

By-Laws of The (ISC)² East Bay Chapter

Article I. Name

Section 1.01 The name of the Chapter will be (ISC)² East Bay Chapter herein referred to as East Bay Chapter.

Article II. Purpose

Section 2.01 The East Bay Chapter shall be a not-for-profit organization.

Article III. Objectives

Section 3.01 The objective of the East Bay Chapter shall be to create and build a Safe and Secure community for local professionals, provide career development and CPE opportunities to the members, and promotion of industry awareness and best practices.

Article IV. Membership

Section 4.01 All registered members may attend the meetings of the Chapter.

Section 4.02 Voting rights at the meeting are subject to a minimum 70% (seventy) attendance records for all the meetings of the Chapter held during the past twelve months immediately prior to the meeting requiring the voting.

Section 4.03 The East Bay Chapter - Executive Committee shall be comprised of the following:

- (a) Interested members serving as officers (see Article V and VI)

Article V - Executive Committee

Section 5.01 The Executive Committee shall include twelve (14) positions elected by the General Membership. These positions are President, Vice President, Secretary, Treasurer, Director-Marketing, Director-Membership, Director-Programs, Director-Technical, Director-Education, Director-Sponsorship, Director Cybersecurity Awareness, Director-Operations, Director Conference and Director-Career Development.

Each year, the following process shall be used for the nomination, election, and transition of Officers for the upcoming year:

Section 5.02 Nominations:

- (a) Toward the end of each calendar year, nominations for the vacant/open position shall be formally opened at a General Meeting (the “nomination meeting”). This meeting will normally be the General Meeting held in **December/January**.
- (b) Nominations for the vacant/open officer positions on the Executive Committee will be opened during the Nomination Meeting.
- (c) Verbal nominations may be taken from the floor during the Nomination Meeting. Subsequent to the Nomination Meeting, nominations may be submitted in writing to the Secretary.
- (d) In order to be eligible for nomination as President (except the first position holder) in the upcoming year, the potential nominee must have served on the Executive Committee for at least two years.
- (e) In order to be eligible for nomination as any Executive Position (except (1) that of the President and (2) that of the first Executive committee) in the upcoming year, the potential nominee must have been an active member of the East Bay Chapter for at least one year.
- (f) A nominee is not a Candidate for a given position until the Nominee has accepted the nomination.
- (g) Nominees may accept their nomination verbally at the Nomination Meeting. After the Nomination Meeting, nominees must accept their nomination in writing and submit their acceptance to the Parliamentarian.
- (h) Nominations (and acceptances by nominees) may be submitted to the Secretary up to the Freeze date, which is the date that is seven days prior to the Election meeting (as defined below).
- (i) As soon as is practicable after the Freeze Date, the Parliamentarian will prepare a ballot detailing all of the Candidates for the Officer Positions and communicate this list to all candidates.
- (j) The ballot will be provided to each member attending the Election meeting (as defined below). Prior to the Election Meeting, a member may request the ballot from the Parliamentarian.

Section 5.03 Elections

- (a) Toward the end of each calendar year, the Officers shall be elected by the General Membership in attendance at a General Meeting (the “Election Meeting”). This meeting will normally be the General Meeting held in **December/January**.
- (b) Candidates must attend the Election Meeting in order to participate in the election. Candidates should be prepared to briefly discuss why they are an appropriate choice for their positions. Subject to time constraints as determined by the Executive Committee, the General Membership in attendance at the Election Meeting may ask questions of the Candidates prior to casting their ballots.
- (c) The General Membership must be in attendance at the Election Meeting in order to vote in the Officer elections.

- (d) Challenged elections shall be held using secret ballots. In the event an election for a given office is unchallenged, the secret ballot may be dispensed with and a voice vote held.
- (e) Two Officers that are not Candidates in a challenged election shall tally the votes and announce results to the General Membership at the Election Meeting.

Section 5.04 Transfer of Officer Positions

- (a) Officers shall serve for a term of two (2) years. No officer shall be eligible to serve in the same office for more than (2) consecutive terms. If no person comes forward to fill an office, the Executive Committee may waive the term limit with a simple majority vote.
- (b) New officers shall begin their term January 31st. The outgoing officers shall provide training and assistance to the officer-elect from the Election Meeting through January 31st. All necessary records and documents shall be turned over to the officer-elect prior to January 31st. These documents include, but are not limited to: bank records, officer's books, current bylaws, etc.
- (c) In the event that an officer is unable to complete their full term of office, they shall immediately notify the President (or Secretary, should the President need to end his/her term of office early), in writing of their intent to vacate their office. In this context, the next scheduled General Meeting shall be considered an Election Meeting. Nominations and elections for the vacated position shall proceed in accordance with the Election process discussed in Sections 5.02 and 5.03 of this section.
- (d) In the event of an inter-term vacancy, the Vice President shall assume the responsibilities of the vacated office until the position is filled through nomination and election process as described in Sections 5.02 and 5.03 of this section. Should the office being vacated be the Vice President's position, the President shall assume the responsibilities of the Vice President until the position is filled through the nomination and election process as described in Sections 5.20 and 5.03 of this section.
- (e) The Executive Committee may request the removal of any officer during their elected term upon showing sufficient cause that said removal is warranted and/or necessary. Sufficient cause may include, but is not limited to: inability or failure to complete the duties listed in Article VI or inability or failure to work in the best interest of the East Bay Chapter. The Executive Committee will announce its intent to remove the officer in a General Meeting. At the next General Meeting the General Membership shall vote, by way of a secret ballot, on the question of removal. A super-majority vote (66.6%) shall be required for the approval of such removal. Should an officer be removed during their term, the position will be filled through the nomination and election process as described in Sections 5.02 and 5.03 of this section.
- (f) The time frames for the nominations and elections discussed in Sections 5.02 and 5.03 of this section notwithstanding, there may be circumstances where the Nomination Meeting cannot be held in **March and/or the Election Meeting cannot be held in April**. In such circumstances, the Executive Committee shall determine which General Meetings shall be the Nomination Meeting and Election Meeting. The Executive Committee may elect to change the timing of the Nomination Meeting and/or Election Meetings by a simple majority vote. If the Executive Committee decides to change the timing of the Nomination Meeting and/or Election Meeting, the Executive Committee shall be

responsible for communicating the revised timing to the General Membership as soon as practicable after the decision is made.

- (g) The attendance requirement for Candidates discussed in Sections 5.03 of this section notwithstanding, there may be circumstances beyond the control of a Candidate that preclude his or her ability to attend the Election Meeting. Such circumstances may include, but are not limited to family emergencies. The Executive Committee may elect to waive the attendance requirement on a case by case basis through a simple majority vote.
- (h) The attendance and/or experience requirements for eligibility discussed in Sections 5.02 (d) and (e) notwithstanding, there may be circumstances where this requirement precludes the efficient and effective operation of East Bay Chapter. Such circumstances may include, but are not limited to, (1) situations where only one nominee for a given position is identified, but the individual does not qualify for the Candidacy, and (2) situations where a member has been a member for only part of the year but has been active in the East Bay Chapter during the time that he or she was eligible to participate. The Executive Committee may elect to waive the attendance and/or election requirements on a case by case basis through a simple majority vote.
- (i) No compensation shall be paid to the members of the executive committee for performing their duties and responsibilities as laid out in Article VI.

Article VI – Officers and Duties

Section 6.01 President--The office of President, shall have the following duties and responsibilities:

- (a) Oversee the work of all other officers and all sub-committees.
- (b) Preside over all General and Executive meetings.
- (c) Serve as an ad-hoc advisor on all committees.
- (d) Appoint all sub-committees required as part of the regular function of the East Bay Chapter, subject to approval by the Executive Committee
- (e) Co-sign all checks along with the Treasurer
- (f) Should always work in the interest of the East Bay Chapter

Section 6.02 Vice-president: responsible to co-assist in the operations and general administration of the Chapter, responsible to assume the duties and responsibilities of the office of President in the event the President is absent, if the secretary is absent, the Vice President shall ensure proper meeting procedures are followed. In the instance the President is unavailable; the Vice-President shall co-sign warrants along with the Treasurer; should always work in the interest of East Bay Chapter.

Section 6.03 Treasurer: responsible for keeping an accurate and complete record of all chapter receipts and expenditures, co-sign all checks with the president and in the absence of the President, co-sign with the Vice-President, collect all dues and other monies wherever applicable, depositing in a repository in the name of the Chapter, file any necessary application, form, and return as required by (ISC)² or by any law as applicable, develop a “Detailed Treasurer's Report”, hereafter called Report, showing, by event, accounting of all

receipts, disbursements and profit, and assist in the general operations of the Chapter as needed; should always work in the interest of East Bay Chapter.

Section 6.04 **Secretary** – conduct the meetings, responsible for recording the proceedings of the chapter, assist in the election process, write and conduct the correspondence, as well as prepare reports due to (ISC)2, and assist in the general operations of the Chapter as needed. Keep a current copy of the By-Laws and standing rules. Keep copies of all sub-committee Statements of Purpose, maintain an updated list of all Executive Committee Members, keep a current copy of the By-Laws and standing rules; should always work in the interest of East Bay Chapter.

Section 6.05 **Director - Membership:** responsible for promoting the membership growth of the Chapter and ensuring new and potential members are able to start taking part as easily and smoothly as possible. Also, responsible for maintaining membership records to ensure they are accurate and up-to-date, and assist in the general operations of the Chapter as needed; should always work in the interest of East Bay Chapter.

Section 6.06 **Director - Marketing:** responsible for marketing the events and seminars of the Chapter, scout out new opportunities for the Chapter to accomplish its mission, liaison with the Director- Operations and Director-Programs, and assist in the general operations of the Chapter as needed; should always work in the interest of East Bay Chapter.

Section 6.07 **Director - Programs:** responsible for organizing and hosting events, seminars, and other functions of the Chapter, liaison with the Director Marketing, and Director – Operations, assist in content development for the Chapter website, and assist in the general operations of the Chapter as needed; should always work in the interest of East Bay Chapter.

Section 6.08 **Director-Cybersecurity awareness:** responsible for raising Cybersecurity awareness in community via educating kids, seniors, parents etc about internet safety, cyber bullying etc, based on “Safe and Secure Online” or similar organizations; should always work in the interest of East Bay Chapter.

Section 6.09 **Director - Operations:** responsible for keeping the Chapter on track to reach its objectives, assist in planning, directing and coordinating activities of the Chapter, liaison with the Director Marketing, and Director – Operations, assist in content development for the Chapter website, and assist in the general operations of the Chapter as needed; should always work in the interest of East Bay Chapter.

Section 6.10 **Director-Technical:** responsible for providing technical support to the Chapter, Chapter events, design and maintain the Chapter website, function as Chapter webmaster, and assist in the general operations of the Chapter as needed; should always work in the interest of East Bay Chapter.

Section 6.11 **Director-Conference:** responsible for organizing conferences to provide CPE opportunities to chapter members and promote the industry awareness and latest best practices in Cybersecurity world; should always work in the interest of East Bay Chapter.

Section 6.12 **Director – Education**: responsible to assist the Chapter members with their continuing education (CE) efforts, provide information about the CE opportunities, and assist in the general operations of the Chapter as needed.

Section 6.13 **Director- Sponsorship**: responsible for reaching out to industry and businesses to seek donations and sponsorship for the Chapter, Chapter events, and assist in the general operations of the Chapter as needed.

Section 6.14 **Director – Career development**: responsible for assisting, guiding, and mentoring the Chapter members with their career development, and assist in the general operations of the Chapter as needed.

Article VII – Sub Committee

Section 7.01 Each Sub Committee shall consist of no less than two (2) position as appointed by the President, subject to the approval of the Executive Committee. The Executive Committee shall pre-define the purpose of each Sub Committee and the duration of their validity respectively.

Section 7.02 The Sub Committee positions shall be temporary and shall have a pre-defined purpose as agreed upon at the Executive Committee.

Section 7.03 The Sub Committee positions can be occupied by any member of the Executive Committee or a general member of the East Bay Chapter.

Section 7.04 Each sub-committee chair shall be responsible to report to the President all actions taken by the committee and provide minutes to the President and Secretary.

Section 7.05 Sub-committees shall continue to serve until such time as their stated purpose is completed, unless it is the decision of the Executive Committee to continue the sub-committee and adopt a new purpose for said Sub Committee.

Article VIII – Meetings

Section 8.01 All meetings shall be held in accordance with the following rules and guidelines:

- (a) All action will be moved, seconded, discussed and voted upon in accordance with Robert's Rule of Order.

- (b) Three officers (or 2/3 if there are only 3 officers) shall constitute a quorum for the purpose of transacting the business of general meetings of the East Bay Chapter.
- (c) General meetings shall be scheduled bi-monthly, or as required. Sub-committee meetings may be held bi-monthly, or as required.
- (d) In the event a sub-committee meeting will be held at a location other than general meeting, the location, date and time of that meeting shall be published at least one week prior to the meeting, and shall be announced during the General meeting when possible.
- (e) The date and time of all General Meetings shall be announced at least two weeks prior to the scheduled date of the meeting. All meetings will be posted on chapter's website (<https://isc2-eastbay-chapter.org/>).

Article IX. Financial Procedure

Section 8.01 Expenditures of any and all funds raised during the year or at any given event will be the property of the East Bay Chapter.

Section 8.02 The Executive Committee or Sub-committee shall only spend those funds that have been pre-approved at the Executive meeting and decided by a simple majority (50.1%) vote.

Section 8.03 Changes in the priority of the expenditures of any/all funds raised will require a super-majority vote (66.6%) at a general meeting.

Article X. Parliamentary Procedure

Section 9.01 All meetings shall be governed by the Parliamentarian and shall be conducted in accordance with Robert's Rules of Order.

Section 9.02 Amendments

- (a) Amendments or changes to the By-laws may be made in accordance with the following rules and requirements:
- (b) Announcement that an amendment or change to the By-laws is announced to the members of the East Bay Chapter at the previous general meeting, or sixty (60) days prior to a vote on the issue.
- (c) A secret ballot vote will be held.
- (d) A super-majority vote (66.6%) of the members present at the meeting is required to amend or change existing by-laws.

Section 9.03 Standing Rules

- (a) An inventory of all items and possessions of the East Bay Chapter will be made by and kept by the Secretary of the East Bay Chapter.
- (b) The East Bay Chapter shall retain ownership of all supplies and items purchased by the East Bay Chapter for their use at East Bay Chapter.

- (c) In the event of the termination of the East Bay Chapter, the disposal of all items owned by the East Bay Chapter shall be decided by the executive committee including donation to (ISC)² or any other related charitable organization).
