



**BYLAWS
OF THE
CENTRAL FLORIDA CHAPTER**

OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

ARTICLE I

NAME

The name of this organization shall be the Central Florida 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 primary purpose of the Chapter is to promote the education of its members for the improvement and development of their capabilities relating to the security of the information systems processing, pursuant to Section 501 © (6) of the 1954 Internal Revenue Code.

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 to systems and information processing professionals the importance of establishing controls necessary to ensure the secure organization and utilization of information processing resources.

ARTICLE III

MEMBERSHIP

SECTION 1. 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, acceptance of the Association Code of Ethics located on its website (www.issa.org) and is subject to provisions of Articles of Incorporation and Bylaws and the types of membership established by the Association Board of Directors.

The types of membership may be referenced at the Association's website.

SECTION 2. The Chapter Officers with the approval of the Association's Director of Membership may provide for other types of membership.

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

SECTION 4. Resignation - 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. All resignations shall be made in writing.

SECTION 5. Expulsion - The 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. Such action by the Officers shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter. The presiding Officer shall have the authority to appoint a Sergeant At Arms to preserve order and execute commands.

SECTION 6. Termination - Membership may be terminated if payment of the annual Chapter dues has not been received by the Chapter Treasurer as provided for in Article VII and will not require the actions of Section 5.

ARTICLE IV

CHAPTER BOARD (OFFICERS and DIRECTORS)

SECTION 1. The officers of the Chapter Board are responsible for the leadership and providing direction for the Chapter Board and must be general members in good standing as of the date of their election. The officers shall consist of President, Vice President, Secretary, and Treasurer. The President shall act as Chairman thereof.

SECTION 2. The directors of the Chapter Board are members of the Chapter in good standing as of the date of their appointment. Board members shall consist of Vendor Relations, Communications, Events, Membership, Certification, Education, and Webmaster. These positions are appointed by the Chapter officers and current Board.

SECTION 3. The President shall preside at all meetings of the Chapter and shall obey the legitimate mandates of the members. 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 decisions.

SECTION 4. 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. Additionally, the Vice President shall review all memberships for eligibility if deemed necessary by the Chapter Board.

SECTION 5. The Secretary shall record and keep minutes of all meetings. The Secretary shall perform bank reconciliation monthly. At the end of the annual election meeting the Secretary receives from the Nominating Committee, and announces, the election results. The Secretary is responsible for managing the process of amending these bylaws as described in Article X. At the direction of the Board, the Secretary shall perform other Chapter tasks.

SECTION 6. The Treasurer shall report on the Chapter financials at the Board meetings upon request. The Treasurer shall also be an official chapter point-of-contact with ISSA national accountant, its attorney, and with ISSA International's controller. The Treasurer shall manage all financial forms, applications, contracts and other financial paperwork.

SECTION 7. All past Presidents retaining active membership or those invited by the Board shall be privileged to attend such meetings held by the Officers, to act only in an advisory capacity and without power of vote.

SECTION 8. The business of the Chapter shall be managed by the Chapter Board. A quorum for business shall consist of two-thirds of the Chapter Board which shall include 2 (two) officers in attendance. A quorum of the board may, from time to time, establish special committees for various purposes as required.

SECTION 9. 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 of the remaining officers, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 10. 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 active Chapter members shall be required for removal from office

SECTION 12. For Chapter Board director positions, if the current member has been a member in good standing for more than five years or held the director position for 3 years they shall be considered a Senior Director. This grants the member a recognizable title for their work with the Chapter Board.

SECTION 13. Director responsibilities

COMMUNICATIONS DIRECTOR

The Communications Director shall maintain sufficient mailing address lists as to ensure that all members in good standing are notified of meetings, and that all other correspondence necessary to the conduct of the Chapter is received by the members. At the direction of the President, the Communications Director shall also transmit and respond to all correspondence of the Chapter, and perform any other duties customarily associated with the office of Communications Director.

MEMBERSHIP DIRECTOR

The Membership Director shall maintain sufficient membership lists to ensure that all members are notified of meetings. The Director is also responsible to promote the retention of current members and the recruitment and involvement of new members.

VENDOR RELATIONS DIRECTOR

The Vendor Relations Director shall be the main point of contact with vendors, shall maintain a vendor contact list, shall be responsible for obtaining vendor sponsorship at Chapter meetings and events, and shall coordinate sponsorship opportunities with the Treasurer.

WEBMASTER

The Webmaster is responsible for the ongoing design, support and maintenance of the Chapter's website; including gathering and publishing up-to-date facts, schedules, and announcements of all Chapter activities.

CERTIFICATION DIRECTOR

The Certification Director shall assist Chapter members in the area of professional certification. It is the duty of this Director to bring together the necessary information on the certification processes into one common place. The Director will provide information to the Chapter membership in a timely fashion. If a member has a question about any aspect of certification, this Director is the Chapter focal point.

EDUCATION DIRECTOR

The Education Director shall coordinate activities pertaining to the Chapter meetings and educational offerings hosted by the Chapter. The Director should strive to recruit speakers that fulfill the needs of the Chapter members. The Director will establish and solicit members for a committee if necessary, and chair the committee.

ARTICLE V

ELECTIONS

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

SECTION 2. The Nominating Committee shall consist of two members in good standing as selected by the Officers at the October meeting of the election year. Members in good standing may volunteer for this function.

SECTION 3. Elections shall be held during the month of November every two years.

SECTION 4. The Nominating Committee Chairman shall prepare and distribute election ballots during the month of November.

SECTION 5. Election results shall be announced at the January general meeting.

SECTION 6. The term of office shall consist of two calendar years commencing at midnight on the first day of the following month after the election announcement.

ARTICLE VI

CHAPTER BOARD MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held quarterly within the calendar year and altered at the discretion of the President. A quorum consists of two-thirds of the Chapter Board which shall include 2 (two) officers in attendance.

SECTION 2. Special meetings may be called by the officers at any time upon ten-day written notice to all Chapter members.

SECTION 3. At all meetings, a minimum of two-thirds of the Chapter Board which shall include 2 (two) officers in attendance shall constitute a quorum for the transaction of business. This must include the President or Vice President.

SECTION 4. The order of business at regular meetings shall be as follows:

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

SECTION 5. The order of business may be revised or dispensed with by the officer presiding upon the approval of the chapter board present, 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 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 will be retained in the Chapter treasury.

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

SECTION 3. (Recommend Dual) Signatory authority for all accounts, which may be established, shall reside in the duly elected President, Vice President, and Treasurer.

SECTION 4. The Secretary shall be responsible for reconciliation of all bank accounts for verification purposes. The Secretary shall not have signatory authority. The Treasurer will report on this at all Chapter Board Meetings.

SECTION 5. An Auditing Committee consisting of two members in good standing and/or a qualified accountant shall be appointed by the President at the October meeting of each year. These individuals shall not be Officers. The responsibility of the Auditing Committee shall be to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the November 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

LIMITATIONS OF LIABILITY

SECTION 1. Chapter Liability

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

SECTION 2. ISSA, Inc. Liability

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

ARTICLE IX

HEADQUARTERS

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

ARTICLE X

AMENDMENTS TO THE BYLAWS

SECTION 1. 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 such proposed amendment, repeal, or addition shall be considered at any meeting of the Officers unless such notice has been given to each officer not less than 20 days prior to 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. If, at the meeting a quorum being present, a majority of the total number of Officers present vote in favor of such amendment, repeal, or addition, 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. Amendments to these Bylaws shall become effective after Chapter ratification on the date specified by the Officers.

APPROVED ON THIS _____ DAY OF _____, 20____ AT _____

PRESIDENT

VICE PRESIDENT

SECRETARY

TREASURER