, Tom Austin, David Cullinane, David Dumas, Richard Gibson, David Hydorn, Gerry Isaacson, Robert Johnston, John Manning, Steve McIntosh, Jeff Medici, Ed Norris, Diane Pepero, David Sawin, Chip Seymour, Francis Wally, Shaun Sprague, Robin Wheeler
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Article I. Name

The name of this organization shall be the New England Chapter (herein after referred to as the "Chapter") of the Information Systems Security Association, Inc., (herein after referred to as the "Association"). The International ISSA chapter code for the Chapter is BOM.

Article II. Affiliations

The Chapter is an affiliate of the Association. As such, the Chapter, and all members of the Chapter, are subject to the Association's Code of Ethics.

These Chapter bylaws are subservient to the Bylaws of the Association. Therefore, no provision can be made in these Chapter bylaws that are contrary to the bylaws of the Association.

When passed by a two-thirds vote of the entire New England Chapter Board of Directors, the Chapter may become affiliated with any international, national, regional or local organization whose purpose is similar to the Chapter. Disaffiliation with a previously approved organization can be effected by a two-thirds vote of the entire Board.

Article III. Purpose and Objectives

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

More specifically, the objectives of the Chapter are to support the Association in (a) promoting the education of and helping 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 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 Chapter is not organized for profit, and no part of the net earnings of this corporation shall inure to the benefit of any private shareholder or individual. This Chapter shall do nothing inconsistent with obtaining and maintaining exemption from Massachusetts Tax under Massachusetts Law.

No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and 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.

Article IV. Membership

Section 1. Eligibility

Membership in the Chapter and the Association is based upon one having primary interest and active involvement in information systems security in the educational, private or public sector.

Membership is also open to educators, students, attorneys and law enforcement officers having a vested interest in information / data security; or professionals with primary responsibility for marketing or supplying information on security products or services.

Membership in this Chapter requires membership in the Association. Those eligible for membership will become members upon application, including payment of annual Chapter and national dues. Membership is also contingent upon interest in the purpose and objectives of the Association as stated in Article III of the bylaws and observance of the Association's Code of Ethics as a prerequisite for and a condition of continued affiliation with the Association.

Section 2. Types and Privileges

Membership types and privileges are defined by the Association's Board of Directors and are subject to the provisions of the Articles of Incorporation and Bylaws. (<http://www.issa.org/join/Membership-types.html> 5/16/07)

Section 3. Other

The Board of Directors, at their discretion, may provide for other classes of membership.

Section 4. Members in Good Standing

Members who maintain their membership by payment of dues as required under the Articles of Incorporation and Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership.

Section 5. Resignation

Any member may resign at any time, but such resignation shall not relieve the resigning individual from the payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues paid or any right to a pro rata or other share of the assets of the Chapter. All resignations shall be made in writing to the Association.

Section 6. Expulsion

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 judgement has violated the Articles of Incorporation, Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the best interests of the Chapter, provided that such person shall have been granted an

opportunity for a hearing before the Board. The Board shall cause at least thirty 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 Board of Directors shall be final and shall cancel all rights, interest or privileges of such member in the services or resources of the Chapter.

Section 7. Termination of Membership

Membership may be terminated if payment of the annual Association and Chapter dues has not been received by the Treasurer of the Association or Chapter as provided for in Article IV. 4.

Article V. Finances

Section 1. Fiscal Year

The fiscal year of the Chapter shall be the calendar year unless otherwise established by the Board of Directors.

Section 2. Chapter Dues and Fees

- a. Chapter dues and fees for its members shall be set at the discretion of the Chapter Board of Directors. The dues structure, however, must provide for the payment of Association dues to the Association Treasurer.
- b. The Association Treasurer shall remit to each chapter on a periodic basis the Local dues for the current renewing members. The Chapter shall submit dues on a periodic basis for new members joining the Association through the Chapter. The membership year shall be based upon the anniversary date of a member joining the Association and the Chapter.
- c. Payment of Association and Chapter membership dues and fees shall be made in U. S. Dollars or the equivalent based on the official exchange rate on the due date of the billing. All dues and fees shall be remitted to the Association Treasurer or Chapter Treasurer, to arrive no later than fifteen days after the due date. All checks and/or drafts shall be made payable to "Information Systems Security Association" or "ISSA"
- d. A reinstatement fee, to be determined by the Chapter Board of Directors, but not to exceed ten U. S. Dollars, may be assessed for the reinstatement of members who have been dropped from the membership roll because of resignation as specified in Article IV. 5., or because of non-payment of Association and Chapter dues as specified in Article IV. 7.

Section 3. Assessments

There shall be no assessments imposed except as approved by a two-thirds (2/3) vote of the Board of Directors then in office and by a majority of the members of the Chapter voting by ballot on the question at the Annual Meeting. The procedure for notification and voting will follow that specified in Article VII. 2 c.& d., respectively, of the Chapter Bylaws. Special assessments shall be established in U. S. Dollars.

Section 4. Taxes

The Association will obtain the necessary EIN (Employer Identification Number) for each Chapter in the United States. The Association, and the Chapter, if applicable, follows IRS regulations for filing tax returns.

Section 5. Chapter Retirement

If the Chapter ceases to function, and the membership decide by vote to discontinue operations, all moneys retained in the Chapter account shall revert to the Association for the benefit of the organization.

Section 6. Expenditures

Planned expenditures shall be submitted to the Chapter Board of Directors for approval. Upon completion of approved activity, activity leaders and/or officers must submit authentication and substantiation of incurred expenditures to the Treasurer.

Section 7. Annual Budget

An annual budget forecast shall be submitted to the Chapter Board of Directors by February of each year. The budget forecast shall include all items necessary to conduct the Chapter's business.

Section 8. Bank Accounts

Bank accounts and lines of credit in the name of the Chapter shall be established and maintained as directed by the Board of Directors. Signatory authority for all bank accounts shall reside in the duly elected President, Vice President and Treasurer. The Treasurer, or in the absence of the Treasurer, the President or Vice President, must sign all checks. At no time will Chapter funds be merged with personal funds. Chapter funds in an amount designated by the Chapter Board of Directors will be placed into an "emergency" fund separate from other accounts, and requires the signature of 3 designated Chapter Board of Director members, exclusive of the Treasurer, to withdraw funds.

Section 9. Record Keeping

The books and financial records of the Chapter shall be maintained under the supervision of the Treasurer. All monies due and payable to the Chapter from any source shall be received by the Treasurer, depository, or other fiduciary appointed and approved by the Board of Directors and deposited to the credit of the Chapter in banks, trust companies, and other depositories designated by the Board of Directors. The Treasurer shall be responsible for keeping proper account of all such monies disbursed on behalf of the Chapter and of all records in connection therewith. Financial documents are to be retained for a period of 7 years.

Section 10. Financial Reports

A financial report shall be available at all meetings. The records of the Treasurer shall be available for inspection by Chapter members at all reasonable times. The Treasurer shall submit financial statements to the Board of Directors and to the total membership in such form and frequency as the Board of Directors may direct, and to governmental agencies as required by law.

Section 11. Financial Assessment

The financial records of the Chapter will be examined by an independent auditor once every fiscal year. A report in writing shall be made to the Board of Directors and shall be placed on file with the Chapter Secretary and Chapter Treasurer.

Article VI. Organization & Structure of the Chapter

A. Board of Directors

Section 1. Composition of the Board of Directors

The Board of Directors shall consist of the following:

- a. Four (4) directors consisting of Chapter officers: The President, Vice President, Secretary, and Treasurer.
- b. One (1) director consisting of the immediate Past President of the Chapter.
- c. Appointed directors and associates as defined in Article VI.D. 1

All members of the Board of Directors must be members in good standing of the Association and of the Chapter.

Section 2. Term of Office of Directors

Each director shall take office at the Annual Meeting following election and shall hold office until a successor shall have been duly elected and taken office or until the director is removed from office or until the director resigns.

Section 3. Termination of Membership of Directors

If the membership of any director in this Chapter shall for any reason terminate, that office as director shall automatically become vacant. The Board of Directors may elect to fill the vacant position with an Associate, or a Chapter member that is qualified for the position(s).

Section 4. Duties and Responsibilities

- a. The Board of Directors shall be the governing body of this Chapter as provided for in these Bylaws or by applicable law, and its action shall be final.
- b. The Board of Directors shall provide for an independent audit of the financial affairs of the Chapter, at least annually, and at such other times, as it may deem advisable.

Section 5. Meetings of the Board of Directors

- a. The Board of Directors shall meet at least quarterly at such times and places as it may elect. At such meetings a quorum must be present to conduct business coming before the Board. To constitute a quorum, one-half of the total membership of the Board of Directors then in office must be present in person. All business coming before the Board of Directors for approval shall be approved by a majority vote of those present unless otherwise required by the Bylaws of this Chapter. The meetings shall be conducted under the rules contained in the Robert's Rules of Order Revised, except in those cases where rules are in conflict with these Bylaws, the Bylaws shall govern.
- b. At all meetings of the Board of Directors, the President, if present, shall act as Chairperson. In the President's absence, the Chairperson shall be the Vice President, if present. In the absence of both the President and the Vice President, the Secretary shall act as Chairperson. In the absence of the President, Vice President, and Secretary, the members of the Board who are present in person shall, by majority vote, choose one among them to act as Chairperson for that meeting.
- c. Notice of meetings of the Board of Directors shall be given to each director in writing by the President or Secretary of the Chapter at least ten days in advance of the meeting or as the Board may otherwise direct. Notice need not be given to any director who signs a written waiver of notice or an approval of the minutes of the meeting either before or after the meeting or who attends the meeting without objecting to the lack of notice thereof.
- d. The President or any three directors can call a special meeting.
- e. The Board of Directors may exercise any of its powers without a meeting provided unanimous consent of the directors then in office is obtained. If a unanimous decision is not reached by individual calls, a conference call must be held before the action can be approved. Any action of the Board must be documented by the Secretary and added as an addendum to the prior meeting minutes.
- f. All regular and special meetings of the Board of Directors may be held by telephone conference call.
- g. Written consent by all Elected Officers and a majority of other Directors to any action taken or to be taken by the Chapter shall authorize and validate such actions as though it had been authorized at a meeting of the Board of Directors.
- h. Executive Session: The Board of Directors shall be authorized to call for a Board of Directors

member only session when applicable, to discuss issues of a confidential nature. Executive sessions will take place after all normal board business is conducted.

i. Unexcused absences: Members of the Board of Directors who are unable to attend a board meeting may be excused from their absence by the Chapter President. Board Members unable to attend Board Meetings must supply a status to the President to avoid an unexcused absence. Any Board Member who accumulates three consecutive unexcused absences shall receive a letter from the Chapter President. The letter shall state the importance of each board member's participation and shall request a statement as to the board member's intention to actively participate in the future. If the board member fails to respond to the letter or accumulates two more consecutive unexcused absences, the President can remove and replace the member with a new appointment.

B. Officers of the Chapter

Section 1. Officers

The elected officers of the Chapter shall be the President, Vice President, Secretary and Treasurer.

Section 2. Election of Officers

- a. The officers set forth in Article VI. B. 1 shall be General Members and shall be elected for two-year terms.
- b. The President shall be elected by majority vote of the total membership of the outgoing Board of Directors.
- c. All other Chapter Officers shall be elected by a plurality of the votes of the general membership responding to the official ballot process by the date specified on the ballot.
- d. Only members in good standing at the time of the official ballot process shall be entitled to receive a ballot.
- e. The results of the election shall be certified by the Election Committee to the Board of Directors and announced at the Annual Meeting.

Section 3. Term of Officers

Each Chapter officer shall take office on January 1 following his/her election and shall hold office until a successor has been duly elected and taken office, or until the officer resigns, or until the officer is removed.

Section 4. Vacancies

If the office of any officer shall become vacant for any cause (including removal pursuant to Section VI .B .7), the Board of Directors shall appoint a person to fill the unexpired portion of his or her term.

Section 5. Termination of Membership of Officers

If the membership of any officer in this Chapter shall for any reason terminate, the office shall automatically become vacant.

Section 6. Resignation of an Officer

Any officer may resign his/her office at any time, but such resignation does not become effective until accepted by the President of the Chapter.

Section 7. Removal of an Officer

The total membership of the Board may remove from office an officer who in its judgment is not performing the duties of the office. The officer proposed to be removed shall be (1) given written notice by an officer at least 30 days prior to the meeting at which time the removal is to be voted upon and (2) furnished at the same time a written statement detailing the reasons upon which the removal is proposed. This statement shall be signed by at least three members of the Board then in office. The officer in question shall be permitted to present a rebuttal before the total membership of the Board.

The officer in question shall be removed upon a majority vote of the total membership of the Board. Such action in itself shall not expel the officer from membership in the Chapter or the Association.

Section 8. Duties of Officers

a. President

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.

b. Vice President

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. The Vice President shall also act as parliamentarian for the Board meetings.

c. Secretary

The Secretary shall take minutes of all Board meetings and shall keep a copy of such minutes and distribute to the Board. The Secretary shall be responsible for all written correspondence for the Chapter Board of Directors.

d. Treasurer

The Treasurer shall collect and be the custodian of the Chapter funds and other articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits. The Treasurer shall have the power to receive and disburse such funds of the Chapter required in the conduct of its affairs and carrying on of its activities.

e. Immediate Past President

The role of the Immediate Past President is that of a voting advisor to the Board. If the Immediate Past President is unable to serve, the previous Immediate Past President will be asked to assume the position.

f. Previous Past Presidents

All past Presidents not holding a current office and retaining active membership shall be privileged to attend such meetings held by the Board of Directors, to act only in an advisory capacity and without power to vote.

C. Standing Committees

Section 1. – Elections

All elected officers shall be elected annually by hardcopy ballot during October by a plurality of the voting members. A valid election is held when a minimum of 5 percent of the total membership's ballots are received by the voting deadline. All votes cast by this deadline must be counted. In the case of a tie (no plurality), there shall be a run-off election between candidates receiving the greatest number of votes.

In the case of no-contested positions, the hardcopy ballot election process of voting members is waived. The Chapter Secretary will cast a single vote and candidates for uncontested positions will be duly “elected” incoming Chapter Officers.

Section 2. -- Nomination

The Immediate Past President shall chair and appoint an Election Committee of at least two members, which will be charged with the responsibility of conducting the election of officers. This Election Committee shall select the candidates for the election. The selection process shall include recommendations from the membership. All nominees must be current members of the Chapter. This committee shall also be responsible for counting the annual election ballots and certifying in writing the results of this election.

D. Appointed Officers and Committees

Section 1. Appointed Directors, Associates, and Committees

The President of this Chapter may appoint, with the approval of the Board of Directors, such Directors other than those provided in Article VI. B. 1., and he/she deems appropriate and any

committees and/or persons necessary for the performance of their assigned duties. Duties of Appointed Directors, Associates, and Committees can be found in the Board of Directors Responsibilities document.

Section 2. Term of Office for Appointed Directors, Associates, and Committees

Appointed Directors, Associates or Committees shall hold office for the duration of the appointing President's term or until a successor shall have been duly appointed and taken office or with that term until that appointed director is removed from office or until that appointed director resigns. Appointed Directors, Associates and Committees may be eliminated at any time, under the Presidents request.

Section 3. Voting Privileges for Appointed Directors, Associates, and Committees

Appointed Directors are voting Board of Director positions. Appointed Associates serve as non-voting Board members. Members of the Board of Directors that are entitled to vote have only one vote, regardless of how many positions that Member of the Board simultaneously holds. If a Director position is shared, that position only has one vote, regardless of how many individuals share that position.

Article VII. Meetings of the Total Membership

Section 1. General Meetings

Meetings of the general membership will be held during the year on dates, times and at locations determined by the Board of Directors

Section 2. Annual Meeting

a. Purpose

The Annual Meeting of the total membership of the Association shall be held for the purpose of announcing the results of the election of officers and directors conducted in accordance with Article VI. B .2, the installation of such officers and directors for the ensuing term, receiving reports of all current and retiring officers and committees, and transacting such other business as may properly come before such meetings. The meetings shall be presided over by the President of the Chapter and shall be conducted under the rules contained in Robert's Rules of Order Revised, except in those cases where the rules are in conflict with these Bylaws, the Bylaws shall govern. In the event the President shall not be able to preside, the presiding officer shall be in accordance with the line of succession established for the Board of Directors in Article VI.A.5.b.

b. Time and Location

The Annual Meeting shall be held each year on a date, at a time, and at a location to be determined by the Board of Directors.

c. Notification of Meeting

All notices of Annual Meetings of members in good standing shall be sent or otherwise given in writing not less than thirty (30) days before the date of the meeting. The notice shall specify the place, date and hours of the meeting and those matters, which the Board of Directors, at the time of giving the notice, intends to present for action by the members.

d. Voting (Other than the Board of Directors)

All general members in good standing and present in person shall be eligible to vote at the Annual Meeting. A quorum shall be constituted by those eligible to vote at the Annual Meeting.

All business coming before the members at the Annual Meeting for approval shall be approved by a majority vote of those present in person and written ballot unless otherwise required by the Bylaws of the Chapter.

Article VIII. Amendments to these Bylaws

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

- a. 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 new provision to the Bylaws. Any member of the Board of Directors may propose in writing the amendment or repeal of any existing provision of, or the addition of any new provision to the Bylaws.
- b. Such proposed amendments, repeals, or additions shall be presented at the next regular meeting of the Board of Directors. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Board of Directors unless notice of the proposal has been given to each member of the Board of Directors not less than 10 days prior to the meeting.
- c. At the meeting of the Board of Directors 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 members present. If, at the meeting, a quorum being present, two-thirds of the directors present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors.
- d. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next annual meeting of the Chapter for ratification.
- e. Amendments to these Bylaws shall become effective after ratification by the members on the date specified by the Board of Directors.
- f. A copy of these bylaws and all amendments must be filed with the Association.

Article IX. Publications

The Board of Directors shall exercise general policy control and direction of any publications, editorial, or advertising, which the Chapter may issue.

Article X. Headquarters

The official mailing address of this Association shall be located in the State of Massachusetts at the address designated by the Board of Directors.

Article XI. 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, or other expenses or liabilities arising out of the activities of the Chapter.

Section 2. Association Liability

The Chapter shall not be responsible or liable for any lawsuit damages, or other expenses or liabilities arising out of the activities of Association

Section 3. Indemnification and Liability Insurance

No member of the Board of Directors shall be personally liable for any action taken, or any failure to take any action, as a Board member, except to the extent such action (a) involved a knowing and culpable violation of the law by the board member or (b) enabled the board member to received an improper personal economic gain. In furtherance of the foregoing, the Board of Directors shall obtain and maintain in full force and effect liability insurance from reputable insurer(s) for the benefit of the Board of Directors providing coverage consistent with the indemnification provisions set forth in this section. The members of the Board of Directors shall be named as insured benefactors under any such liability policy.

Article XII. Gratuities and Rebates

Except as described below and elsewhere in these Bylaws, no officer, director, associate, delegate, or other member of the Chapter shall receive any gratuity, compensation, or rebate that may be offered during the performance of his Chapter function. Such gratuity, compensation, or rebate, if offered and accepted, shall be received in the name of the Chapter and shall be applied to the Chapter treasury for the benefit of the total membership.

However, any gratuity or benefit offered to the Chapter that cannot be applied to the treasury shall be given to a fairly selected Chapter member at a subsequent general meeting. Any benefit offered that cannot be applied to the treasury, but requires official Chapter representation shall be disseminated by a majority vote of the Board of Directors. The Chapter member accepting the gratuity or benefit must provide an assessment to the Chapter Board of Directors if they are

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representing the Chapter for this gratuity or benefit.

Appreciation gifts may be given to deserving Chapter members on an annual basis.

No member shall use the name of the Chapter and/or a Chapter function for the purpose of personal gain, unless there is a mutual benefit to the Chapter and/or its members, and the activity is reviewed and approved by the Board of Directors. Corporate sponsorships and the value from this business relationship are exempt from this provision.