



**BYLAWS**

**OF THE DES MOINES CHAPTER**

**OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

**ARTICLE I**

NAME

The name of this organization shall be the Des Moines Chapter, hereafter referred to as the “Chapter” of the Information Systems Security Association, Inc., hereafter referred to as the “Association”.

**ARTICLE II**

PURPOSE (GLOBAL VISION STATEMENT AND OBJECTIVES)

The primary purpose of the Chapter is to promote the education and training of members for the improvement and development of their capabilities relating to the security of the information systems processing, pursuant to Section 501 (c)(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**

DEFINITIONS

The Board of Directors definition: Chapter officers

Chapter Business Definitions: financial transactions and/or any chapter transaction that obligates the chapter to use financial resources.

## **ARTICLE IV** **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 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, [www.issa.org](http://www.issa.org).

**SECTION 2.** Other - 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 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.** 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 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 Chapter Board of Directors. The Chapter Board of Directors 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 Chapter Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter.

## **ARTICLE V**

### **OFFICERS**

**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, Vice President Secretary, and Treasurer. Additional officers are optional such as Communications Officer, and Membership Director.

SECTION 2. The President shall preside at all meetings of the Chapter and shall obey the mandates of the members and execute the vision of the Chapter. The President shall have the power to call special meetings and shall have the deciding vote in case of tied decisions.

SECTION 3. The Vice President shall attend to the duties of the President in his/her absence or in the case of a vacancy in the presidency and assist the President in administrative duties as the President may require.

SECTION 4. The Secretary shall record and keep minutes of all meetings. The Secretary shall perform a bank reconciliation monthly.

SECTION 5. The Treasurer shall conduct 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 6. The business of the Chapter shall be managed by the Officers. A quorum for business shall consist of three officers present.

SECTION 7. 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 8. 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 VI**

### **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. Elections shall be held during the April meeting of each year. Or as determined by term (i.e. every other year for 2 year terms.) (See Section 4 below).

SECTION 3. Election results shall be announced at the end of the April meeting

SECTION 4. The term of office shall consist of 2 years commencing at the conclusion of the April meeting.

SECTION 5. The initial term for the Vice President and Secretary shall consist of 1 year in order to create a staggered change in leadership and enhance continuity of Chapter operations.

## **ARTICLE VII**

### **MEETINGS**

SECTION 1. The regular meeting of the Chapter shall be held monthly.

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

SECTION 3. At all meetings, a majority of members in attendance shall constitute a quorum for the election of officers.

## **ARTICLE VIII**

### **FINANCIAL ADMINISTRATION**

SECTION 1. Annual dues shall be due and payable to the Association by member's renewal date. Additional Chapter dues may be established as the Chapter Board of Directors direct, with the approval of Chapter members in attendance

SECTION 2. 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 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board of Directors. Electronic transfer shall be established and the information forwarded to ISSA International Headquarters.

SECTION 4. Dual Signatory authority for all accounts, which may be established, shall reside in the duly elected officers. To be 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 at the September meeting of each year. 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 March 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 Des Moines Chapter shall be located in Iowa at the address designated by the Chapter Board of Directors.

**ARTICLE X**

AMENDMENTS TO THE BYLAWS

SECTION 1. 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 2. 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. Such proposal amendment, repeal, or addition at the next regular meeting of the Chapter Board of Directors. 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 Chapter Board of Directors not less than 30 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 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 Chapter Board of Director.
- e. The revised Bylaws should be submitted in writing to the Association, no later than 30 days following ratification.

APPROVED ON THIS \_\_\_\_\_ DAY OF \_\_\_\_\_, 20\_\_ AT \_\_\_\_\_, \_\_\_\_\_.

David Nelson

\_\_\_\_\_  
PRESIDENT (print name and sign)

Michael Walls

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VICE PRESIDENT (print name and sign)

Maria Paredes

SECRETARY (print name and sign)

Chad Ray

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TREASURER (print name and sign)