



Information Systems Security Association
The Global Voice of the Information Security Profession

BYLAWS
OF THE UK CHAPTER
OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.

ARTICLE I

NAME

The name of this organization shall be the UK 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.

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 (“Chapter Membership” or simply “Membership”) 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 Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter. Membership in the Association (“Association Membership”) is defined separately in policy by the Association Board of Directors.

Association Membership is subject to provisions of the ISSA Articles of Incorporation and the Bylaws of ISSA. Chapter Membership is subject to provisions of the Bylaws of the Chapter.

Any Association Member who applies for Chapter Membership shall automatically become a Member of the Chapter, unless the Chapter Board of Directors intervenes to deny said application within 3 months of receipt of said application by the Chapter Board of Directors.

In these Bylaws the terms “Member” and “Membership” shall be interpreted to mean “Chapter Member” and “Chapter Membership” unless the context clearly requires otherwise.

SECTION 2. Other Membership Classes - The Chapter Board of Directors, at their discretion, may provide for other classes of membership.

SECTION 3. Members in Good Standing - Members who maintain their Association Membership by payment of Association dues as required under the Article VII of the Association’s Bylaws and who maintain their Chapter Membership by payment of Chapter dues (to the extent that any are adopted in accordance with these Bylaws) and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership.

SECTION 4. Lapsed Memberships - 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, of the Association’s Bylaws.

SECTION 5. Resignation - Any member may resign at any time. All resignations shall be made in writing. Dues shall not be refunded.

SECTION 6. Expulsion - The Chapter Board of Directors, at a validly notified General Meeting called for this purpose may present a motion to expel any Member who, in their judgment, has violated the Bylaws, Code of Ethics, or who has been guilty of conduct detrimental to the interests of the Chapter. The Chapter Board of Directors shall cause at least thirty days (30) notice of such General Meeting to be given in writing, delivered by registered mail or commercial courier, to the Chapter Member against whom charges may be preferred. At said General Meeting the accused member shall be afforded an opportunity to answer such accusations. Upon conclusion of said hearing the Members present shall vote on such expulsion and the motion for expulsion shall carry upon achieving a two-thirds vote from such Members present (including, for the avoidance of doubt, the vote of the accused Member). Such action of expulsion shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter. Any member so expelled from the Chapter may apply to the Chapter Board of Directors for re-admission no earlier than 12 months from the date of expulsion. Expulsion from Membership of the Chapter is without prejudice to the status of such person as a Member of the Association.

ARTICLE IV

OFFICERS / CHAPTER BOARD OF DIRECTORS

SECTION 1. The Officers of the Chapter must be general Members in good standing as of the date of their election. The Officers shall consist, at minimum, of President, Secretary, and Treasurer. Additional officers are optional.

Such additional optional officer positions may be created upon a motion of the Chapter Board of Directors presented to the Membership at a General Meeting called to consider such a motion, and approved by a majority of Members in good standing present at such meeting. Optional officer positions may be abolished upon a motion of the Chapter Board of Directors presented to the Membership at a General Meeting called to consider such a motion and approved by a majority of Members in good standing present at such meeting. Any such motion to create or abolish an optional office position must be notified to Members not less than 30 days prior to such General Meeting.

As of the date of these Bylaws, there are 4 additional At-Large Officers of the Chapter, who together with the President Treasurer and Secretary comprise a total of 7 Officers.

All such Officers shall collectively comprise the Chapter's Board of Directors. The Chapter Board of Directors may grant to a Chapter Member a title which includes the word "Director" to signify work undertaken by that Member on behalf of the Chapter. Any such title so conveyed does not accord the person so honored with a seat (voting or otherwise) on the Board of Directors. Only Officers who are duly elected shall have a seat on the Board of Directors.

SECTION 2. The President shall be the chief executive officer of the Chapter and shall preside at all meetings. To be eligible for election to the office of President, a Member in good standing must in addition demonstrate to the reasonable satisfaction of the relevant Nominating Committee a history of service to the Chapter which shall comprise not less than one year of service as an elected Officer or as an un-elected assistant acting under the direction of the Officers as further described herein. The President shall have the power to call General Meetings and shall have the deciding vote in case of tied decisions at such General Meetings.

SECTION 3. The Secretary shall record and keep minutes of all General Meetings and meetings of the Chapter Board of Directors and shall maintain the official records of the Chapter. The chapter secretary shall perform a bank reconciliation monthly.

SECTION 4. The Treasurer shall collect all membership dues and other monies or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits.

SECTION 5. The At-Large Officers shall undertake such duties as the Chapter Board of Directors may decide from time to time.

SECTION 6. The business of the Chapter shall be managed by the Chapter Board of Directors. A quorum for business shall consist of a majority of the Board. Officers may be present at such meetings via conference call or any other reasonably available and reasonably simultaneous means of spoken communication. The Officers may further invite any other person they deem appropriate to attend such meetings of the Board in an advisory capacity.

SECTION 7. In the case of a vacancy in the Office of President, such vacancy shall be filled by appointment by a majority of the remaining members of the Chapter Board of Directors. Any person so appointed shall then serve for the remainder of the unexpired term.

SECTION 8. In case of an officer vacancy other than the President, such vacancy shall be filled by appointment by the President, upon the advice and consent of the majority of the remaining Board members. Any person so appointed shall then serve for the remainder of the unexpired term.

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 Chapter members shall be required for removal from office.

ARTICLE V

COMMITTEES

The Board of Directors may, at their discretion, establish special committees to assist in running the Chapter business.

ARTICLE VI

ELECTIONS

SECTION 1. The Officers shall be elected by popular vote, and each general member in good standing (as at the date that nominations for that office close) shall be entitled to serve as an Elector.

Votes must be cast by Electors individually. No proxies are allowed. Postal ballots, absentee ballot, and other remote voting systems may be used.

Each Elector shall be entitled to one vote for each of the Offices of President, Secretary and Treasurer. These offices shall be won by the duly nominated person who receives a majority of all votes cast by qualified Electors for that office. In the event that no candidate wins a majority of votes cast, the top two vote recipients shall participate in a run-off election to be held as soon as possible and concluding not more than 30 days after the main election. Other methods of election (such as alternative preference balloting) may be used at the discretion of the Nominating Committee so as to avoid the expense and delay of a run-off election, provided that such method requires a majority of Electors voting to express a preference for the winner.

The At-Large Officers shall be elected pursuant to any method approved by the Nominating Committee which supports the value of representative democracy, and is announced to the Membership in advance of the election.

SECTION 2. The Nominating Committee shall consist of a minimum of two members in good standing as selected by the Board of Directors in good time prior to the conduct of the election (60-90 days is recommended). Members in good standing may volunteer for this function. Members of the Nominating Committee may be serving Officers of the Chapter, but shall not be eligible to stand as candidates in that election. Members of the Nominating Committee shall solicit nominations for the upcoming elections from Members in good standing. A person may not nominate themselves.

SECTION 3. Elections shall be held annually as called by the Chapter Board of Directors. For scheduling convenience such elections may be held at intervals of not less than 10 and not more than 15 months. The call for election shall be sent to all Members in good standing and shall specify: (a) whether or not the election will be concluded at a General Meeting of the Chapter, (b) the closing date for the election (which shall be not less than 2 months from the call for election), and (c) the effective date of term for newly elected officers (which shall be not more than 2 months from the closing date of election). Once it has been called by the Chapter Board of Directors, conduct of the election becomes the responsibility of the Nominating Committee and all Officers and Members shall provide reasonable cooperation with the Nominating Committee. If the election is to be conducted without a General Meeting, then the Nominating Committee shall schedule the election process so that members have at least 30 days notice of same and are afforded a reasonable opportunity to vote.

SECTION 4. The Chair of the Nominating Committee shall prepare and distribute details of all nominated candidates at least 30 days prior to the close of the election and prior to the opening of the election. Upon request by a candidate the Nominating Committee shall cause a brief statement prepared by the candidate to accompany either the ballot itself or otherwise to be circulated to Members in advance of the election. The Nominating Committee may provide for any reasonable method of balloting the membership that complies with these Bylaws and shall endeavor to provide a method of receiving ballots from those who are unable or unwilling to be present physically at any scheduled election meeting. Election results shall be announced at the end of the election by the Nominating Committee.

SECTION 5. The term of each Office shall consist of two years. Such term of Office may be subject to minor variations as necessary to schedule elections as set out in this Article. Such minor scheduling variations shall not result in any Officer serving a term of less than 18 months, or more than 30 months.

SECTION 6. The Officers shall be divided as evenly as possible into two classes, and the terms for each class shall expire in alternate years. The Secretary and Treasurer shall each be in different classes. The At-Large Officers shall be divided evenly between the two classes.

SECTION 7. Any requirement in these Bylaws to obtain approval of a “majority” of Chapter members may be satisfied by obtaining a majority of votes cast in a referendum election submitted to all Chapter members.

ARTICLE VII

MEETINGS

SECTION 1. The General Meetings of the Chapter shall be held not less than once per year.

SECTION 2. Other General Meetings may be called by the Chapter Board of Directors at any time upon ten-day written notice to all Chapter members, or upon a written motion signed by not less than 10% of the Chapter Members and presented to the Board of Directors.

SECTION 3. At all General Meetings, a quorum shall comprise either 5% of Chapter Members or 30 Members, whichever is fewer.

SECTION 4. Other meetings of the Chapter may be convened in such manner and for such purposes as may be convenient from time to time. Such meetings shall not, however, be considered a “General Meeting” and official Chapter business may not be transacted at such meetings.

ARTICLE VIII

FINANCIAL ADMINISTRATION

SECTION 1. Annual Association dues shall be due and payable to the Association by member's renewal date. Additional Chapter dues may be established by the Chapter Board of Directors, with the approval of a majority of Chapter Members in attendance at a General Meeting called for such purpose or the approval of a majority of all Chapter Members

SECTION 2. Chapter dues will be collected in such manner as the Chapter Board of Directors may specify from time to time.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board of Directors. Account details shall be forwarded to ISSA International Headquarters.

SECTION 4. Appropriate systems of financial control shall be established by the Board of Directors including dual signatory authority as appropriate. Signatory authority for the Chapter's accounts may be granted only to those Officers as designated by the Chapter Board of Directors

SECTION 5. An Auditing Committee consisting of a minimum of two members in good standing and/or a qualified accountant shall be appointed by the President in good time before the Annual General Meeting. These individuals shall not be members of the Chapter Board of Directors. 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 Annual General Meeting. . The Officers shall provide all reasonable cooperation with the Auditing Committee upon request. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

ARTICLE IX

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. Association 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 X

HEADQUARTERS

SECTION 1. The Headquarters of the UK Chapter shall be located in the UK, at the address designated by the Chapter Board of Directors from time to time.

ARTICLE XI

ADOPTION OF AND AMENDMENTS TO THE BYLAWS

SECTION 1. These Bylaws shall become effective upon the ratification of a majority of members present at a Chapter General meeting called for the purpose of considering their adoption.

SECTION 2. 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. 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 members of the Chapter Board of Directors 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 Board of Directors, 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 Chapter Board of Directors unless such notice has been given to each member of the Chapter Board of Directors not less than 20 days prior to the meeting.
- c. At the Chapter Board of Directors 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. If, at the meeting a quorum being present, a majority of the Board members present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership at the next General Meeting for ratification by a majority of the attending Members. . Amendments to these Bylaws shall become effective upon Chapter ratification or on any such later date as may be specified in the amendment itself.
- d. The revised Bylaws shall be submitted in writing to the Association, no later than 30 days following ratification.

WE THE UNDERSIGNED OFFICERS CONFIRM THAT THESE BYLAWS WERE APPROVED BY THE CHAPTER MEMBERS PURSUANT TO ARTICLE XI SECTION 1 ON THIS _____ DAY OF _____, 20__

AT _____, _____.

PRESIDENT (print name and sign)

SECRETARY (print name and sign)

TREASURER (print name and sign)

OFFICER AT LARGE (print name and sign)

OFFICER AT LARGE (print name and sign)

OFFICER AT LARGE (print name and sign)

OFFICER AT LARGE (print name and sign)