

BYLAWS FOR (ISC)² Austin Chapter, a TEXAS NONPROFIT CORPORATION

ARTICLE I

These bylaws constitute the code of rules adopted by the (ISC)² Austin Chapter for the regulation and management of its affairs.

ARTICLE II

Purpose

The corporation has entered into a Chapter Affiliation Agreement with (ISC)² as of May 13, 2013 (the “Charter”), pursuant to which the corporation is established as a chapter of (ISC)² with certain rights and obligations as set forth in the Charter. The activities and affairs of the corporation may not conflict with the Charter or with the Bylaws, Articles of Organization or any policy of (ISC)² applicable to chapters, each as in effect from time to time. Notwithstanding the foregoing, the corporation shall have no obligation to take or not to take any action that would violate any law, rule or regulation applicable to it, including laws and regulations relating to the tax status of the corporation.

The purpose of this corporation shall be, as set forth in its Nonprofit Corporation Certificate of Formation, that is, to be an approved chapter of (ISC)² and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)². In furtherance of such purpose, the corporation shall carry out activities appropriate to its legal and tax status and in compliance with the corporation’s Chapter Affiliation Agreement with (ISC)².

ARTICLE III

Board of Directors

(1) Powers

The Board of Directors (Directors) of this Corporation is vested with the management of the business and affairs of this Corporation, subject to the Texas Business Organizations Code, the Certificate of Formation, and these bylaws.

(2) Qualifications

Directorships shall not be denied to any person on the basis of race, creed, sex, religion, or national origin. Employees of the Corporation are ineligible to serve on the Board of Directors.

(3) Number of Directors

The Board of Directors will consist of no less than three (3) Directors but may include the following positions as needed and elected by the membership: Director of Operations, Director of Continuing Education, Director of Career Development, Director of Technology Services, Director of Sponsorships and Director of Community Engagement.

Upon majority resolution of the Board of Directors, the number of Directors may be increased or decreased from time to time, but in no event shall a decrease have the effect of shortening the term of an incumbent Director, or decreasing the total number of Directors to less than three Directors. Until the first meeting for electing the Directors occurs, the initial Board of Directors shall consist of the persons listed in the Certificate of Formation as constituting the initial Board.

(4) Term of Directors

Directors shall serve terms of one (1) year. There are no term limits and, therefore, Directors may serve any number of consecutive terms.

(5) Election of Directors

Elections for Directors shall be held at the Elections Meeting of the voting members. Any directorship to be filled by reason of an increase in the number of Directors shall be filled at the next Elections Meeting. In the event that the number of Directors should fall below three due to removal, resignation or incapacitation of a Director, the remaining Directors shall appoint an interim Director to fill any vacancies for the remainder of the open term. Board members whose terms have expired may continue serving until they are either re-appointed or until their successors are chosen.

(6) Resignation

Any Director may resign at any time by delivering written notice to the Secretary or President of the Board of Directors. Such resignation shall take effect upon receipt or, if later, at the time specified in the notice.

(7) Removal

Any Director may be removed without cause, at any time, by a majority of the entire Board of Directors, at a Regular or Special Meeting called for that purpose. Any Director under consideration of removal must first be notified about the consideration by written notice at least five days prior to the meeting at which the vote takes place.

(8) Vacancies

Vacancies shall be filled by majority vote of the remaining members of the Board of Directors, though less than a quorum, and the Director filling the vacancy shall serve for the remainder of the term of the directorship that was vacated. Vacancies shall be filled as soon as practical. Any Director may make nominations to fill vacant directorships.

(9) Compensation

Directors shall not receive any salaries or other compensation for their services, but, by resolution of the Executive Committee of the Board of Directors, may be reimbursed for any actual expenses incurred in the performance of their duties for the Corporation. The Corporation shall not loan money or property to, or guarantee the obligation of, any Director.

ARTICLE IV
Committees

(1) Executive Committee

The President, Vice President, Treasurer, Membership Chair, and Secretary of the Corporation shall constitute the executive committee. The executive committee shall have the authority to act on behalf of the Corporation in between Regular Meetings of the Board of Directors. The Board of Directors must validate the actions of the executive committee at its next Regular or Special Meeting. Any such action not so validated will not be legally binding on the Corporation. The President shall act as chairperson of the executive committee. A majority of the Executive Committee shall constitute a quorum for the transaction of business, and all decisions shall be by majority vote of those present.

(2) Additional Committees

The Board of Directors may from time to time designate and appoint additional standing or temporary committees by majority vote of the Board of Directors. Such committees shall have and exercise such prescribed authority as is designated by the Board of Directors. The Directors may authorize these committees to exercise any powers, responsibilities, and duties consistent with the Certificate of Formation and these bylaws.

ARTICLE V
Board Meetings

(1) Place of Board Meetings

Regular and Special Meetings of the Board of Directors will be held at any location that the President may designate.

(2) Regular and Special Meetings

Regular meetings of the Board of Directors shall be held four times per year, or more frequently as deemed necessary by the Board of Directors. Special Meetings may be called by the President or any three Directors. An orientation meeting may be held each year for the new members of the Board of Directors.

(3) Notice of Board Meetings

Notice of the date, time, and place of Regular Meetings shall be given to each board member by regular mail, telephone (including voice mail), facsimile, or e-mail no less than three days prior to the meeting. Notice of the date, time and place of special meetings shall be given to each board member using the same methods, but with no less than five days prior to the meeting, with the exception of special meetings held to amend the Certificate of Formation or bylaws, for which a ten-day written notice by mail or facsimile shall be required specifying the proposed amendment.

(4) Waiver of Notice

Attendance by a Director at any meeting of the Board of Directors for which the Director did not receive the required notice will constitute a waiver of notice of such meeting

unless the Director objects at the beginning of the meeting to the transaction of business on the grounds that the meeting was not lawfully called or convened.

(5) Quorum

A majority of the Executive Committee of the Board of Directors shall constitute a quorum for the purposes of convening a meeting or conducting business. At Board meetings where a quorum is present, a majority vote of the Directors attending shall constitute an act of the Board unless a greater number is required by the Certificate of Formation or by any provision of these bylaws.

(6) Actions without a Meeting

Any action required or permitted to be taken by the Board of Directors under the Texas Non-Profit Corporation Act, the Certificate of Formation, and these bylaws may be taken without a meeting, if a majority of Directors individually and collectively consent in writing, setting forth the action to be taken. Such written consent shall have the same force and effect as a unanimous vote of the Board.

(7) Open Meetings

Meetings shall be open to the general membership of the corporation, except when personnel, real estate, or litigation matters are being discussed.

(8) Presence Through Communications Equipment

Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone, web conference or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

ARTICLE VI

Officers

(1) Roster of Officers

The Corporation shall have a President, Vice President, Secretary, Membership Chair, and Treasurer. The Corporation may have, at the discretion of the Board of Directors, such other officers as may be appointed by the Directors. One person may hold two or more offices, except those serving as President or Secretary with the exception of a vacancy in a key role; whereby any officer on the executive committee can fill the vacancy in order to sustain operations or meet legal obligations on behalf of the chapter.

(2) Election and Removal of Officers

All officers shall serve two-year terms. The election shall be conducted at the Board of Directors' first meeting of the fiscal year and following the election of the new Board of Directors filling expired terms, or as soon as practical thereafter. Officers shall remain in office until their successors have been selected. Officers may serve consecutive terms

without limit. The election of officers shall be by majority vote of the Board of Directors attending the meeting.

(3) Vacancies

If a vacancy occurs during the term of office for any elected officer, the Board of Directors shall elect a new officer to fill the remainder of the term as soon as practical, by majority vote of Directors present. The President has the authority to fill any vacancy in order to maintain chapter operations as needed until a new officer is elected.

(4) President

- The President will supervise and control the affairs of the Corporation and shall exercise such supervisory powers as may be given by the Board of Directors.
- The President will perform all duties incident to such office and such other duties as may be provided in these bylaws or as may be prescribed from time to time by the Board of Directors. The President shall preside at all board meetings and shall exercise parliamentary control in accordance with Roberts Rules of Order.
- The President shall, with the advice of the Board of Directors and in accordance with the requirements of these bylaws, set the agenda for each meeting of the Board of Directors.

Expectations for the President:

Attend three of four Board meetings per calendar year.

Attend five of six chapter meetings per calendar year.

Commit to 52 hours per year minimum.

Take ownership of the role and related responsibilities required to sustain chapter operations.

(5) Vice President

- The Vice President of Operations shall act in place of the President in the event of the President's absence, inability, or refusal to act, and shall exercise and discharge such other duties as may be required by the board.
 - The Vice President of Operations shall serve as the parliamentarian and interpret any ambiguities of the bylaws.
 - The Vice President of Operations executes governance functions delegated by the senior Board members and supports member initiatives.
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- The Vice President has oversight responsibilities for the chapter board deliverables in order to ensure sustainable day to day operations.
 - Assist the Chapter President and other senior Board members with complying with (ISC)2 rules and regulations.
 - Execute the chapter annual plan.

- Track and communicate action items for all Board officers including following up with individual officers to check status on open action items, and reporting status of action items during quarterly board meetings. Work with Chapter Secretary to log activities in a spreadsheet which is shared on Google drive with all active Board members (for transparency, visibility, and redundancy in operations).
- Work with Board members to develop agenda for and plan Board meetings.
- Work with Board members and members to invite speakers, publicize events, and prepare questions that will stimulate discussion and keep members engaged.
- Develop roadmap to implement topics of interest members want to pursue based on surveys of members and review of initiatives with (ISC)2 national.
- Backfill Membership Chair as needed (per initiative from Membership Chair) during meetings to ensure both meeting attendance and CPE tracking is covered, documented, and reported to (ISC)2 National.

Expectations:

Attend three of four Board meetings per calendar year.

Attend five of six chapter meetings per calendar year.

Commit to 52 hours per year minimum.

Take ownership of the role and related responsibilities.

(6) Secretary

- The Secretary will perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Certificate of Formation, or by these bylaws.
- The Secretary shall attest to and keep the bylaws and other legal records of the Corporation, or copies thereof.
- The Secretary shall take or ensure that someone takes minutes of all meetings of the committees and Board of Directors, and shall keep copies of all minutes.
- The Secretary shall keep a record of the names and addresses of the Directors.
- The Secretary shall, with the approval of the Board of Directors, set up procedures for any elections held by the Corporation. The Secretary shall keep a record of all votes cast in such elections.
- The Secretary shall ensure that all records of the Corporation, minutes of all official meetings, and records of all votes, are made available for inspection by any member of the Board of Directors at the principal office of the Corporation during regular business hours.
- The Secretary shall see that all notices are duly given in accordance with these bylaws or as required by law.
- The Secretary shall see that all books, reports, statements, certificates, and other documents and records of the Corporation are properly kept and filed.

- In the case of the absence or disability of the Secretary, or the Secretary's refusal or neglect to fulfill the duties of Secretary, the Vice President shall perform the functions of the Secretary.

Expectations:

Attend three of four Board meetings per calendar year.

Attend five of six chapter meetings per calendar year.

Commit to 52 hours per year minimum.

Take ownership of the role and related responsibilities.

(7) Treasurer

- The Treasurer will have charge and custody of all funds of the Corporation and will oversee and supervise the financial business of the Corporation. The Treasurer will render reports and accountings to the Directors as required by the Board of Directors and will perform in general all duties incident to the office of Treasurer and such other duties as may be required by law, by the Certificate of Formation, these bylaws, or those assigned from time to time by the Board of Directors.
- The Treasurer and the staff of the Corporation shall devise a plan providing for the acceptance and disbursement of all funds of the Corporation which shall be approved by the Board of Directors.
- The Treasurer, with the approval of the Board of Directors, shall set up all checking, savings, and investment accounts of the Corporation and deposit all such funds in the name of the Corporation in such accounts.
- The Treasurer's signature shall be the authorized signatory for all checking, savings, and investment accounts of the Corporation unless the Treasurer, with the approval of the Board of Directors, designates another member of the Board of Directors or agent of the Corporation as the authorized signatory for a particular type of disbursement.
- The Treasurer shall prepare a quarterly report for the Board of Directors, providing an accounting of all transactions and of the financial conditions of the Corporation.
- The Treasurer shall keep all financing records, books, and annual reports of the financial activities of the Corporation and make them available at the request of any Director or member of the public during regular business hours for inspection and copying.

Expectations:

Attend three of four Board meetings per calendar year.

Attend five of six chapter meetings per calendar year.

Commit to 52 hours per year minimum.

Take ownership of the role and related responsibilities.

(8) Membership Chair

- The Membership Chair shall maintain a current list of active, inactive and suspended members
- The Membership Chair shall report on a regular basis; at least annually to the Board of Directors on member counts, gains, losses and other membership activity.
- The Membership Chair shall process any new applicants, member suspensions or resignations and work with the Treasurer to make sure all monies are properly received before changing the status.
- The Membership Chair shall work with the Board of Directors and other officer to develop programs to increase membership and awareness of the organization in the community.
- The Membership Chair shall, if directed by the Board of Directors as a chapter policy, collect and submit CPEs for all attending members at general chapter meetings for credit with the national organization.

Expectations:

Attend three of four Board meetings per calendar year.

Attend five of six chapter meetings per calendar year.

Commit to 52 hours per year minimum.

Take ownership of the role and related responsibilities.

ARTICLE VII

Members

(1) Eligibility

The membership shall consist of individuals and organizations interested in the information security field and meeting the qualifications of membership as determined by the directors. The initial members shall be those persons identified on the initial membership roll maintained by the directors at the time of filing of the corporations Nonprofit Corporation Certificate of Formation. Thereafter, applicants for membership shall consist of individuals and organizations interested or actively involved in the information security field.

(2) Rights of Members

Each member of the Corporation shall be entitled to one vote on each matter submitted by the Board of Directors to a vote at a Regular or Special Membership meeting, except to the extent that the voting rights are limited or denied by the Certificate of Formation. No member shall be entitled to any dividend or any part of the income of the Corporation or to share in the distribution of the corporate assets upon dissolution. The Board of Directors has the discretion to decide which, if any, matters shall be submitted to the members for a vote, except that the following decisions will always be submitted to the membership for a vote: election of Directors and Officers of the Corporation, dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's Certificate of Formation.

- (3) How the Membership can Legally Act**
The membership may act only at a properly called meeting of the membership where a quorum is present. At such a meeting, a vote of a majority of the members in attendance shall be an act of the membership, except that a two-thirds majority of the members in attendance shall be required for the following: dissolution of the corporation, merger or consolidation with another corporation, sale of substantially all the corporation's assets, and most amendments to the corporation's certificate of formation. The attendance of 34% of the voting members in good standing shall constitute a quorum for the conduct of business at either a Regular or Special Membership Meeting. Any suspended member is not a member in good standing for purposes of calculating a quorum.
- (4) Annual Elections Meeting**
The Membership shall meet at least once every two years during the month of December, at a time and at a place designated by the Board of Directors, for the purpose of electing Directors and Officers of the Corporation and transacting any other business that the Board of Directors may submit to the members. No less than 45 days prior to the Annual Elections Meeting, the Board of Directors shall request nominations for Directors and Officers from the voting membership. Any member in good standing may nominate any other member to be placed on the ballot for Director or Officer and, upon a second by another member
- (5) Notice of Elections Meeting**
Written notice of the Annual Membership Elections Meeting shall be given not less than 10 calendar days nor more than 60 calendar days before the date that such a meeting is to be held. Such written notice shall be delivered by mail, in person, by facsimile, or by email and shall state the place, day, and time of the meeting. The Board of Directors, in the alternative, may provide notice through other means such as by posting notice in its newsletter if one exists or by such additional means as the Board of Directors shall deem effective.
- (6) Special Membership Meetings**
Special Membership Meetings may be called at any time by the President, by a majority of the Executive Committee of the Board of Directors, or on written request of 20% of the voting members in good standing.
- (7) Notice of Special Meetings**
Notice of Special Membership Meetings shall be given in the exact same manner as notice for the Annual Elections Meeting as provided for above, except that the notice shall contain the purpose for which the meeting is called.
- (8) Enrollment of Members**
The Board of Directors shall adopt a membership application form which shall include a statement identifying the amount of annual dues required for membership. The application form shall require the name, address, and telephone number of each applicant. There shall be a space for the secretary to sign certifying that the secretary believes the applicant to be eligible for membership and acknowledging receipt of the member's

annual dues. The applicant becomes a member upon the secretary's signature of the application form. The secretary or Membership Chair shall keep an up-to-date membership list.

(9) Dues

The Board of Directors shall annually establish the annual dues required to maintain membership in the corporation. Any change in the dues shall be ratified by a majority vote of the membership at the Elections Meeting. Dues shall be payable in full on January first of each year. Members elected during the year shall, within two weeks from the date of receipt of a Notice of Election, pay dues for the current period. No member whose dues have not been paid may attend or vote at any meeting of the corporation.

The non-payment of dues for sixty days from the due date shall automatically suspend a member. Notice of such suspension shall be sent to such member by the secretary or Membership Chair. A member so suspended may be reinstated at the discretion of the directors upon receipt of his or her application, payment of dues owed and payment of a reinstatement fee equal to 10% of the annual dues or as otherwise set by the directors.

ARTICLE VIII
Rules of Procedure

The proceedings and business of the Board of Directors shall be governed by Robert's Rules of Parliamentary Procedure unless otherwise provided herein.

ARTICLE IX
Indemnification

(1) Indemnification

To the extent permitted by law, any person (and the heirs, executors, and administrators of such person) made or threatened to be made a party to any action, suit, or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit, or proceeding, or in connection with any appearance therein.

(3) Limits on Indemnification

Notwithstanding the above, the corporation will indemnify a person only if he acted in good faith and reasonably believed that his conduct was in the corporation's best interests. In the case of a criminal proceeding, the person may be indemnified only if he had no reasonable cause to believe his conduct was unlawful. However, no such indemnification shall be made in relation to matters as to which such person shall be finally adjudged in any action, suit or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the corporation. The

corporation's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the corporation or any other person.

ARTICLE X **Operations**

(1) Execution of Documents

Unless specifically authorized by the Board of Directors or as otherwise required by law, all final contracts, deeds, conveyances, leases, promissory notes, or legal written instruments executed in the name of and on behalf of the Corporation shall be signed and executed by the President (or such other person designated by the Board of Directors), pursuant to the general authorization of the Board. All conveyances of land by deed shall be signed by the President or two other Officers or members of the Board of Directors and must be approved by a resolution of the Board of Directors.

(2) Disbursement of Funds

Financial Transactions which have a value of Five Hundred Dollars (\$500.00) or more shall require majority approval of the Board of Directors or Executive Committee if a majority of the Board of Directors is not immediately available to vote on the transaction. In all other transactions, the President may dispense with the funds of the Corporation in accordance with the annual budget approved by the Board of Directors and the purposes of the Corporation as set out in the Certificate of Formation and these bylaws.

(3) Records

The Corporation will keep correct and complete records of account and will also keep minutes of the proceedings of the Board meetings and Committees. The Corporation will keep at its principal place of business the original or a copy of its bylaws, including amendments to date certified by the Secretary of the Corporation, and a membership roster giving the names and addresses of members.

(4) Inspection of Books and Records

All books and records of this Corporation may be inspected by any Director for any purpose at any reasonable time on written demand.

(5) Loans to Management

The Corporation will make no loans to any of its Directors or Officers.

(6) Amendments

The Board of Directors may adopt amendments to the Certificate of Formation by a vote of two-thirds of the voting members in good standing present at a properly noticed meeting where a quorum is present. The bylaws may be amended at any time by a vote of the majority of Directors at a meeting where a quorum is present.

(7) Fiscal Year

The fiscal year for the Corporation will be January 1st to December 31st.

CERTIFICATION

I hereby certify that these bylaws were adopted by the Board of Directors of (ISC)2 Austin Chapter at its meeting held on June 5, 2017.

Secretary