

CONSTITUTION AND BYLAWS



**INFORMATION SYSTEMS SECURITY
ASSOCIATION**

NATIONAL CAPITAL CHAPTER

BYLAWS

OF THE

NATIONAL CAPITAL CHAPTER

OF THE

INFORMATION SYSTEMS SECURITY ASSOCIATION

ARTICLE I

CHAPTER NAME

The name of this organization shall be the National Capital Chapter of the Information Systems Security Association, Inc., (ISSA) hereafter referred to as the "Chapter".

The National Capital Chapter is an affiliate of the Information Systems Security Association, Inc., hereafter referred to as "ISSA".

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 information systems processing, pursuant to Section 501 (c)(6) of the 1954 Internal Revenue Code.

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 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 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.

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, and observance of the ISSA Code of Ethics as a prerequisite for and as a condition of continued affiliation with the Chapter.

Membership in this Chapter requires concurrent membership in the ISSA. Those eligible for membership will become members upon application, including payment of annual Chapter and ISSA dues. Membership is subject to provisions of the ISSA Articles of Incorporation, and the bylaws of ISSA and the Chapter, and to rules established by the ISSA and Chapter Board of Directors.

There are two categories of membership:

a. General Members; (i) Professionals who have as their primary responsibility information systems security in the private or public sector, or professionals supplying information systems security consulting services to the private or public sector; or (ii) Educators, attorneys, and law enforcement officers having a vested interest in information/data security; or (iii) Professionals with primary responsibility for marketing or supplying information systems security equipment or products.

General members may join as an individual or as part of a government or corporate organizational membership.

b. Student Members: Full-time students interested in a career in or dealing with information systems security.

SECTION 2. The Chapter Board of Directors, at their discretion, may provide for other classes of membership.

SECTION 3. Members who maintain their membership by payment of dues as required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to full privilege of membership. The membership year shall coincide with the individual's membership in ISSA.

SECTION 4. Membership in the Chapter shall terminate automatically with notification from ISSA of the member's change in chapter affiliation or membership termination in ISSA.

SECTION 5. Any member may resign at any time, but such resignation shall not entitle said member to any refund of dues or other fees paid to the Chapter.

SECTION 6. The Board of Directors, at any meeting at which a quorum is present may, by a simple majority vote, 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 of ISSA, provided that such person shall have been granted an opportunity for a hearing before the Board. The Board 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 allegations may be brought. Such action by the Board of Directors shall be final and shall cancel all rights, interests or privileges of such member in the service or resources of the Chapter.

SECTION 7. Student or ISSA 'Trial' members may participate in open chapter activities, but are not entitled to the rights and privileges of 'General' members, including holding office,

voting, event discounts, etc. The terms ‘member’ or ‘members’ shall hereafter mean ‘General’ chapter members unless otherwise indicated.

ARTICLE IV

OFFICERS

SECTION 1. The **Officers of the Chapter** will be as follows:

- President
- Executive Vice President
- Treasurer
- Vice President of Communications (Secretary)
- Vice President for Programs
- Vice President for Education
- Vice President for Membership
- Vice President for Strategic Relations

All Officers of the Chapter must be General members in good standing of the Chapter and ISSA as of the date of their election and throughout their term of office. Only Officers of the Chapter can vote at meetings of the Board of Directors on issues effecting the Chapter, and can represent the Chapter for fiscal, meetings or decision elements. All committees will contain at least one Board member.

To ensure Chapter continuity and continuing leadership, the following four officer positions must always be filled:

- President
- Executive Vice President
- Treasurer
- Vice President of Communications (Secretary)

The Board of Directors of the Chapter shall be composed of both the elected Officers and appointed Directors, as listed and described below. All officers and directors are expected to attend Board meetings.

There is no limit to the number of appointed Directors. Any appointed Director must acquire majority approval of the Board and be recorded in the minutes. Temporary committee heads such as event leads do not require approval.

There will be at least quarterly Board meetings although there is no limit to the number of meetings that can be held. Minutes will be archived and made available to General members upon request.

All members of the Board will receive certification (CPE) credits for their activities. Temporary Directors and committee leads may receive CPE credits at the discretion of the Board.

The following are titles and descriptions of the elected Officers and appointed Directors of the board. Elected Officers are highlighted below by bolding. Appointed Directors are highlighted by italics.

President - CEO of Chapter. Primary liaison to International headquarters. Presides over all Chapter business meetings and Board meetings. Primary point of contact (POC) for Chapter members for Chapter activities. Sets and maintains calendar with the advice of the Board.

Chapter Director - Advisor to President. Serves as Special Assistant and works to promote ISSA and National Capital Chapter. Will NOT assume President's duties when President is absent. The Executive Vice President will perform that duty.

Executive Vice President - COO of Chapter. Serves as Chief of Staff to President for Board activities. Responsible for successful performance of all events. Assumes role of President when needed.

Vice President for Programs - Specifically responsible for ensuring program topics, quality, schedule, and logistics are in place for all regular Chapter meetings; with the advice of the Board, schedules programs and speakers for Chapter meetings.

Director of Program Events - Assists with program agendas, logistics and scheduling.

Vice President for Education - Responsible for all Education activities for Chapter whether for members or as a sponsor for other education (Outreach). Specifically responsible for two Education events a year. Prepares candidate lists, and assists in developing topics, building curriculum and obtaining educational staffs.

Director of Educational Events - Assists the VP for Education in conduct of education events and activities.

Director of Student Affairs - Assists the VP for Education in conduct of education events and activities relating to student chapters.

Vice President of Communications (Secretary) - Responsible for all Chapter Communications and data storage. Also serves as Chapter Historian. Records, maintains and publishes all minutes and proceedings. Responsible for maintaining/managing Chapter's web site and its content, and producing all advertising, announcement and promotional materials. Responsible for routine e-mail notices to Chapter members. Initiates official Chapter correspondence not prepared by other functional areas. Maintains business records for Chapter.

Webmaster – Responsible for building and maintaining the Chapter Website and ensuring currency of sponsors, International links and current events. At the discretion of the Board, may receive a free membership in ISSA (if qualified) and financial assistance to ensure hosting and currency.

Director of Internal Communications – Responsible for publishing Newsletter, Chapter articles to ISSA, and content of Web Site.

Vice President of Membership - Responsible for Chapter Membership. Works with the VP of Communications to recognize members' accomplishments; ensures membership rosters are kept current; makes all joining material available and assists new members in joining and integrating into Chapter. Advocate for ongoing membership activities and focal point for all questions regarding membership. Assists in Internal communications and helping members in status changes and renewals. Custodian and purveyor of Chapter paraphernalia.

Director for Outreach – Identifies and pursues opportunities for community outreach, such as partnerships with academia and other professional organizations.

Vice President for Strategic Relations - Primary Liaison for all sister organizations and ensuring ISSA is promoted. Responsible for developing and promoting awareness of Chapter and International goals and vision. Establishes locations and venues for events. Responsible for recruitment and the needs and concerns of sponsors, whether Chapter or Event. Primary lead on any joint ventures, whether events, meetings, Chapter sponsorship, etc. Heads any charity or service functions the Chapter performs/does.

Director for Sponsors – Focuses on the needs and concerns of Chapter sponsors.

Treasurer - CFO for Chapter. Maintains all bank accounts, pays all bills and develops financial plans and Chapter budget. Ensures annual audit is done. Prepares receipts and ensures all participants have paid. Defines signature authority and ensures correct officers are on signature card. Maintains general ledger for Chapter of income and expenditures. Maintains all financial accounts and any credit cards. Maintains financial records for the Chapter. Prepares and monitors Chapter and event budgets. At the direction/approval of the Board, pays all Chapter bills.

Director of Finances - Official backup for all financial actions. (Bookkeeping, checkbook, etc)

Event Financial Director - Responsible for ensuring financial needs and obligations are met for all events. Preparing budgets and ensuring all monies are collected and disbursed.

SECTION 2. The **President** shall be the executive officer of the Chapter and, subject to the control of the Board, responsible for the general supervision, direction, and control of the affairs of the Chapter. The President shall preside at all meetings of the members and meetings of the Board. The President appoints all committee advisors, subject to the approval of the elected officers. Any candidate for President is required to have served on the National Capital Chapter Board in the year prior to his or her nomination.

Monthly

- Process ISSA Headquarters administrative correspondence
- Send copies of new member applications to Membership VP
- Send copy of lapsed and delinquent Members to Membership VP
- Attend and Chair Chapter meetings
 - Open meeting

- Introduce speakers
- Present plaques or other gifts to speakers and meeting host
- During the course of the meeting introduce each guest and new member and encourage all members to welcome the member/guest

Bi-Monthly

- Prepare appropriate informational messages to Chapter members for Secretary to include in Chapter notices / Newsletter
- Schedule Board Meetings at regular intervals and as needed
- Establish and distribute an agenda for Board Meeting at least 3 days before Board meeting
- Attend and chair Board meetings

Annually

- Coordinate with nearby chapters and other professional associations, such as ISACA, HTCIA, and ASIS, on joint meetings and activities
- Support Officer Elections
- Provide Immediate Past President with membership list for elections
- Notify ISSA Headquarters of changes in Board members
- Complete change of authorized signature account at bank, as required
- Survey Members regarding Chapter plans for coming year
 - Prepare survey form
 - Distribute survey forms to membership
 - Tabulate results for next Board meeting

As Required

- Respond to ISSA International correspondence
- If a Post Office box is utilized:
 - Notify Post Office of changes in persons authorized to pick up mail
 - Collect mail from Post Office box or appoint a trusted designee to collect mail
- Maintain Chapter files
- Notify Membership VP of membership inquiries
- Recruit prospective members, and assist members regarding Chapter activities and business
- Represent the Chapter / participate in meetings of ISSA Chapter Presidents, ISSA Regional Chapter Coordination, etc.

SECTION 3. The **Executive Vice President** shall, in the absence or disability of the President, perform all the duties of the President, and when so acting, shall exercise the powers of and be subject to the restrictions placed upon the President. The Executive Vice President shall also act as parliamentarian for the Board meetings.

Monthly

- Attend Chapter meeting, and in the absence of the President, chair the Meeting

Bi-Monthly

- Attend Board meeting and in the absence of the President, chair the Board Meeting

Annually

- Audit and Approve the Treasurer's records and validate the tax information report prior to submission to International ISSA Headquarters (March)

As Required

- Assume the duties of the President
- Contact former members whose membership has lapsed or expired and encourage them to rejoin
- Recruit prospective members, and assist members regarding Chapter activities and business
- Purchase and bring to the meeting plaques or other gifts for the speakers and hosting company

SECTION 4. The **Vice President of Communications (Secretary)** shall take minutes of all Board meetings, including how called or authorized, notice given thereof, place and time of holding, and the names of those present, shall keep and store on the Chapter's website members-only section a copy of such minutes, and distribute them to the Board. The Secretary shall keep a copy of the current Bylaws, which will be published on the Chapter's website members-only section and made available for the inspection by the members at all reasonable times. The Secretary shall keep an inventory record of all Chapter-owned equipment. The Secretary shall maintain and distribute an electronic distribution list of the Board members, including lists of Board Members work and home information. The Secretary will also maintain a Chapter calendar.

Monthly

- Attend Chapter meeting
- Send out Chapter meeting notices to members and sister organizations
- Send out general and special membership messages, including those required to satisfy agreements with Chapter Sponsors

- Notify meeting location of final head-count on attendees (2 days before Chapter meeting)
- Maintain the Chapter's email distribution lists

Bi-Monthly

- Arrange Board meeting date, time and location or teleconference dial-in number
- Notify Board members of the Board meeting
- Attend Board meeting
- Prepare minutes of Board Meeting
- Distribute minutes of Board meeting to all Board Members
- Archive approved minutes of Board meetings

Annually

- Prepare and mail voting documents for Chapter elections/votes
- Notify ISSA Headquarters of the results of Chapter elections

As Required

- Draft and send communications on behalf of the Chapter as requested by the President and/or Board
- Distribute as requested by Chapter members copies of the Chapter's bylaws and minutes of meetings of the Board of Directors.

SECTION 5. The **Treasurer** shall be the custodian of the Chapter funds and shall keep an itemized account of all receipts and expenditures. At no time shall Chapter funds be merged with personal funds. The Treasurer or a representative shall present a quarterly financial report at Board meetings and the annual general membership meeting. The records of the Treasurer shall be available for inspection by the members at all reasonable times, and shall be audited at least once a year. Expenditures shall only be made pursuant to resolutions of the Board Members and shall be supported by invoices, vouchers or receipts along with an original check request form.

The Treasurer, or in the absence of the Treasurer, the President, must sign all checks. The Treasurer, with the concurrence of another elected officer, may authorize and pay miscellaneous expenditures up to twenty dollars per week when the consultation of the Board is not practical. Copies of all checks shall be made and kept with the supporting documents before a check is mailed to the payee.

The Treasurer shall supervise the collection of funds by any committee or Board member to ensure that sound accounting practices are followed. The Treasurer is responsible for balancing the monthly bank statement and providing copies of the cleared checks on that statement and supporting documents for those checks to the Board. The Treasurer shall notify the Board of all checks returned for non-sufficient funds and any fees associated with their collection. The

Treasurer, with the help of the members of the Board shall prepare an annual pro-forma income statement. The Treasurer will prepare a final Profit & Loss statement, and balance sheet upon the completion of the current fiscal year.

Monthly

- Attend Chapter meeting

Bi-Monthly

- Attend Board Meeting
- Present financial status report at Board meeting
- Pay deposit for meeting room (if required)
- Settle payment for meeting room following Chapter meeting (if required)

Annually

- Pay renewal for Post Office box, if utilized
- Prepare Tax information report for ISSA International headquarters (March)
- File appropriate tax returns and reports on behalf of the Chapter to the IRS and respective state/local tax agencies (March)
- Provide records and tax information report to the Executive Vice President for review (March)
- Submit tax information report to ISSA Headquarters (March)
- Invoice vendors for advertisements and sponsorship fees

As Required

- Process ISSA Headquarters financial correspondence, deposit dues checks and meeting attendee fees
- Process and balance bank statements
- Deposit funds collected for Chapter merchandise (lapel pins, etc.) sold to Chapter members
- Deposit funds collected for Chapter events

SECTION 6. The **Vice President for Membership** will chair the Membership Committee. As the committee chair, the VP for Membership is responsible for providing direction to the committee and reporting to the President and the Board of Directors on efforts to maintain and retain current members, assist potential new members, and promote the Chapter through advertisements.

Monthly

- Attend Chapter Meeting

- Record reservations for upcoming meeting (if necessary)
- Register meeting attendees and collect any required attendee fee
- Provide President and Secretary with meeting attendee list
- Provide Treasurer with meeting attendee list and fees collected
- Have Membership Guide and Member Prospectus available at meetings and published on Chapter website
- Ensure Name tags for individuals are available at meeting

Bi-Monthly

- Attend Board meeting
- Report at Board meetings current state of membership, including new members, departing / delinquent members

Annually

- No action required

As Required

- Send recruitment message and application to inquiring individuals
- Contact message recipients to follow up on membership interest
- Develop and maintain Chapter Membership Guide
- Send welcoming e-mail / letter to new members with copy of latest newsletter
- Send e-mail / letters of appreciation to existing members who renew their memberships
- Provide Chapter membership list to Board, as requested

SECTION 7. The **Vice President for Strategic Relations** will chair the Vendor Relations Committee which shall be the liaison between the Chapter and the various security vendors in the National Capital area. As the committee chair, the Vice President for Strategic Relations is responsible for providing direction to the committee and reporting to the President and the Board of Directors on all matters concerning strategic relations. The committee, through the Vice President, is tasked with maintaining a balance in the marketing messages being delivered to the Chapter during any vendor presentation. This task should be coordinated with the Vice President for Programs.

Monthly

- Attend Chapter meeting

Bi-Monthly

- Attend Board meeting

- Report at Board meetings efforts and activities in securing and maintaining Chapter sponsors

Annually

- No action required

As Required

- Coordinate all advertising in accordance with current advertising policies or through the Board of Directors
- Solicit Chapter sponsorship
- Coordinate Sponsorship Agreements with potential sponsors
- Coordinate Chapter Sponsors' benefits
- Solicit and coordinate vendor speakers and displays
- Solicit vendors for door prizes at Chapter Meetings
- Coordinate and publicize Chapter membership benefits
- Notify the Treasurer of successful agreement with Sponsors so that invoices can be generated

SECTION 8. The **Webmaster** will chair the Website committee. The Webmaster reports to the Vice President of Communications and is responsible for providing direction to the committee and reporting to the President and the Board of Directors on all matters concerning the design, support and maintenance of the Chapter's website; including gathering and publishing up-to-date facts, schedules, and announcements of all Chapter activities. This requires frequent coordination with other Board members/Committees through the Director of Communications.

Monthly

- Proactively ensure web site is working properly and available
- Attend Chapter meeting

Bi-Monthly

- Attend Board meeting

Annually

- Renew any contract agreements with Web server hosting company prior to expiration.
- Renew the issa-dc.org domain name when needed.

As Required

- Update website with Chapter meeting agendas, directions, educational opportunities, special notices and other Chapter-related information.

- Solicit Web page content from Board Members and Committees
- Determine new ways to use the Internet for communication among Board members and ISSA members
- Determine new ways to derive financial benefits from Chapter website
- Ensure the web site is listed in all major search engines and has links to and from other relevant associations and organizations
- Troubleshoot any accessibility issues with website

SECTION 9. The **Vice President for Education** will chair the Education and Certification Committee. As the Committee Chair, the Vice President is responsible for providing direction to the committee and reporting to the President and the Board of Directors on all matters concerning professional certification and education opportunities available to chapter members. The committee shall assist Chapter members in the areas of professional development and certification. It is the duty of this Vice President and his/her committee to bring together the necessary information concerning the certification processes into one common place. The Vice President will provide that information to the Chapter membership in a timely fashion. If a member has a question about any aspect of certification, this person is the Chapter focal point.

Monthly

- Attend Chapter meeting
- Ensure that all certified individuals attend each meeting/event receive documentation to submit their CPE's for accreditation to the appropriate authority
- Ensure materials on different certification programs are available at the Chapter meetings

Bi-Monthly

- Attend Board meeting
- Ensure certification training and testing schedules are published in Chapter's website and Newsletter

Annually

- Prepare a summary report of educational activities and benefits provided for Chapter members.

As Required

- Arrange for Chapter training seminars in support of professional certification
- Make available certification training and testing information
- Coordinate discount contracts

SECTION 10. The **Vice President of Programs** will chair the Programs Committee. As the Committee Chair, the Vice President of Programs is responsible for providing direction to the committee and reporting to the President and the Board of Directors on all matters concerning speaker activities pertaining to the Chapter meetings and any extended security seminars being hosted by the Chapter. The Vice President should be familiar with the needs and desires of the Chapter and attempt to obtain speakers that fulfill these needs and desires. The Vice President of Programs is responsible for all aspects of arranging for guest instructors and insuring their presentation needs are met.

Monthly

- Attend Chapter meeting
- Arrange speakers for Chapter Meetings (8 weeks before Chapter Meeting)
- Solicit biography and presentation abstract from speaker (6 weeks before Chapter meeting)
- Determine meeting room facilities (LCD, whiteboard, overhead projector, room size, directions, etc)
- Coordinate door prizes
- Ensure Webmaster has updated web site with meeting agenda, directions, etc
- Confirm meeting room size, snacks, AV requirements
- Confirm Board assignments for greeting speakers, staffing the welcome table, etc

Bi-Monthly

- Attend Board meeting

Annually

- Prepare a summary report of programs and events provided for Chapter members

As Required

- Recruit prospective members, and assist members regarding Chapter activities and business

SECTION 11. The **Immediate Past President** shall be an advisor to and ex-officio voting member of the Board of Directors. If the Immediate Past President is unable to serve, the previous Immediate Past President may be asked by the Board to assume the position. All other Past Presidents are invited to serve as non-voting Board advisors as well.

Monthly

- Attend Chapter Meeting

Bi-Monthly

- Attend Board Meeting

Annually

- Organize and Chair Chapter Nomination and Election Committees
- Announce Nominees at Chapter Meeting
- Send election ballots to all Chapter Members
- Tabulate and announce election results at Chapter meeting

As Required

- Serve as a "reference source" for past decisions of the Board
- In the absence or disability of the Executive Vice President, perform all the duties of the Executive Vice President

SECTION 12. Advisors to the Board may be appointed by the Board and should expect to perform miscellaneous tasks, covering duties that are not otherwise assigned and assisting as needed. These are non-voting positions.

Monthly

- No action required

Bi-Monthly

- Attend Board meeting (optional)

Annually

- No action required

As Required

- Recruit prospective members, and assist members regarding Chapter activities and business
- Provide strategic guidance to the Chapter Board

SECTION 13. With the exception of the Immediate Past President, as stated in Section 11, past Presidents retaining active Chapter membership and not holding a current Chapter office shall be privileged to attend such meetings held by the Board of Directors, to act only in an advisory capacity and without power to vote.

SECTION 14. The business of the Chapter shall be managed by the Board of Directors. A Board meeting quorum for business shall consist of at least half of the current voting members of the Board of Directors being present. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 15. In case of Board vacancy other than the Office of President such vacancy shall be filled by appointment by the President, upon the advice of the remaining Board members, and subject to the consent of a majority of the membership attending the next general meeting.

SECTION 16. On a motion and second from the membership at a general meeting, an officer may be held before the Chapter for malfeasance of duty. A two-thirds majority of all Board members shall be required for removal of the accused officer from office.

ARTICLE V

ELECTIONS

SECTION 1. The Board of Directors shall be elected by popular vote, each General member of the Chapter in good standing to be entitled to one vote.

SECTION 2. The Nominating Committee shall consist of the Immediate Past President who will serve as the Nominating Committee Chairperson and one other Chapter member in good standing, selected by the Board of Directors at the October meeting of each year. Members in good standing may volunteer for this function. In the absence of an Immediate Past President, the Board will select a Nominating Committee Chairperson.

SECTION 3. The Nominating Committee Chairperson shall prepare and distribute election ballots at least fourteen days in advance of the December meeting.

SECTION 4. Elections will be electronic and be by secret ballot, insofar as technology and Chapter resources allow.

SECTION 5. Elections shall be held before the December meeting of each year.

SECTION 6. Election results shall be announced at the December meeting.

SECTION 7. The Vice President of Communications will archive the ballots for a minimum of one year, and any member in good standing or duly authorized representative of ISSA International may examine or audit the ballots.

SECTION 8. The term of office shall consist of one year commencing at the conclusion of the December meeting.

SECTION 9. To be eligible for election to the Board of Directors, the person must be an active General member of ISSA and the National Capital Chapter. Any candidate for President is also required to have served on the National Capital Chapter Board in the year prior to his or her nomination.

ARTICLE VI

MEETINGS

SECTION 1. The regular meeting of the Chapter shall be held on the third Tuesday of each month, unless rescheduled by the Board of Directors at least 30 days prior to that date.

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

SECTION 3. Unless otherwise required by these Bylaws, a simple majority vote is sufficient to carry general Chapter business matters.

SECTION 4. The general order of business at regular meetings shall be as follows:

- a. Call to Order
- b. Special Announcements
- c. Introduction of Guests and Visitors
- d. Program Agenda
- e. Adjournment

SECTION 5. The order of business may be revised or dispensed with by the Board member presiding, if circumstances decree that such action be taken.

SECTION 6. The presiding Board member shall have the authority to appoint a Sergeant at Arms to preserve order and execute commands at any Chapter function.

SECTION 7. Guests may be invited to regular meetings. If a guest attends more than three meetings in the same year, that person shall be encouraged to join the Chapter.

ARTICLE VII

FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable at the beginning of each 12 month period. Additional fees may be required as the Board of Directors direct, with the approval of a majority of members in good standing. ISSA International Headquarters will collect dues and forward Chapter dues to the Chapter. Payment of dues and fees shall be made in U.S. dollars.

SECTION 2. The amount of annual chapter dues shall be recommended by the Board of Directors and shall be approved by a simple majority vote of the members in attendance during a regular meeting. Any proposed change to the chapter dues must be publicized to the chapter members at least two weeks prior to the regular meeting at which the vote on the change would take place.

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

SECTION 4. Signatory authority for all bank accounts shall reside in the duly elected President, Executive Vice President, and Treasurer.

SECTION 5. An Audit Committee consisting of the Executive Vice President and one Chapter member (not on the Board of Directors) in good standing will conduct an annual audit of Chapter finances. The Audit Committee shall be responsible to examine all financial records of the Chapter and provide a report of its findings and recommendations to the membership at the October meeting prior to elections. This report shall be in writing, and shall be maintained as part of the permanent records of the Chapter.

SECTION 6. The fiscal year of the Chapter shall be January 1 through December 31.

ARTICLE VIII

LIMITATIONS OF LIABILITY

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

SECTION 2. The Chapter shall not be responsible, or liable, for any lawsuits, damages, other expenses or liabilities arising out of the activities of ISSA.

SECTION 3. ISSA, the parent organization, maintains officers' and directors' liability insurance to cover Chapter Board members. No member of the Board of Directors shall be personally liable for any action taken, or any failure to take any action, as a Board member, except to the extent such action (a) involved a knowing and culpable violation of the law by the board member or (b) enabled the board member to received an improper personal economic gain.

ARTICLE IX

HEADQUARTERS

SECTION 1. The Headquarters of the National Capital Chapter shall be located at the address designated by the Board of Directors.

ARTICLE X

AMENDMENTS TO THE BYLAWS

SECTION 1. These Bylaws may be amended, repealed, or added to only in the following manner:


- a. Ten percent of the members of the Chapter may at any time propose in writing, signed by them and addressed to the Vice President of Communications, the amendment, repeal or change of any existing provision of, or the addition of any new provision to the Bylaws. Any member of the Board of Directors may propose in writing the amendment or repeal or any existing provision of, or the addition of any new provision to the Bylaws.
- b. Such proposed amendments, repeals, or additions shall be presented at the next regular meeting of the Board of Directors. No such proposed amendment, repeal, or addition shall be considered at any meeting of the Board of Directors unless notice of the proposal has been given to each member of the Board not less than 10 days prior to the meeting.
- c. At the meeting of the Board of Directors 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 members present. If, at the meeting, a quorum being present, a simple majority of the total number of Directors present vote in favor of such amendment, repeal, or addition, it shall be considered as adopted by the Board of Directors. Such amendments, repeals, or additions to these Bylaws shall be presented to the membership for ratification.
- d. Amendments to these Bylaws shall become effective after ratification by the Chapter members on the date and method specified by the Board of Directors. A simple majority vote of General members of the Chapter voting is necessary for ratification.

APPROVED by vote of the Chapter Membership

on December 18, 2010

SIGNED / DATED:

President


Francis Edwards


12/20/2010
Date

Executive Vice President


James W. Shanesy

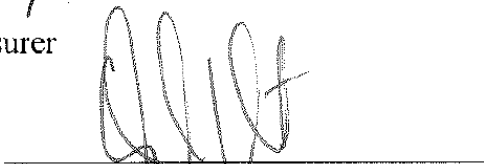
12/20/10
Date

Vice President of Communications (Secretary)


Branko S. Bokan

12-20-2010
Date

Treasurer


Eddie Schwartz

1/4/2011
Date