

**CONSTITUTION AND BYLAWS  
OF THE VANCOUVER CHAPTER  
OF THE INFORMATION SYSTEMS SECURITY ASSOCIATION**

**CONSTITUTION**

**NAME**

The name of this organization shall be the Vancouver Chapter, Information Systems Security Association.

**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.

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.

**BYLAWS**

**PART I**

DEFINITIONS

SECTION 1: In these bylaws, unless the context otherwise requires:

- (a) "Association" means the Information Systems Security Association, Inc. incorporated in the United States;
- (b) "Board" means the Board of Directors of the Chapter;
- (c) "Chapter" means the Vancouver Chapter, Information Systems Security Association; and

- (d) “special resolution” means a resolution passed in a general meeting by a majority of not less than 75%.

## **PART II**

### **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 the Constitution, acceptance of the Code of Ethics and is subject to provisions of Constitution and Bylaws and the rules established by the Board.

**SECTION 2:** The Board may, by resolution, provide for other classes of membership at its discretion.

**SECTION 3:** Members in Good Standing – Members who maintain their membership by payment of dues as required under the Part VI of the Bylaws and who otherwise qualify must be considered members in good standing and entitled to full privilege of membership.

**SECTION 4:** Resignation – any member may resign at any time, but such resignation shall not relieve the resigning individual from payment of dues for the expired portion of the current fiscal year or give any right to rebate of dues or any right to a pro rata or other share of the assets of the Chapter. All resignations must be made in writing.

**SECTION 5:** Expulsion – The Board, at any meeting at which a quorum is present may, by a two-thirds resolution 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 must have been granted an opportunity for a hearing before the Board. The member who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the Board meeting before the resolution is put to a vote, and must be given at least thirty days (30) written notice of that meeting, delivered by registered mail. Such action by the Board shall be final and shall cancel all rights, interests or privileges of such member in the services or resources of the Chapter. The presiding Board member shall have the authority to appoint a Sergeant At Arms to preserve order and execute commands.

**SECTION 6:** Termination – Membership may be terminated if payment of the annual Chapter dues has not been received by the Treasurer of the Chapter as provided for in Part VI.

## **PART III**

### **OFFICERS**

**SECTION 1:** The Officers of the Chapter must be members in good standing as of the date of their election. These Officers shall be:

- (a) President;
- (b) Executive Vice President;
- (c) Vice President, Event Marketing;
- (d) Vice President, Marketing Communications;
- (e) Vice President, Member Services;
- (f) Vice President, Education;
- (g) Treasurer; and

(h) Secretary.

These officers shall constitute the voting members of the Board. The President shall act as Chairman of the Board.

SECTION 2: The President must preside at all meetings of the Chapter and must obey the mandates of the members. The President shall have the power to call meetings of the Board if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of tied decisions.

SECTION 3: The Executive 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.

SECTION 4: The Vice President, Event Marketing shall be responsible for the organization of all presentation meetings of the Chapter.

SECTION 5: The Vice President, Marketing Communications shall be responsible for all communications of the chapter.

SECTION 6: The Vice President, Member Services shall maintain sufficient membership 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.

SECTION 7: The Vice President, Education shall be responsible for all outreach and education programs of the Chapter.

SECTION 8: 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 9: The Secretary shall record and keep minutes of all meetings of the Board and minutes of all general meetings, and shall have custody of all records and documents of the Chapter except those required to be kept by the Treasurer.

SECTION 10: All past Presidents who remain members in good standing of the Chapter may attend meetings of the Board in a non-voting advisory capacity.

SECTION 11: The business of the Chapter shall be managed by the Board. A Board quorum for business shall consist of four board members present. The Board may, from time to time, establish special committees for various purposes as required.

SECTION 12: In case of vacancy of an Officer, such vacancy shall be filled by appointment by the Board, to hold office until the next annual general meeting. A person so appointed holds office only until the conclusion of the next annual general meeting, but is eligible for re-election at the meeting.

SECTION 13: The members of the Chapter may, by a special resolution remove an Officer, before the expiration of his or her term of office, and may elect a successor to complete the term of office.

SECTION 14: The Board may, by resolution, appoint additional non-voting members of the Board, to hold office until the next annual general meeting.

SECTION 15: The Board may, by resolution, appoint a Webmaster, who shall hold office at the pleasure of the Board. If the person appointed as Webmaster is a member of the Chapter, the Board may at its discretion designate the Webmaster as a voting member of the Board. If the person appointed as Webmaster is not a member of the Chapter, the Webmaster shall act in a non-voting advisory capacity to the Board.

SECTION 16: A member of the Board must not be remunerated for being or acting as a member of the Board, but the Board member must be reimbursed for all expenses necessarily and reasonably incurred by the Board member while engaged in the affairs of the Chapter.

SECTION 17: A resolution in writing, signed by all members of the Board and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.

## **PART IV**

### ELECTIONS

SECTION 1: The Officers of the Chapter shall be elected by popular vote, each general member in good standing to be entitled to one vote.

SECTION 2: A Nominating Committee shall be appointed by the Board prior to each annual general meeting, consisting of two members in good standing. Members in good standing may volunteer for this function.

SECTION 3: Elections shall be held during each annual general meeting.

SECTION 4: The Nominating Committee Chairman shall prepare and distribute election ballots at the annual general meeting.

SECTION 5: Election results shall be announced at the end of the annual general meeting.

SECTION 6: The term of office of all Officers elected at an annual general meeting shall be until the next annual general meeting.

## **PART V**

### MEETINGS

SECTION 1: An annual general meeting must be held at least once in every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

SECTION 2: An extraordinary general meeting may be called by the Board at any time upon 14 days written notice to all members of the Chapter.

SECTION 3: Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business. The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.

SECTION 4: At all meetings, a minimum of ten members in attendance shall constitute a quorum for the transaction of business. A member in good standing present at a general meeting is entitled to one vote. Voting by proxy is not permitted.

SECTION 5: The order of business at general meetings shall be as follows:

- (a) Call to order
- (b) Reading and Approval of Minutes of the Last General Meeting
- (c) Report of the President

- (d) Report of the Treasurer
- (e) Reports of Special Committees
- (f) Unfinished Business
- (g) New Business
- (h) Special Announcements
- (i) Adjournment

SECTION 6: The order of business may be revised or dispensed with by the Officer presiding upon the approval of the members present, if circumstances decree that such action be taken.

## **PART VI**

### FINANCIAL ADMINISTRATION

SECTION 1: Annual membership dues shall be determined at a general meeting of the Chapter.

SECTION 2: Bank accounts in the name of the Chapter shall be established and maintained as directed by the Board.

SECTION 3: The signing officers of the Chapter shall be the President and the Treasurer, and any other Officers that the Board may designate by resolution.

## **PART VII**

### 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 of liabilities arising out of the activities of the Association.

## **PART VIII**

### REGISTERED ADDRESS

SECTION 1: The registered address of the Chapter shall be located in the Province of British Columbia, Canada, at the address designated by a resolution of the Board.

SECTION 2: The Board must ensure that all documents of the Chapter, including its financial records, are kept at the registered address. The Board may by resolution permit some of the documents, including its financial records, to be kept at places in British Columbia other than the address of the society.

**PART IX**

**AMENDMENTS TO THE BYLAWS**

**SECTION 1:** These bylaws may be amended, repealed, or added to by a special resolution of the Chapter.