

Buffalo Niagara ISSA Chapter Bylaws

ARTICLE I — Foundation

Section 1: Name

The name of this organization shall be "The ISSA Buffalo Niagara Chapter" ("Chapter").

Section 2: Affiliation

The Chapter shall be formally affiliated with the Information Systems Security Association ("Association") and shall serve as the Association's Buffalo Niagara Chapter, so long as the Association recognizes the ISSA Buffalo Niagara Chapter as such.

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

Section 3: Purpose and Objectives

The purpose of the Chapter is to expand the knowledge and skills of the membership and promote policies and practices that improve the protection of information and information services. The specific objectives of the Chapter are to:

- A. Provide networking opportunities for Chapter members so that they may meet and interact with those who have a common interest in information security.
- B. Provide employment assistance to Chapter members by informing them of position openings in the information security field.
- C. Provide affordable education and other knowledge- and skills-transfer opportunities to Chapter members through qualified instructors and mentors.
- D. Encourage the free exchange of information security techniques, approaches and problem-solving methodologies among the Chapter membership and in the larger community.
- E. Provide information to keep Chapter members abreast of current events in information security that can be beneficial to them and to society.
- F. Support and encourage the efforts of other organizations and groups that have an interest in information security.

ARTICLE II — Membership

Section 1: Duties and Privileges of Chapter Members

- A. Chapter members shall be required to maintain the professional standards required for membership in the Association. In particular, Chapter members must subscribe to the Association's Code of Ethics.
- B. Chapter members shall be required to pay such annual dues to the Chapter as set by the Executive Board, and to pay such dues as may be required for membership in the Association. Annual dues will be payable to the Association, which will remit Chapter dues to the Chapter.
- C. Chapter members shall be required to pay such fees for admission to meetings and other Chapter events as set by the Executive Board and published by the Corresponding Secretary.
- D. Chapter members may:
 1. Attend monthly Chapter meetings and other scheduled Chapter events.
 2. Avail themselves of monetary discounts for products and services, preferential treatment in registering for events, or any other things of value that are offered to Chapter members in general.

3. Participate in "members-only" activities such as being granted access to restricted sections of the Chapter web site or being invited to participate in restricted online discussion groups.
4. Run for any Chapter elected office and serve as an officer, if elected.
5. Serve as a member of the Advisory Board, if appointed by the President and confirmed by the Executive Board.
6. Serve on committees or other workgroups, if appointed by the President.
7. Vote in elections of Chapter officers, recall elections, referenda on proposed amendments to the bylaws, or in any other special elections that may be held.

Section 2: Classes of Membership

- A. Classes of membership for the Chapter shall be the same as the classes of membership established for membership in the Association.
- B. Trial members shall be accorded the same privileges of membership as other members during the term of their trial membership.

Section 3: Qualifications for Membership

To qualify for membership in the Chapter, a prospective member must apply for membership to the Association; must specify the Chapter as the prospective member's choice of chapter affiliation; and must be accepted as a member of the Association.

Section 4: Term of Membership

The term of membership in the Chapter shall be the same as the term of membership established for membership in the Association.

Section 5: Membership in Good Standing

- A. A Chapter member who is a member in good standing of the Association shall be considered to be a member in good standing of the Chapter.
- B. A Chapter member who has lost his or her standing in the Association because of a failure to pay dues or for any other reason shall not be considered to be a member in good standing of the Chapter.
- C. A member who has been expelled by a majority vote of the Executive Board shall not be considered to be a member in good standing of the Chapter.

Section 6: Termination of Membership

- A. Resignation.
A member may terminate his or her membership in the Chapter by notifying the Association that the member no longer wishes to be a member of the Association or that the member no longer wishes to be a member of the Chapter.
- B. Expulsion.
 1. The Executive Board may terminate the membership of any member who, in the opinion of a majority of the members of the Executive Board, is guilty of conduct detrimental to the Chapter. The term "conduct detrimental to the Chapter" includes, but is not limited to:
 - a. Violation of the Association's Code of Ethics;
 - b. Disruption of Chapter meetings or interference with Chapter initiatives or normal Chapter operations;
 - c. Abuse of a position of trust within the Chapter; and
 - d. Misrepresentation of the Chapter or of the Association.
 2. The Executive Board may not expel a Chapter member unless the member has been afforded due process. Such due process includes the following provisions:
 - a. The request for expulsion must be made in writing, signed by the person making the request and transmitted to the Corresponding Secretary.
 - b. The request for expulsion must specify the conduct that is the subject of the expulsion request.

- c. The Chapter member must be provided with a copy of the expulsion request and must be allowed a minimum of ten (10) days to prepare a response to the allegations contained therein.
 - d. If there is established a reasonable doubt concerning the culpability of the Chapter member, the Executive Board must give the Chapter member the benefit of that doubt.
 - e. A minimum of three (3) Executive Board members must vote for expulsion before a member is expelled, regardless of the number of Executive Board members voting.
- 3. In the event that a Chapter officer is expelled, the office shall be declared vacant.
 - 4. Following the expulsion of a Chapter member, the Corresponding Secretary shall notify the Association that the member has been expelled from that Chapter and shall advise the Association of the reasons that the action was taken.

ARTICLE III — Officers

Section 1: General Qualifications for Office

- A. There shall be four elected office positions. These shall be:
 - 1. President;
 - 2. Vice President;
 - 3. Treasurer;
 - 4. Secretary
- B. Chapter officers must be Chapter members in good standing and must be elected to office by the Chapter membership.

Section 2: Elections and Terms of Office

- A. The term of office for each elected officer shall be from July 1 of each year to June 30 of the succeeding year.
- B. A Nominating Committee appointed by the President and confirmed by a majority of the Executive Board shall select the candidates for office and shall transmit the names of the candidates to the Secretary for publication, or other form of notice to the Chapter membership, on or before the regularly scheduled April meeting.
 - 1. The Nominating Committee may present any Chapter member in good standing for nomination for any office if the member has expressed a desire to be so nominated.
 - 2. The Nominating Committee may not exclude a Chapter member in good standing for an office if the member expresses a desire to be so nominated, and has obtained a number of signatures of Chapter members in good standing in support of his or her nomination equal in number to at least ten percent (10%) of the current Chapter membership.
 - 3. The Nominating Committee may not nominate a single individual for more than one office in the same election.
- C. Election of officers shall occur during the regularly scheduled May meeting. All Chapter members in good standing who attend the May meeting are entitled to participate in the election of Chapter officers. Voting shall be done by secret ballot, by those members in good standing present.
- D. For each office, the candidate who receives the most votes of those cast, but not less than ten percent (10%) of the current Chapter membership, shall be declared the winner. In the event of a tie, an insufficient number of votes cast, or other indeterminate result, a runoff election shall be scheduled for the next regularly scheduled Chapter meeting.

Section 3: Vacancies

- A. Resignation.
A Chapter officer may resign his or her office by notifying the President, or the Vice President in the event that the President intends to resign, in writing of his or her intention to resign. The office shall become vacant as of the time the resignation notice is received.
- B. Recall

1. Any member in good standing may request the recall of a Chapter officer by transmitting a written request to the Corresponding Secretary, or to the President should the member wish to recall the Corresponding Secretary.
 2. The President, or Vice President in the event that there is a request to recall the President, shall schedule a recall election if a member in good standing requests the recall of a Chapter officer and either:
 - a. A minimum of three (3) members of the Executive Board consent to the scheduling of the recall election; or
 - b. Not less than ten percent (10%) of the current Chapter membership has signed a petition requesting a recall vote.
 3. No recall election shall be valid unless all Chapter members in good standing have been given at least thirty (30) days notice of the scheduled recall election.
 4. A Chapter officer shall be deemed to have lost a recall election, and the office shall be declared vacant, if:
 - a. The majority of the votes cast in the recall election favor the recall of the Chapter officer; and
 - b. At least ten percent (10%) of the current Chapter membership has cast votes in favor of the recall.
- C. Replacement.
1. In the event that the office of the President becomes vacant for any reason, the Vice President shall assume the office of President and the office of Vice President shall be declared vacant. In the event that the Vice President is unable to assume the duties of the President, the line of succession shall be:
 - a. Treasurer;
 - b. Secretary;
 2. In the event that any office, other than the office of President, becomes vacant, the President shall appoint a replacement for the office, provided that:
 - a. The replacement for the vacant office is a member in good standing of the Chapter;
 - b. The Executive Board confirms by majority vote the President's choice of replacement; and
 - c. The membership ratifies by majority vote the President's choice of replacement at the next Chapter meeting.
 3. The President's choice of replacement to fill a vacant office may serve as an acting officer of the Chapter until such time as the Executive Board confirms the replacement and, if confirmed, the membership ratifies the replacement.

Section 4: Duties and Privileges of Chapter Officers

- A. President.
1. The President shall undertake or direct the undertaking of such initiatives on behalf of the Chapter as needed to advance the purpose and objectives of the Chapter. The President may direct officers and volunteers, appoint individuals, or establish committees as needed to carry out initiatives or to perform tasks that are necessary to ensure efficient Chapter operations.
 2. The President may recognize the contribution of a Chapter member who volunteers his or her time in support of Chapter initiatives, or otherwise contributes to the success of the Chapter, by appointing the member to service on the Advisory Board.
 3. The President shall preside at regularly scheduled Chapter meetings; or, in the event that the President is unable to preside, the President may request that the Vice President preside; or, in the event that the Vice President is not able to preside, the President may designate a Chapter member in good standing to preside.
 4. The President may convene meetings of committees, the Chapter membership, the Advisory Board or the Executive Board as needed to ensure efficient Chapter operations.
 5. The President shall schedule a meeting of the Advisory Board, to take place at some time during the months of July or August, for the purpose of planning the Chapter activities for the coming year.
 6. The President shall appoint a Financial Audit Committee at least once annually, consisting of no less than two (2) members in good standing that are not members of the Executive Board. The President shall direct the Financial Audit Committee to audit the financial records of the Chapter and to present the results to the membership at a regularly scheduled Chapter meeting.

7. Whenever required, the President shall appoint an Election Committee to count votes and tabulate the results of any election of Chapter officers, recall election, referendum on proposed amendments to the bylaws, or other special election. The Election Committee must consist of the Recording Secretary and at least one member in good standing that is not a member of the Executive Board.
 8. The President shall appoint a Nominating Committee each year no later than March 1, to nominate candidates for Chapter offices. The Nominating Committee must consist of at least two (2) members in good standing that are not members of the Executive Board.
 9. The President may attend the annual Association meeting as a representative of the Chapter. In the event that the President cannot attend, the President may designate a replacement attendee from among the members of the Executive Board. The Chapter shall make such funds available as needed to cover the travel, meals, and lodging expenses of the attendee.
 10. The President shall maintain regular communication with the Association and transmit to the Secretary, for publication or other form of notice to the Chapter membership, information regarding any changes in Association policies or procedures or other significant events related to the Association.
 11. The President shall notify the Executive Board of any communication from any party that requires a decision or other action by the Executive Board.
 12. The President shall ensure that at least one Chapter member in good standing, in addition to the Treasurer, has signature authority for all Chapter bank accounts or other depositories of Chapter funds.
 13. The President shall take care that all Chapter operations are conducted in such a way as to be consistent with these bylaws.
 14. The President may, at his or her discretion, conduct the business of the Chapter including meetings of the Executive Board in person, by conference call, by e-mail, by list service, or by other communications technology, as appropriate.
- B. Vice-President.
1. The Vice President shall assume the duties of the President in the event that the President is unable to perform them.
 2. The Vice President shall act as ambassador to other organizations or groups that have an interest in information security. The Vice President shall keep such organizations or groups informed of the activities of the Chapter and shall keep the Chapter informed of the activities of such organizations or groups. The Vice President shall extend formal invitations, as appropriate, to outside organizations or groups who may wish to participate in Chapter activities.
- C. Treasurer.
1. The Treasurer shall keep accurate financial records for the Chapter. These records shall include, but are not limited to:
 - a. Records of dues, sponsorship fees and other monies collected on behalf of the Chapter;
 - b. Chapter debts paid or otherwise discharged;
 - c. Statements of account for any bank checking accounts or other depositories of Chapter funds; and
 - d. Tax filings and related communications.
 2. The Treasurer shall collect monies owed to the Chapter and take appropriate measures to safeguard the treasury.
 3. The Treasurer shall pay the Chapter's debts from Chapter funds.
 4. The Treasurer shall provide a financial summary report of income, expenses, balances, and such other information as may be relevant to the officers at each Executive Board meeting.
 5. The Treasurer shall advise the Executive Board immediately of any situation in which the Chapter has, or is about to, incur a debt that exceeds the total funds deposited in the treasury.
 6. The Treasurer shall file such tax forms as may be required of the Chapter by federal, state or local authorities. The Treasurer may engage the services of an accountant for this purpose, subject to approval of a cost estimate by the Executive Board.
 7. The Treasurer shall disclose all Chapter financial records when requested to do so by a duly designated Financial Audit Committee.
- D. Secretary.
1. The Secretary shall publish, or otherwise provide notice to the Chapter membership of, information regarding significant Chapter or Association events. These events include, but are not limited to:

- a. Scheduled elections of Chapter officers, recall elections, referenda on proposed amendments to the bylaws, or any other special elections;
- b. Regularly scheduled Chapter or Association meetings; and
- c. Results of elections of Chapter officers, recall elections, referenda on proposed amendments to the bylaws, or any other special elections.

The Secretary may provide such notice by publishing the information on the Chapter Web site or in the newsletter; by sending individual e-mail to Chapter members; by list service; or by the use of any other communications technology of which a majority of the Executive Board approves.

2. The Secretary shall supervise the publication of the Chapter newsletter, web site and any other media used to publish Chapter information or to communicate with the Chapter membership.
3. The Secretary shall notify the President of any and all communications that are addressed to the Chapter.
4. The Recording Secretary shall maintain the records of the Chapter ("Chapter Records"). The Recording Secretary shall provide access to the Chapter Records when requested to do so by any Chapter member in good standing; however, the Recording Secretary may limit the disclosure of private information in the Chapter Records in accordance with the Privacy Policy of the Chapter, if such a policy has been adopted by the Executive Board.
5. The Secretary, or a designated Executive Board member in the absence of the Recording Secretary, shall keep the minutes of Executive Board meetings, Advisory Board meetings, and regularly scheduled Chapter meetings. The Recording Secretary shall incorporate the minutes of such meetings into the Chapter Records.
6. The Secretary shall record the results of elections of Chapter officers; recall elections; referenda on proposed amendments to the bylaws; or other special elections. The Secretary shall communicate the results of all elections for publication or other form of notice to the Chapter membership and shall incorporate said results into the Chapter Records.
7. The Secretary shall record the results of Executive Board decisions, including the votes of individual Executive Board members, on any question for which the approval of the Executive Board is required by these bylaws. The Secretary shall incorporate the results of such decisions into the Chapter Records.
8. The Secretary shall ensure that the Chapter operates in a fashion that is consistent with federal, state and local authorities by filing such documents, such as Articles of Incorporation, that are required to be filed. The Recording Secretary may engage the services of an attorney for such purposes, subject to approval of a cost estimate by the Executive Board.

ARTICLE IV — Boards of Directors

Section 1: Executive Board

- A. The Executive Board shall provide direction and guidance for the Chapter and shall vote on initiatives, as appropriate, to fulfill the purposes and objectives of the Chapter and ensure efficient Chapter operations.
- B. The Executive Board shall consist of the elected Chapter officers. The President shall be the chairperson of the Executive Board.
- C. The term of membership on the Executive Board shall be identical to the term of office for each Chapter officer.
- D. The Executive Board shall vote:
 1. Regarding the confirmation of the President's appointment of a Chapter member to fill a Chapter office vacancy;
 2. Regarding the confirmation of the President's appointment of a Chapter member to the Advisory Board;
 3. Regarding the confirmation of the President's appointment of members of a Financial Audit Committee;
 4. Regarding the confirmation of the President's appointment of members of an Election Committee;

5. Regarding the confirmation of the President's appointment of members of a Nominating Committee;
6. Regarding the confirmation of the President's designation of Chapter members who, in addition to the Treasurer, are to be given signature authority for Chapter bank accounts or other depositories of Chapter funds;
7. Regarding the undertaking of any initiative that will result in the expenditure of an amount in excess of five hundred dollars (\$500) of Chapter funds;
8. Regarding entrance into such mutually beneficial arrangements with other organizations or groups as will advance the purpose and objectives of the Chapter; or
9. Regarding the authorization of such other actions and initiatives, and addressing such questions and issues, as may arise in the course of Chapter operations.

Section 2: Advisory Board

- A. The Advisory Board shall lend experience, expertise, advice, and support to the Executive Board to assist in the accomplishment of the purposes and objectives of the Chapter.
- B. The Advisory Board shall consist of the elected Chapter officers and other Chapter members in good standing whom the President has appointed, and whose appointment the Executive Board has confirmed. The President shall be the chairperson of the Advisory Board.
- C. Advisory Board members serve at the pleasure of the President and of the Executive Board. Advisory Board service ends when either:
 1. The annual Chapter volunteer planning session begins; or
 2. The President, at any time, requests that the Advisory Board member step down;
 3. A majority of the Executive Board, at any time, votes to request that an Advisory Board member step down; or
 4. An Advisory Board member voluntarily resigns from the Advisory Board.
- E. An individual appointed to the Advisory Board by the President may serve as an acting Advisory Board member until such time as the Executive Board votes on the confirmation of the appointment.

ARTICLE V — Meetings

Section 1: Chapter Meetings

- A. Regularly scheduled Chapter meetings shall be held each month, except that no regularly scheduled meeting shall be held during the months of July, August or December, at a date, time, and location chosen by the President or the President's designee. The Secretary shall provide notice to the Chapter membership of regularly scheduled Chapter meetings.
- B. The Chapter meeting schedule is subject to change by the President as necessary to accommodate weather conditions or other out-of-the-ordinary situations. Whenever possible, the Secretary shall provide notice to the Chapter membership of any changes to meeting schedule.
- C. Regularly scheduled Chapter meetings shall be open to the public. The Executive Board shall establish attendance fees, and fees for Chapter members may be set at a lower rate than fees for non-members.

Section 2: Executive Board Meetings

- A. The President shall schedule Executive Board meetings as needed to conduct the business of the Chapter.
- B. The Secretary shall keep the minutes of Executive Board meetings and shall record the votes of the individual Executive Board members on all questions that are addressed by the Executive Board.
- C. A minimum of three (3) Executive Board members must vote in the majority for an Executive Board decision to be final, regardless of the number of Executive Board members in attendance at an Executive Board meeting.

Section 3: Advisory Board Meetings

- A. The President shall schedule Advisory Board meetings as needed to assist in the effective operation of the Chapter.
- B. The Secretary shall keep the minutes of Advisory Board meetings.

Section 4: Annual Chapter Volunteer Planning Session

- A. The President shall schedule a Chapter volunteer planning session annually. The Secretary shall provide notice to the Chapter membership of the annual Chapter volunteer planning session.
- B. The annual Chapter volunteer planning session shall be open to all members in good standing of the Chapter who have an interest in volunteering with the Chapter and/or serving on the Advisory Board.

ARTICLE VII — Amendments

Section 1: Amendment Process

- A. Any member in good standing may request that the bylaws be amended or repealed by transmitting a signed, written request for amendment to the Recording Secretary.
- B. The Executive Board shall consider all amendment requests and, should a majority of the Executive Board vote in favor of the proposed amendment, submit the proposed amendment to the Chapter membership for ratification.
- C. The President shall schedule a referendum to allow the Chapter membership to vote on any proposed amendment that the Executive Board submits for ratification.
- D. In the event that the amendment is ratified by a majority of the votes cast in the referendum, and no less than ten percent (10%) of the current Chapter membership has cast votes in favor of the amendment, the proposed amendment shall be adopted.

Section 2: Effective Date of Amendments

The Executive Board shall, by majority decision, set the effective date for any amendment to the bylaws that has been adopted.