



BYLAWS

CENTRAL MARYLAND CHAPTER

INFORMATION SYSTEMS SECURITY ASSOCIATION (ISSA), INC.

September 2021
VERSION 4.0

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ARTICLE I NAME

The name of this organization shall be the Central Maryland Chapter of ISSA, Inc., hereafter referred to as the "Chapter."

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 system 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.

The Chapter is not organized for profit, and no part of the net earnings of the Chapter shall inure to the benefit of any individual.

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

ARTICLE III MEMBERSHIP

SECTION 1. Membership in the Chapter is based upon 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](https://www.issa.org/issa-code-of-ethics/)¹ as a prerequisite for continued affiliation with the Chapter.

Membership is subject to provisions of the Bylaws of ISSA International and the Chapter and the rules established by the ISSA International and Chapter Board of Directors.

Membership in the Chapter is contingent upon membership in ISSA International. There are five (5) categories of membership.

General Membership: Professionals who have as their primary responsibility information systems (IS) security in the private or public sector, or professionals who supply information systems security consulting services to the private or public sector; or IS auditors, or IS professionals who have as one of their primary responsibilities information systems security in

¹<https://www.issa.org/issa-code-of-ethics/>

the private or public sector; educators, attorneys and law enforcement officers having a vested interest in information security; or professionals with primary responsibility for marketing or supplying security equipment or products. All membership dues are non-refundable.

ISSA members may join multiple chapters by paying chapter dues to those chapters. General members whose primary membership is in another ISSA chapter shall also be General members of the Chapter upon paying dues to the Chapter and have full privileges due to all General members of the Chapter.

ISSA Lifetime members shall be recognized as General members of the Chapter. Hall of Fame is a lifetime achievement award recognizing an individual's exceptional qualities of leadership in their own career and organization, as well as an exemplary commitment to the information security profession. Candidates are not required to be ISSA members. Up to five (5) recipients may be inducted annually.²

Cyber Executive Membership: The role of information security executives continues to be defined and redefined as the integration of business and technology evolves. While these new positions gain more authority and responsibility, peers must form a collaborative environment to foster knowledge and influence that will help shape the profession. The Information Systems Security Association (ISSA) recognizes this need and has created the exclusive Cyber Executive Membership program to give executives an environment to achieve mutual success. Connecting professionals to a large network of peers, valuable information, and top industry experts, the program is a functional resource for members to advance personal and industry understanding of critical issues in information security.

Student Membership: Student members are full-time students in an accredited institution of higher learning. Student Members may not vote on Chapter association matters and may not hold an office position on the Chapter Board. There is no restriction against students forming a student chapter. Student members may hold an office position in a Student Chapter. All membership dues are non-refundable. The Board of Directors may waive student member chapter fees on a case-by-case basis.

Corporate Membership: Corporate Memberships are owned by the corporation, which may transfer memberships as staff and job duties change. Each organization may designate one of its members as its official representative. This designation shall be made or changed, in writing, to ISSA International. The official representative shall have full privileges due to all General members of the Chapter.

Government Organizational Membership: Government agencies at the national, state/provincial, county, or municipal levels. Government Organizational Memberships are owned by the government organization, which may transfer memberships as staff and job duties change. Each organization may designate one of its members as its official representative. This designation shall be made or changed, in writing, to the Secretary of the Chapter. The official

² <https://www.members.issa.org/page/HallofFameNom>

representative shall have full privileges due to all General members of the Chapter.

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 paying dues as required under Article VII of the Bylaws and who otherwise qualify shall be considered in good standing and entitled to the full privilege of membership. The membership year shall be from the date of record of initial dues payment by the member, and subsequent payments shall be made by the last day of the anniversary month of initial payment.

SECTION 4. Membership may be terminated if payment of the annual Chapter dues has not been submitted to ISSA International as provided for in Article VII Section 1. The delinquent member will have thirty (30) days to settle their membership arrears, or membership termination will be recommended.

SECTION 5. Any member may resign at any time, but such resignation shall not give any right to rebate of dues or any right to pro-rata or other shares of the assets of the Chapter.

SECTION 6. The Board of Directors, at any meeting at which a quorum is present may, by a two-thirds 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 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 (30) days' notice of the hearing to be given in writing, delivered by registered mail, to the member against whom charges may be preferred. Such action by the Board of Directors shall be final and shall cancel all rights, interests, or privileges of such members in the service or resources of the Chapter.

ARTICLE IV OFFICERS

SECTION 1. The officers of the Chapter must be General Members in good standing as of the date of their election or appointment and remain general members in good standing for their term of office. The two-year term of office shall begin on January 1st following their election and end on December 31st at the end of the second year. These officers shall be: President, Vice President (VP) of Operations, Secretary, Vice President (VP) of Membership, Vice President of Professional Development, Vice President (VP) of Education, Vice President (VP) of Outreach, and Treasurer. These officers shall constitute the Board of Directors. The President shall act as Chairperson thereof. A member shall not hold more than one Board position at a time.

SECTION 2. The President shall be the executive head of the Chapter and shall preside at all meetings of the Chapter. The President shall have the power to call special meetings if deemed necessary for the benefit of the Chapter and shall have the deciding vote in case of tied decisions.

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.

If the Chapter Board of Directors determines that the office of President has been permanently vacated, the VP of Operations shall become the Chapter President.

SECTION 3. The VP of Operations 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. Should the VP of Operations become the President for the remainder of the fiscal year, then the position of VP of Operations will be declared vacant and be filled in accordance with Article IV, Section 11.

SECTION 4. The Secretary shall record and keep minutes of meetings where Chapter business is conducted and shall maintain the official records of the Chapter. At the direction of the President, the Secretary shall also transmit and respond to all correspondence of the Chapter and perform any other duties customarily associated with the office of Secretary. The Secretary shall make official records available to any member in good standing upon request.

SECTION 5. The VP of Membership shall maintain sufficient membership lists 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. The VP of Membership shall welcome new and renewing members to the Chapter and send reminders to members due for renewal and whose membership has recently lapsed. At the regular Chapter meetings, the VP of Membership will report membership numbers, including gains and losses since the last meeting, and will review the sign-in roster for members in good standing and guests. The VP of Membership shall enforce the guest policy as described in Article VI Section 8. The VP of Membership will provide the sign-in roster to the Secretary to be included with the official meeting record.

SECTION 6. The VP of Professional Development will recommend, initiate, and oversee programs for professional development within the area of Information Security to include monthly meetings, security conferences/seminars, and interaction with peer organizations. The VP of Professional Development will work with the VP of Outreach to schedule any speakers identified by that officer during that officer's outreach duties. The VP of Professional Development will also evaluate and organize any career development events.

SECTION 7. The VP of Education shall lead the efforts to address Chapter members' professional education, certification, or training needs within the realm of information security.

SECTION 8. The VP of Outreach shall be responsible for interfacing with the business community to recruit and maintain sponsors for the Chapter. The VP of Outreach shall work with the Treasurer to collect sponsorship funds and track sponsorship accounts receivable. The VP of Outreach shall also work with the VP of Professional Development to identify and obtain speakers for the monthly meeting and Chapter special events.

SECTION 9. The Treasurer shall receive membership dues from ISSA International and keep an accurate account of all treasury receipts, expenditures, deposits, and other monies or articles of value belonging to the Chapter.

SECTION 10. If not holding a current office while also maintaining an active membership with the Chapter, the (current) immediate past president shall be privileged to attend meetings held by the Board of Directors. Further, the (current) immediate past president may function as an advisor to the current Board of Directors.

SECTION 11. The Board of Directors shall manage the business of the Chapter. This Board may, from time to time, establish special committees for various purposes as required.

SECTION 12. In the case of a Board vacancy, other than the Office of President, such a 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. The Board member so appointed shall serve for the remainder of the term of office for which the vacating Board member was originally elected. This clause shall be in effect except in situations as described in Article V, Section 9.

SECTION 13. 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 Chapter Members, in good standing, in attendance at the general meeting shall be required for removal from office.

ARTICLE V ELECTIONS

SECTION 1. The Board of Directors shall be elected by popular vote; each Chapter Member in good standing shall be entitled to one vote.

SECTION 2. The Elections Committee shall consist of the Elections Chairperson and optionally one or more assistants selected by the Board of Directors at the September Chapter meeting of each year. Members in good standing who are not running for office are eligible for and may volunteer for this function. A call for nominations for office will take place in September.

SECTION 3. The Elections Committee shall prepare and distribute election ballots at the November Chapter meeting. Nominations for office shall be made to the Elections Committee not later than one (1) week prior to the date of the election for the names to appear on the ballot.

SECTION 4. Elections shall be held at the November meeting of each year. Nominations may be made from the floor. If the proposed candidate is not present at the election, a signed letter of consent to serve if elected shall be presented by the person making the nomination at the time of nomination.

SECTION 5. In case of a tie vote for an incoming officer position, the tie will be settled by the majority vote of the existing Board of Directors. No Director who is a party to the tie vote for an incoming officer position may participate in the vote by the Board of Directors to resolve the tie.

SECTION 6. Election results shall be announced at the November Chapter meeting.

SECTION 7. The term of office for all officers shall consist of two-year terms commencing on

January 1st following the election. The President, VP Education, VP Outreach, and VP Membership will be elected in even-numbered years. The VP Operations, Treasurer, Secretary, and VP Professional Development will be elected in odd-numbered years.

SECTION 8. All ballots cast shall be maintained by the Chairperson of the Elections Committee for three (3) months and then securely disposed.

SECTION 9. Candidates may run for only one office position in a given election. If current Board members, whose terms do not expire until the election following the given election, want to compete for a different office in the current election, they must resign from their current position effective on December 31st of the year of the given election. Announcement of such resignation/candidacy must be publicized to the chapter members at least one month prior to the election. The Election Committee shall seek candidates for the vacated office to add to the ballot in the current election, i.e., the election for which the committee is preparing. In such case, the election for the vacated position will be for a one-year term only, commencing on January 1st, to fulfill the remainder of the original term of office vacated by the resignation.

ARTICLE VI MEETINGS

There are three categories of meetings: Chapter Meetings, Board of Directors Meetings, and Special meetings.

SECTION 1. The Chapter meetings shall be held monthly on a regular schedule to be set at the discretion of the Board of Directors. All ISSA and Chapter members in good standing shall be entitled to attend the regularly scheduled meetings. Guests are also normally allowed to attend regular meetings at the discretion of the Board of Directors.

SECTION 2. The Board of Directors may call Special meetings at any time upon ten (10) day written notice to all Chapter members.

SECTION 3. Board of Directors meetings shall be held on a schedule set by the Directors. All Board members shall be given at least three (3) days' notice of Board meetings. Attendance is limited to the members of the Board and others that they may invite. The purpose of the Board of Directors meetings is to manage the regular business of the Chapter. A quorum at these meetings shall be a majority of the elected or appointed Board members.

SECTION 4. At all Chapter or Special meetings, a minimum of seven (7) Chapter members in attendance shall constitute a quorum for the transaction of business provided that all Chapter Members have been provided with ten (10) days' notice of a Special meeting or a change in the date of regularly scheduled Chapter meetings.

SECTION 5. 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 6. Guests may be allowed to attend Chapter Meetings at the discretion of the Board. If a guest attends three (3) meetings in a calendar, the VP of Membership will notify the person in writing that they must become an ISSA member, or they will not be allowed to attend future

Chapter meetings.

ARTICLE VII FINANCIAL ADMINISTRATION

SECTION 1. Annual dues shall be due and payable by each member by the last day of the anniversary month of their initial membership. Additional fees may be required as the Board of Directors direct, with the approval by a majority of members in good standing. ISSA International Headquarters will collect dues. Of the dues collected from each member, ISSA International will forward Chapter dues to the Chapter. Payment of dues and fees shall be made in U.S. dollars or the equivalent based on the official exchange rate on the due date of the billing.

SECTION 2. The amount of annual Chapter dues shall be recommended by the Board of Directors and shall be approved by a two-thirds vote of the members in attendance during a Chapter meeting. Any proposed change to the Chapter dues must be publicized to the Chapter members at least two weeks prior to the Chapter 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, VP of Operations, and Treasurer.

SECTION 5. The Board of Directors shall have the financial records of the Chapter reviewed no less than every two (2) years by a qualified independent party. The reviewer(s) will provide a report of findings in writing which shall be maintained as part of the permanent records of the Chapter.

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

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 the management firm of ISSA International, 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 International.

ARTICLE IX HEADQUARTERS

SECTION 1. The Headquarters of the Chapter shall be located in the State of Maryland, 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 in the following manner only:

a. Ten (10) percent of the active, dues-paying members of the Chapter 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. Alternatively, any member of the Board of Directors may propose in writing the amendment or repeal of 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 monthly 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 ten (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, two-thirds 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 at the next Chapter meeting of the Chapter for ratification. However, the membership shall be given a minimum of two (2) weeks to review any changes prior to the ratification vote.

d. Amendments to these Bylaws shall become effective after ratification by two-thirds of the Chapter members present at a Chapter meeting on the date specified by the Board of Directors.

APPROVED ON THIS ____ DAY OF _____ AT _____, _____

PRESIDENT

VICE PRESIDENT OF OPERATIONS

VICE PRESIDENT OF MEMBERSHIP

SECRETARY

TREASURER

VICE PRESIDENT OF PROFESSIONAL DEVELOPMENT

VICE PRESIDENT OF EDUCATION

VICE PRESIDENT OF OUTREACH

CENTRAL MARYLAND CHAPTER OF ISSA

BOARD OF DIRECTORS RESOLUTION

Resolution No. 2026-01

RECITALS

WHEREAS, the Central Maryland Chapter of ISSA ("Chapter") is an affiliated chapter of the Information Systems Security Association ("ISSA"), a 501(c)(6) organization; and

WHEREAS, the Chapter's Constitution and Bylaws were formally adopted in September 2021 (the "Bylaws"); and

WHEREAS, the Bylaws have been published and made available to the membership at the following URL: <https://issa-centralmd.org/wp-content/uploads/2021-ISSA-Central-MD-Bylaws.pdf>, a true and correct copy of which is attached hereto and incorporated herein by reference; and

WHEREAS, the Board of Directors has reviewed the published Bylaws and finds them to be complete, accurate, and reflective of the Chapter's current governing structure and policies; and

WHEREAS, it is in the best interest of the Chapter to formally affirm the current status and correctness of the Bylaws for the record;

RESOLUTION

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of the Central Maryland Chapter of ISSA hereby affirms and certifies that:

1. The Constitution and Bylaws adopted in September 2021, as published at <https://issa-centralmd.org/wp-content/uploads/2021-ISSA-Central-MD-Bylaws.pdf> and attached hereto, represent the current and correct governing document of the Central Maryland Chapter of ISSA as of the date of this Resolution.

2. The published Bylaws are complete and have not been amended, superseded, or revoked since their adoption, except as may be reflected in the published document itself.
3. The Chapter is currently an unincorporated association and “,Inc.” in the bylaws anticipates the Chapter becoming a nonstock corporation at some point in the future.
4. All officers, directors, and members of the Chapter are bound by and shall operate in accordance with the provisions of the Bylaws.

BE IT FURTHER RESOLVED, that this Resolution shall be entered into the official records of the Chapter and shall serve as the Chapter's formal affirmation of its governing documents.

BE IT FURTHER RESOLVED, that the true and correct copy of the Constitution and Bylaws attached hereto is hereby certified by the Board of Directors as a complete and accurate copy of the governing document of the Central Maryland Chapter of ISSA as currently in force.

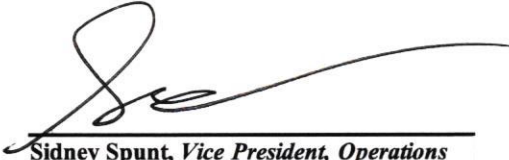
*This Resolution was duly adopted by the Board of Directors of the Central Maryland Chapter of
ISSA on July 14, 2026.*

IN WITNESS WHEREOF

The undersigned, being all of the duly elected officers of the Central Maryland Chapter of ISSA Board of Directors, hereby execute this Resolution as of the date first written above.



William Smith Jr., President



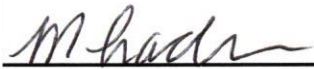
Sidney Spunt, Vice President, Operations



Lorenzo Thweatt, Secretary



Stephan Chan, Vice President, Membership



**Melissa Lachance, Vice President,
Professional Development**



Kevin Newman, Vice President, Education



Bill Zook, Vice President, Outreach



Seth Wilson, Treasurer