

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

ARTICLE I

NAME

The name of this organization shall be the Pittsburgh Chapter, Information Systems Security Association, Inc., hereafter referred to as the "Chapter".

ARTICLE II

PURPOSE AND OBJECTIVES

The primary purpose of this Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the security of information systems processing.

More specifically, the objectives of the Chapter are:

- a) to promote the education of and help expand the knowledge and skills of its members in the interrelated field of information systems security and information 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 their 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.

This corporation is a not-for-profit organization, and no part of the net earnings of this chapter shall inure to the benefit of any private shareholder or individual.

The chapter shall not participate or intervene in any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

These Chapter Bylaws are subservient to the Bylaws of the Information Systems Security Association, hereafter referred to as Association. Therefore, no provision can be made in these Chapter Bylaws that is contrary to Bylaws of the Association.

ARTICLE III

MEMBERSHIP

Membership in this Chapter is based upon one having primary interest or active involvement in information systems security in the educational, 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 Association. Membership is defined in the ISSA Organizational Manual by the Board of Directors and is subject to the provisions of the Articles of Incorporation and Bylaws. Membership in this Chapter requires membership in the international Association.

ARTICLE IV

OFFICERS

SECTION 1. The officers of the Chapter must be members of the class authorized to vote (exception for student members in all student chapters) and in good standing as of the date of their election. These officers shall be, at a minimum, President, Vice President, Secretary, Treasurer and Membership Chair. Chapters may choose to have additional Director Positions, as appropriate, for performing the business of the Chapter, e.g. Director of Education, Director of Membership, Director of Vendor Relations, Director of Programs. These officers shall constitute the Board of Directors, hereafter called Board.

SECTION 2. The President shall preside at all meetings of the Chapter. The President shall have the deciding vote to make or break a tie.

SECTION 3. 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. Unless specifically delegated to a Membership Chair, the Vice President shall review all membership applications for eligibility.

SECTION 4. The Secretary shall maintain sufficient membership email address lists as to ensure that all members in good standing are notified of meetings, and that all other correspondence necessary to the conduct of the Chapter is received by the members. At the direction of the President, the Secretary shall also transmit and respond to all correspondence of the Chapter, and shall keep minutes of all meetings when called upon.

SECTION 5. The Treasurer shall collect all moneys or articles of value belonging to the Chapter, and shall keep an accurate account of all treasury receipts, expenditures, and deposits. Dues are collected by ISSA Headquarters and the chapter rebates (dues) are forwarded monthly to the Chapter. The Treasurer shall also perform a bank reconciliation monthly.

SECTION 6. The Membership Chair shall inform the Secretary and Treasurer of new or trail members that have applied with ISSA Headquarters to participate or join the Pittsburgh Chapter. They are to also contact these parties to welcome them and provide Chapter information, e.g. the board member contact information, link to Chapter Website and any upcoming Chapter event.

SECTION 7. Past Presidents who are active members of the Chapter shall be privileged to attend such meetings held by the Board of Directors for a period of two years following their term of office, and to act only in an advisory capacity and without power of vote.

SECTION 8. The business of the Chapter shall be managed by the Chapter Board Members. A Board quorum for business shall consist of three Board members present. The Board may, from time to time, establish special committees for various purposes as required. Special meetings may be called by the President or any three Board members.

SECTION 9. In case of a Board vacancy other than the Office of the President, such vacancy shall be filled by appointment by the President, upon the approval of a majority of the remaining Board members.

SECTION 10. 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 members shall be required for removal from office.

SECTION 11. The responsibility of meeting agendas and programs of the chapter belong to the entire Chapter Board Members. And the production and distribution of any newsletter or announcements is a duty of the Secretary.

ARTICLE V

ELECTIONS

SECTION 1. The Chapter Officers shall be elected by popular vote, each member in a class with the voting privilege shall be allowed one vote.

SECTION 2. The Nominations, Elections and Awards shall be the responsibility of the Chapter Officers. The Officers will oversee all activities relating to the election of officers, the nominating of people or organizations for Chapter awards, and any general voting that may be required of the Chapter membership.

SECTION 3. Election results shall be announced prior to the first meeting of the new season, at which said officers will take office for a term of 3 years.

ARTICLE VI

MEETINGS

SECTION 1. The Monthly Meetings of the Chapter shall be held on the first Tuesday of each month. The season meeting schedule begins in September through May of the following year.

SECTION 2. Special meetings may be called by the Chapter Board Members at any time upon a minimum of a ten-day notice to all members of the Chapter that wish to participate.

SECTION 3. At all Chapter Board meetings, a minimum of 3 Board members in attendance shall constitute a quorum for the transaction of business.

SECTION 4. The order of Chapter Board Meetings shall be as follows:

- a) Call to Order
- b) Reading and Approval of Minutes of Last Meeting
- c) Reading of Minutes of the Board of Directors' Meeting
- d) Report of the Treasurer
- e) Reports of Special Committees
- f) Unfinished Business
- g) New Business
- h) Special Announcements
- i) Program Agenda
- j) Adjournment

SECTION 5. The order of business may be revised or dispensed with by the presiding Board member upon the approval of the members present. Meetings shall follow Robert's Rules of Order.

ARTICLE VII

FINANCES

SECTION 1. The Fiscal Year shall be the September through May of the following year.

SECTION 2. Annual Chapter dues of \$10 shall be collected from each member of the Chapter by ISSA Headquarters in addition to Association dues. The Chapter Board Members may also direct a fee be charged for Chapter events.

SECTION 3. Bank accounts in the name of the Chapter shall be established and maintained as directed by the Chapter Board Members.

SECTION 4. ISSA Headquarters will obtain the necessary EIN (Employer Identification Number) for each chapter in the United States. U.S. Chapters are not required to file tax returns unless their gross annual revenues are over \$25,000. If revenues are above \$25,000, ISSA Headquarters will file the Chapter's return as a part of a consolidated tax return with the parent organization.

SECTION 5. If the Chapter ceases to function and the membership decides by vote to discontinue operations, all moneys retained in the Chapter account shall revert to the 'Greater Pittsburgh Food Bank' on behalf of the Chapter.

ARTICLE VIII

LIMITATION OF LIABILITY

SECTION 1. The Chapter shall be fully and solely responsible for its own legal and financial affairs, and shall hold harmless the Association, by reason of affiliation, from any lawsuits, damages, other expenses or liabilities arising out of the activities of the Chapter.

SECTION 2. The Chapter shall not be responsible, nor liable for, any lawsuits, damages, other expenses or liabilities arising out of the activities of the Association.

SECTION 3. Some activities by the Chapter may be limited, restricted, or require approval by the Association, so as not to put the Association in an unfavorable or liable position.

SECTION 4. ISSA, the parent organization, maintains officers and directors liability insurance to cover Chapter Board members.

ARTICLE IX

AMENDMENTS TO THE BYLAWS

SECTION 1. A copy of these Bylaws and all amendments must be filed with ISSA Headquarters.

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

- a) Any proposed amendment must be approved by two-thirds of the Chapter Board Members.
- b) A 20 day notice to all members in good standing is required prior to the meeting in which there will be a vote on a Bylaw amendment.
- c) All amendments must be approved by a majority of members present during any general meeting.

ARTICLE X

EFFECTIVE DATE

These Bylaws are effective as of March 1, 2006