



**BYLAWS OF THE
(ISC)²-NATIONAL CAPITOL REGION CHAPTER**



ARTICLE I – NAME

The name of this organization shall be the **(ISC)²-NATIONAL CAPITOL REGION CHAPTER**, hereafter referred to as the “**(ISC)²-NCR**”.

ARTICLE II – PURPOSE AND OBJECTIVES

The primary purpose of the **(ISC)²-NCR** is to promote the continued education of its members for the improvement, development and career enhancement of their capabilities relating to the security of information systems, pursuant to Section 501(c)6 of the 1954 Internal Revenue Code.

The **(ISC)²-NCR** Chapter supports professionals in the Federal, Commercial, Educational, and the Local government community, as well as those individuals who wish to pursue professional educational opportunities, in the areas of cyber and information security.

More specifically, the objectives of the **(ISC)²-NCR** are:

- (a) To provide a forum, support, and advocacy for cyber security professionals in the National Capitol Region;
- (b) To promote the education, and to help expand the knowledge of and skills of its members;
- (c) To encourage a free exchange of information security techniques, approaches, and problem solving by its members;
- (d) To provide adequate communication to keep its members abreast of current events; and
- (e) The importance of information security practices to management in securing their organization.

ARTICLE III – MEMBERSHIP

SECTION 1 – General Membership Requirements – Membership in the **(ISC)²-NCR** is open to anyone except those who have been convicted of criminal activity or conduct that is considered contrary to community standards of justice, honesty or good morals in the past four (4) years. Individuals who have been convicted of any crime of violence, fraud, embezzlement, murder, rape or any form of computer crime are ineligible. Members are required to abide by the **(ISC)²®** Code of Ethics.

SECTION 2 – Members in Good Standing – Members who maintain their membership by payment of their **(ISC)²-NCR** annual dues and continue to adhere to the general membership requirements as stated above.

SECTION 3 – Annual Dues – Annual Dues are \$75 after December 2011. The Chapter Officers shall periodically review the annual dues amount and determine through a quorum vote the dues requirement based on the financial state of the **(ISC)²-NCR**. The Chapter Officers shall present the any changes to the annual membership dues at the next general meeting following the Chapter Officer vote and upon a quorum vote of the members present modify this amount for all new or renewing members.

SECTION 5 – Resignation – Any member may resign at any time, but such resignation shall not relieve the resigning individual from payment of dues already owed, and such resignation shall not constitute a refund of any kind. All resignations shall be made in writing via E-mail to the Membership Chair.

SECTION 5 – Expulsion – The Chapter Officers, at any general meeting at which a quorum of the membership is present may and by a two-thirds vote terminate the membership of any member who in its judgment has violated the (ISC)²-NCR Bylaws and/or (ISC)²@ Code of Ethics, or who has been guilty of conduct detrimental to the interests of the (ISC)²-NCR, provided that such person shall have been granted an opportunity for a hearing before the Chapter Officers. The Chapter Officers shall provide the member at least thirty days (30) notice of a hearing to be given in writing/E-mail, to the member against whom charges have been identified. 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 (ISC)²-NCR. The presiding Officer shall have the authority to appoint a Sergeant At Arms to preserve order and execute commands.

ARTICLE IV - OFFICERS

SECTION 1 – General – As per (ISC)²@ chapter requirements officers of (ISC)²-NCR must be (ISC)²@ members in good standing from the point of their nomination. (ISC)²@ chapter requirements mandate the following four officer positions President, Treasurer, Secretary, and Membership Chair. However due to organization requirements the positions of Sponsorships & Education shall also be included in the Officer Board.

Each officer shall have the right to initiate a motion but before the motion is discussed and voted on a second officer must also support the motion either in its present or modified format. Each officer shall have an equal vote in all motions. The President shall act as Chairman of the Chapter Officers and shall have the deciding vote in case of tied motion. In the case where urgent circumstances demand a Chapter Officer vote before the next scheduled meeting an E-mail vote shall serve as a means to capture the vote.

Past Presidents shall be invited to all Chapter Officer meetings but may act only in an advisory capacity.

SECTION 2 – President – The President shall preside at all meetings of the NCR-ISC²@ and shall obey the mandates of the members. The President shall have the power to call special meetings if deemed necessary for the benefit of the (ISC)²-NCR and sign agreements, memorandums of understanding or other documents based on resolutions passed by the officer board or the general membership. The President shall also supplement or act in the capacity of another officer when asked by the officer, the officer board of the general membership in the case that officer is not capable of performing his/her duties.

SECTION 3 - Treasurer – The Treasurer shall collect all membership dues and other monies or articles of value belonging to the (ISC)²-NCR, and shall keep an accurate account of all treasury receipts, expenditures, and deposits. The Treasurer is responsible for preparing the annual budget and required tax documents, and shall submit a financial report monthly to the Chapter Officers, which will include actual income and expenditures compared to budgeted amounts.

SECTION 4 – Secretary – The Secretary shall record and keep minutes of all meetings and shall maintain the official records of (ISC)²-NCR, including the Bylaws, Procedures, Guidelines, etc. and be the custodian of the (ISC)²-NCR's historical documents. The Secretary shall ensure that all votes are properly recorded and that a quorum was present for the vote.

SECTION 5 – Membership – The Membership shall maintain a database of the official membership of record. The Chapter Officers may at times elect to expand or modify the data collected from each member. All membership information shall be treated as confidential and never shared beyond the Chapter Officers without a prior vote by a quorum of the Officers and then only to extent needed to

provide additional services to the membership such as an outsourced membership service. The membership information shall never be sold or exchange in kind products and/or services from vendors.

SECTION 6 – Sponsorships – The Director of Sponsorships shall develop, maintain and promote a program that provides a pre-defined set of benefits to vendors wishing to support the activities of (ISC)²-NCR. The details of the benefits provided shall be defined in an approved Sponsorship Policy which must approve via a Chapter Officer Quorum vote. Any changes to the Sponsorship Policy including the various sponsorship levels and any associated marketing costs must be voted on by the Chapter Officers. In the event that vendors propose an exchange of goods/services for a specific sponsorship level must also be approved by the Officers.

SECTION 7 – Education – The Director of Education shall develop, maintain and promote all educational opportunities for the members including study groups, discounts to various conferences, seminars, classes, etc.

SECTION 6 – Past Presidents – All past Presidents retaining active membership shall be privileged to attend meetings held by the Officers, but may act only in an advisory capacity and without the power of vote.

SECTION 7 – Chapter Officer Quorum – The business of the (ISC)²-NCR shall be managed by the Chapter Officers. A quorum for business shall consist of three officers present. An officer quorum may, from time to time, establish special committees for various purposes as required.

SECTION 8 - Officer Vacancy – 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 a quorum vote of the membership at the next general meeting.

SECTION 9 – Officer Removal – An Officer of the Board may be removed from his/her position upon any breach of approved (ISC)²® code of ethics. On a motion, and second from the membership at a general meeting, an officer shall be held before the (ISC)²-NCR for malfeasance of duty. The members making the motion shall disclose the reasons for the removal of the Officer and the Officer in question shall be given a minimum of ten (10) minutes to dispute the charges. If the Officer is not present he/she will be notified via E-mail of the charges and requested to be present at the next general meeting where the motion procedure will be repeated and the officer given the opportunity to dispute the charges to the general assembly. A two-thirds majority of all (ISC)²-NCR members present at the meeting shall be required for removal from office.

SECTION 10 – Volunteers & Committees – The Officers of (ISC)²-NCR recognize the need to develop several committees, i.e. education, programs, sponsorship, publicity. The Officers, through a quorum vote process, shall appoint individual or committee volunteers who have expressed interest in those positions. The tenure and charter of the committees will be developed and approved by the Officers.

ARTICLE V - ELECTIONS

The Officers shall be elected by popular vote, each member in good standing to be entitled to one vote. Due to (ISC)²® chapter requirements only (ISC)²® members in good standing are entitled to be elected as officers.

SECTION 1 – The Election Committee – The Election Committee shall consist of two volunteer members in good standing. The Committee shall form no earlier than August of each year to begin the process. The Officer Board will be responsible to develop and make available upon request detailed election procedures that abide by the (ISC)²-NCR By-Laws.

SECTION 2 – Election Date - Elections shall be held during the December (ISC)²-NCR general membership meeting each year. If circumstances such as a meeting cancellation or the absence of a general membership quorum, prevent the election from occurring than it will be automatically re-scheduled for the next general meeting.

SECTION 3 – Nominations – Each member in good standing may nominate him/herself or another member for any of the Officer positions. All persons that are not self-nominated must be present either at the September or October meetings to accept their nomination in front of the general membership. No nominations will be accepted after the close of the October meeting.

SECTION 4 – Election Results – Election results shall be announced at the end of the election meeting.

SECTION 5 – Term of Office – The term of office shall consist of one year commencing at the conclusion of the election meeting.

ARTICLE VI - MEETINGS

The regular meeting of the (ISC)²-NCR shall be held monthly, as determined by the Chapter Officers and announced to the membership either via the (ISC)²-NCR's web site and/or electronic mail.

SECTION 1 – Special Meetings – Special meetings may be scheduled after vote of the Chapter Officers for various reasons but the announcement and/or first email must be posted at least thirty (30) days prior to the special meeting date. Exclusion to the thirty (30) requirements will only be made if the purpose of the meeting is high educational importance to membership such as an urgent security presentation or the availability of a key presenter who would be of great interest to the members. .

SECTION 2 – Order of Business – The order of business at regular meetings shall be as follows:

- a) Call to Order – by the President or presiding Chapter Officer;
- b) Officer Reports – as determined by the Chapter Officers or upon request of the last general assembly;
- c) Committee Reports;
- f) New Business – any requests from the general assembly for the Chapter Officers;
- i) Program Agenda – speaker or other presentations; and
- j) Adjournment.

SECTION 3 - Revision of Order of Business – The order of business may be revised or dispensed with by the Officer presiding upon the approval of an majority of the members present, or no less than 51% of the voting membership, if circumstances decree that such actions be taken.

ARTICLE VII - FINANCIAL ADMINISTRATION

SECTION 1 – General – Annual dues shall be due and payable to the (ISC)²-NCR through an approved payment method i.e. Paypal, SquareUp, etc. by the member's renewal date. The Officer Board may set other fees for various (ISC)²-NCR activities based on the (ISC)²-NCR's financial situation. The Officer Board may also elect to establish Information Security scholarships through various local Universities and/or Colleges based on matching contributions from those organizations. The purpose of this requirement is to ensure that the funds received by students in the Information Security field are relatively significant compared to what can be provided by the (ISC)²-NCR.

SECTION 2 – Bank Accounts – Bank accounts in the name of the (ISC)²-NCR shall be established and maintained as directed by the Chapter Officers. The Officers will seek to establish bank accounts only with financial institutions that are FDIC insured and provide financial benefit to (ISC)²-NCR either through greater interest rates, and/or lower processing fees.

SECTION 3 – Signatory Authority – Signatory Authority for all established accounts shall be provided only to the President and Treasurer. Any elected Officer as well as Past Presidents shall have the right to review the accounts as well as participate in the annual Audit committee.

SECTION 4 – Account Reconciliation – The Treasurer shall be responsible for reconciliation of all bank accounts for verification purposes.

SECTION 5 – Annual Audit – During the September meeting at least two (2) members but no more than three (3) (in good standing) shall be requested to volunteer for the Audit Committee. Past Presidents shall be encouraged to volunteer for the committee but cannot constitute the whole committee. Presently elected Officers or anyone nominated or interested in being nominated for an Officer position cannot participate in the Audit committee. If more than three members volunteer for the committee those with the strongest financial background (i.e. accountants) shall be selected.

The responsibility of the Auditing Committee shall be to examine all financial records of the (ISC)²-NCR and provide a report of its findings and recommendations to the general membership at the December meeting prior to elections. These reports shall be in writing, and shall be maintained as part of the permanent records of the (ISC)²-NCR. If the Audit Committee identifies any improprieties it's responsible to inform the general membership, suggest possible actions in the case where collusion among the Chapter Officers is identified and request a vote for those actions by the general membership.

The Audit Committee is responsible to fully investigate any improprieties observed by requesting all documentation from the Treasurer or other Officer and seek the assistance of the President in the case that participation is not forthcoming.

ARTICLE VIII - LIMITATIONS OF LIABILITY

The (ISC)²-NCR shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the (ISC)²® by reason of their affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the (ISC)²-NCR.

SECTION 1 – (ISC)²® Liability – The (ISC)²-NCR shall not be responsible, nor liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of the (ISC)²®.

ARTICLE IX – GEOGRAPHIC BOUNDARIES

The Geographic Boundaries of the (ISC)²-NCR chapter shall constitute a radius of 50 miles from Washington, DC at the center but not include Baltimore or Richmond. The Zip codes for this area roughly include all of 20000-20999, 22000-22999.

ARTICLE X - AMENDMENTS TO THE BYLAWS

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

a) Ten percent of the members (in good standing) of the (ISC)²-NCR 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 Chapter 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 15 days prior to the meeting.

c) At the Chapter Officers 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 Chapter 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 (ISC)²-NCR ratification by a majority of the attending members.

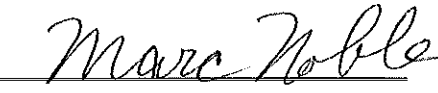
d) Amendments to these Bylaws shall become effective after (ISC)²-NCR ratification on the date specified by the Chapter Officers.

APPROVED ON THIS 16th DAY OF JANUARY, 2012 AT (ISC)² AMERICAS OFFICES, VIENNA, VA 22182:

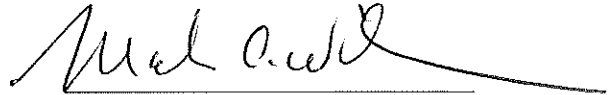
President Sotiris Baxevanis
Sotiris Baxevanis


Signature

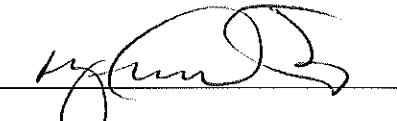
Treasurer MARC NOBLE
Marc Noble


Signature

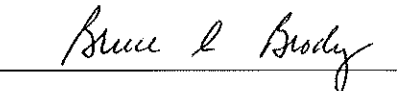
Secretary Mark A. Wilson
Mark A. Wilson


Signature

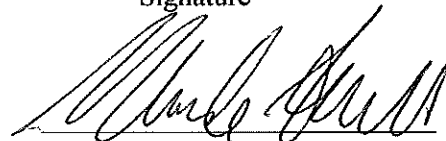
Membership ZENA D. JONES
Zena Jones


Signature

Sponsorships BRUCE BRODY
Bruce Brody


Signature

Education RHONDA FARRELL
Rhonda Farrell


Signature