



**BYLAWS OF THE MINNESOTA CHAPTER
OF INFORMATION SYSTEMS SECURITY ASSOCIATION, INC.**

ARTICLE I

NAME

The name of this organization shall be the Minnesota 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, 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; (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 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 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.

Membership is subject to provisions of the ISSA Articles of Incorporation and the Bylaws of ISSA and the Chapter. The types of membership may be referenced at the Association's website WWW.ISSA.ORG.

SECTION 2 Members in Good Standing - Members who maintain their membership with the Association 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 3 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 VIII, of the Association's Bylaws.

SECTION 4 Resignation - Any member may resign at any time. All resignations shall be made in writing. Dues shall not be refunded.

SECTION 5 Expulsion - The Chapter Elected Officers, at any meeting at which a quorum is present may, by a three fourths 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 Elected Officers shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter Elected Officers.

ARTICLE IV

OFFICERS

SECTION 1 The officers, who make up the Chapter Board of Directors, must be members in good standing at all times. The elected officers, known as the Executive Team, shall consist of the President, Vice President, Secretary, and Treasurer. See Appendix A for their respective role and responsibilities. Additional board appointed directors are optional positions and are filled and managed by the President, upon the advice of the remaining officers. Provided below are all the roles and high-level responsibilities. The detailed responsibilities are further outlined in the *ISSA MN Director Role and Responsibilities.docx* (maintained by the Secretary).

a. The President shall be the executive officer of the Chapter and shall preside at all meetings. The President shall have the power to call special meetings and shall have the deciding vote in case of tied decisions.

b. The Vice President shall attend to the duties of the President in his/her absence or in case the President's office may become vacant for any cause whatever, and shall attend to any other duties as the President may require.

c. The Secretary shall schedule chapter board meeting, draft and manage agendas and minutes. The Secretary shall schedule all organized MN Chapter events and ad hoc meetings.

d. The Treasurer shall collect all membership dues and other monies or articles of value belonging to the Chapter. The Treasurer shall maintain an accurate account of all treasury receipts, expenditures and deposits. The Treasurer shall produce financial reports monthly for the board. The Treasurer shall coordinate an annual external audit.

e. The Communications Director manages MN ISSA communications and public image by representing MN ISSA through newsletters, website and social media. Transmit and respond to all correspondence of the Chapter.

f. The Membership Director coordinates all activities regarding membership, including member recognition programs, membership surveys and membership drives.

g. The Program Director coordinates speakers and presentations for regular meetings and special events.

h. The Marketing Director coordinates all marketing related activity in support of membership and sponsor recruiting, events and overall brand awareness.

i. The Sponsorship Director manages and coordinates all activities regarding sponsors for the chapter and special events.

j. The Events Director manages logistical planning for member meetings and special events.

k. The Technology Director coordinates and manages IT technology and services in support of chapter operations.

l. The Education Director coordinates and manages educational programs for members and outreach to local educational institutions.

SECTION 2 All past Presidents retaining active membership shall be privileged to attend such meetings held by the Officers, to act only in an advisory capacity and without power of vote.

SECTION 3 The business of the Chapter shall be managed by the Board of Directors. A quorum for business shall consist of three elected Officers. An officer quorum may, from time to time, establish special committees for various purposes as required.

SECTION 4 In case of an officer vacancy other than the Office of President for the remainder of the current term, such vacancy shall be filled by appointment by the President, upon the advice of the remaining officers.

SECTION 5 An elected Officer can be released from duty for malfeasance or failure to perform duties of their position. The motion and second must be from elected officers and approval from majority of all remaining Board members present at a board meeting.

ARTICLE V

COMMITTEES

A quorum of the Officers, at their discretion, may appoint volunteer members to assist the Officers in running the chapter business such as committee chairs as needed.

ARTICLE VI

ELECTIONS

SECTION 1 The Elected Officers shall be elected by popular vote, each member in good standing to be entitled to one vote.

SECTION 2 The Elected Officers of the Chapter are President, Vice President, Secretary, and Treasurer. The President and Treasurer are elected in the odd number years. The Vice President and Secretary are elected in the even numbered years. The term of office shall be two years, commencing January 1 of the year following the election. Transition planning with the outgoing officer shall begin immediately following the election.

SECTION 3 An Election Committee will be established to oversee the nomination and election processes. The Election Committee shall consist of a minimum of two members in good standing as selected by the Chapter Board of Directors at the June meeting of each year. Non-board members in good standing may volunteer for this function. President or Vice President will chair the election committee on the year they are not up for the election. The Chairman will officiate the election and report results to the Board of Directors.

SECTION 4 Elections shall be held in October of each year.

ARTICLE VII

MEETINGS

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

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

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 a majority of Chapter members in good standing. 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 2 Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board of Directors.

SECTION 3 Signatory authority for all accounts, which may be established, shall reside in the duly elected President, Vice President, and Treasurer.

SECTION 4 The Secretary shall be responsible for reconciliation of all bank accounts for verification purposes. The Secretary shall not have signatory authority.

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 April 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 board. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6 The Chapter shall adopt a calendar year system for reporting financial information annually.

SECTION 7 Only elected board officers may sign chapter contracts. The Event Director has authority to sign event based contracts.

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. ISSA, Inc. Liability. The Chapter shall not be responsible, or 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 Minnesota Chapter is located in the State of Minnesota at:
Minnesota Chapter of Information Systems Security Association, Inc.
5115 Excelsior Blvd. #396
St. Louis Park, MN 55416

ARTICLE XI

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. Upon review, the bylaws will be signed by the elected Chapter Board of Directors.

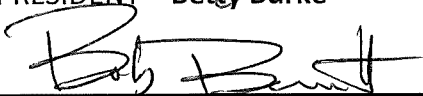
SECTION 2 These Bylaws may be amended, repealed, or added to in the following manner:

- 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, shall be presented by the Secretary 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 member of the 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 by the Board members present. If, at the meeting a quorum being present, a majority of the total number of Board members present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted. 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 Directors.
- e. The revised Bylaws should be submitted in writing to the Association, no later than 30 days following ratification.

APPROVED ON THIS 18 DAY OF 01, 2018 AT 8, 30 pm



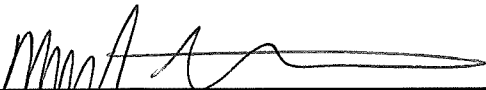
PRESIDENT - **Betty Burke**



VICE PRESIDENT - **Bob Bennett**



SECRETARY - **Candace Morse**



TREASURER - **Ryan Sather**

Appendix A – Executive Team Roles and Responsibilities

President	Vice President
<ul style="list-style-type: none"> • Oversees board and presides over executive committee meetings • Calls special meetings if necessary • Attend all board meetings or delegate responsibilities (to VP, Treasurer or secretary) • Works in partnership with the Vice President to make sure board resolutions are carried out • Appoints all board appointed director positions upon advice from remaining elected board members • Structure sub-committees and, with the Vice President, recommends who will serve on committees • Assists secretary in preparing agenda for board meetings • Assists in conducting new board member orientation • Periodically consults with board members on their roles and helps them assess their performance • Mcee for chapter member meeting, or delegate • Participate as lead of the Election Committee when VP and Secretary are elected • <i>Approve expenses as required and requested</i> • <i>Pursue successor during tenure</i> • <i>Participates in a majority of board meetings and events (at least 75%)</i> • <i>Transition job duties in the event of leaving the board position</i> 	<ul style="list-style-type: none"> • Serve on the executive committee • Serve on the subcommittee as assigned • Carry out special assignments as requested by the President • Facilitate post-meeting reviews and/or lessons learned • Mcee for major events, or delegate • Understand the responsibilities of the President and be able to perform these duties in the President's absence • Participate as lead of the Election Committee when President and Treasurer are elected • <i>Approve expenses as required and requested</i> • <i>Pursue successor during tenure</i> • <i>Participates in a majority of board meetings and events (at least 75%)</i> • <i>Transition job duties in the event of leaving the board position</i>
Treasurer	Secretary
<ul style="list-style-type: none"> • Serve on the executive committee • Understand financial accounting for nonprofit organizations • Collect all membership dues and other monies or articles of value belonging to the Chapter • Maintain an accurate account of all treasury receipts, expenditures and deposits. • Produce financial reports monthly to the board • Manage, with the finance committee, the board's review of and actions related to the board's financial responsibilities • Develop the annual budget and present to the board for approval • Manage chapter mailbox with Secretary • Coordinate and review the annual audit and answer board members' questions about the audit • Maintain and support ancillary services: PayPal, Xero and Amazon Reseller account • <i>Pursue successor during tenure</i> • <i>Participates in a majority of board meetings and events (at least 75%)</i> • <i>Transition job duties in the event of leaving the board position</i> 	<ul style="list-style-type: none"> • Serve on the executive committee • Ensure the safety and accuracy of all board records • Draft agenda and board minutes <ul style="list-style-type: none"> ○ Coordinate Annual Board Member Holiday dinner/meeting ○ Manage communication of operating events (ensure events are captured for discussion on monthly agenda) • Maintain and manage document repository folder structure • Manage chapter mailbox with Treasurer • Perform monthly bank reconciliation per documented procedures • Approve expenses as required and requested • Schedule meetings for full board, executive team and organized MN chapter events and ad hoc when such notice is required • <i>Pursue successor during tenure</i> • <i>Participates in a majority of board meetings and events (at least 75%)</i> • <i>Transition job duties in the event of leaving the board position</i>