



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

ARTICLE I
NAME

The name of this organization shall be the NE Florida 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, 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

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.

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 at least a three-fifths 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 schedule at least thirty days (30) notice of the hearing to be given in writing, delivered by mail or email, 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 IV

OFFICERS

SECTION 1. The officers of the Chapter must be active general members in good standing as of the date of their election. The officers shall consist, at minimum, of President, Vice President, Secretary, Treasurer and Membership / Events Director. Additional officers may be added by the Board as deemed appropriate subject to election by the membership.

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

SECTION 3. The Secretary shall record and keep minutes of all meetings. The Secretary shall perform a bank reconciliation monthly based on a written report by the Treasurer.

SECTION 4. 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 5. The business of the Chapter shall be managed by the Officers. A quorum for business shall consist of three officers present.

SECTION 6. 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 7. In case of vacancy of the Office of President, such vacancy shall be filled by the Vice President or another Board member unanimously elected by the Board, and the newly opened vacant position shall be filled in the manner described in SECTION 6.

SECTION 8. Officers can be removed from office 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 vote of all Chapter members present shall be required for removal from office. Additionally, an officer may be removed from office by a unanimous vote by all other Board members.

SECTION 9. An Officer may tender their resignation at anytime in writing. Additionally, three unannounced absences from Board meetings or chapter events may be considered by the Board as resignation by abandonment. Unannounced means failure to communicate by email or phone to any other board member(s) to cover the Board members tasks or duties during the period of absence.

ARTICLE V

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 March or April Chapter meeting of each year. Or as determined by term or vacancy (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 scheduled election meeting.

SECTION 4. The term of office for President shall consist of a one year term commencing at the conclusion of the scheduled election meeting. The term of office for all other officers shall consist of a two year term commencing at the conclusion of the scheduled election meeting.

SECTION 5. The term of office for all other officers shall consist of a two year term commencing at the conclusion of the scheduled election meeting.

SECTION 6. Candidates for the office of President shall have at least twelve months previous experience serving as an officer of the Chapter prior to assuming the role of President unless the requirement is waived by a two-thirds majority vote of the membership or unanimous vote of the Board

ARTICLE VI

MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held regularly as schedule by the Board.

SECTION 2. Board of Directors meetings of the Chapter shall be held at least monthly, general members are permitted and encouraged to attend Board of Directors meetings and time will be allotted on the meeting agenda for members who wish to address the Board.

SECTION 3. Special meetings may be called by the Chapter Board of Directors at any time upon five-day written notice to all Chapter members.

SECTION 4. At all meetings, a majority of members in attendance shall constitute a quorum for the transaction of business.

ARTICLE VII
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 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 last 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 NE Florida Chapter shall be located in the State of Florida 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, shall be presented 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 10 days prior to the meeting.

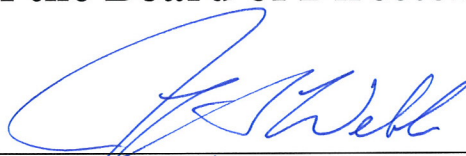
c. At the Chapter Board of Directors meeting called in accordance with the provisions of Paragraph b. above, the proposed amendment, repeal, or addition to the Bylaws shall be considered and voted upon the Officers present. If, at the meeting a quorum being present, a majority of the total number of 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.

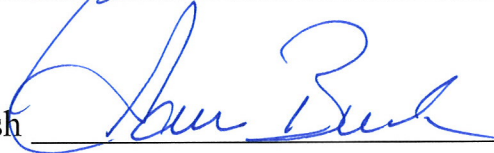
e. The revised Bylaws should be submitted in writing to the Association, no later than 30 days following ratification.

**Bylaws are hereby approved on this 18 day of June,
2010 by a quorum of the Board of Directors.**

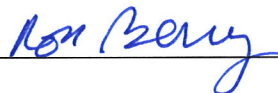
PRESIDENT: Jesse Webb



VICE PRESIDENT: Ian Bush



SECRETARY: Ron Berry



TREASURER: Vicki Harris



MEMBERSHIP / EVENTS DIRECTOR – Vacant