

# **(ISC)<sup>2</sup> Arkansas Chapter Bylaws**

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## **Section 1. Relationship to (ISC)<sup>2</sup>**

The (ISC)<sup>2</sup> Arkansas Chapter (also known or referred to as the “Chapter” and/or “(ISC)<sup>2</sup> Arkansas” has entered into a Chapter Affiliation Agreement with (ISC)<sup>2</sup> as of September 15, 2022 (the “Charter”), according to which the Chapter is established as a chapter of (ISC)<sup>2</sup> with certain rights and obligations as outlined in the Charter. The activities and affairs of the Chapter may not conflict with the Charter or the Bylaws, Sections of Incorporation, or any policy of (ISC)<sup>2</sup> applicable to chapters, each as in effect from time to time. Notwithstanding the preceding, the Chapter shall have no obligation to take or not to take any action that would violate any law, rule, or regulation applicable to it, including laws and regulations relating to the tax status of the Chapter.

## **Section 2. Name, Purpose, Location, and Fiscal Year**

### **2.1 Name**

The entity’s name shall be (ISC)<sup>2</sup> Arkansas Chapter and, if incorporated, shall be set forth in its Sections of Incorporation.

### **2.2 Purpose**

The purpose of this entity shall be to be an approved chapter of (ISC)<sup>2</sup> and, in such capacity, promote an interest in the information security field and otherwise support the mission of (ISC)<sup>2</sup>. In furtherance of such purpose, the Chapter shall carry out activities appropriate to its legal and tax status and in compliance with the Chapter’s Chapter Affiliation Agreement with (ISC)<sup>2</sup>. The Board shall develop and maintain a mission statement adopted by a two-thirds vote and attached to and made part of these bylaws. Such a mission statement may be amended by the discretion of the Board, and any new mission statement shall be adopted by a two-thirds vote.

### **2.3 Location**

The principal office of the Chapter is in the State of Arkansas and shall initially be located at the place set forth in the (ISC)<sup>2</sup> Chartering Application of the Chapter. The directors may change the location of the principal office in the State of Arkansas effective upon filing a certificate with the Secretary of State.

## **2.4 Fiscal Year**

The fiscal year of the Chapter shall end on December 31 of each year unless the Board changes the fiscal year by filing a certificate with the Secretary of State and/or the Internal Revenue Service.

## **Section 3. Members**

### **3.1 Qualification and Election**

The membership shall consist of individuals and organizations interested in information security. Charter members shall be those persons identified as such on the charter roll of the Chapter and maintained by the Secretary. Membership is restricted to exclude anyone who has been convicted of criminal activity or conduct that is considered contrary to community standards of justice, honesty, or good morals in the past four (4) years. Members are required to abide by the (ISC)<sup>2</sup> Code of Ethics. The members may, at their annual meeting, change the criteria for membership.

### **3.2 Voting Rights**

Voting rights in the Chapter shall be vested solely in the voting members in good standing. A suspended member is not a member in good standing for purposes of these Bylaws.

### **3.3 Classes and Good Standing**

To be considered a member in good standing, the member must have attended at least one meeting in the last twelve months.

### **3.4 Dues**

At some time in the future, the Board, at its discretion, may establish a dues requirement necessary to maintain membership in the Chapter. Any change in the dues shall be ratified by a majority vote of the membership at the annual meeting of the members. Dues shall be payable in full within the first quarter of the calendar year. Members elected during the year shall, within two weeks from the date of receipt of a Notice of Election, pay dues for the current period, if applicable. No member whose dues have not been paid may attend or vote at any Chapter meeting.

The non-payment of dues for sixty days from the due date shall automatically suspend a member. Notice of such suspension shall be sent to such member by the Secretary. A member so suspended may be reinstated at the discretion of the Board upon receipt of his or her application and payment of dues owed.

### **3.5 Annual Meeting**

There shall be held an annual meeting of members to elect directors and officers of the Chapter and consider any other business properly brought before the members. The annual meeting of members shall be held on the date, location, and time as determined by the Board. If the annual meeting is not held on such date, a special meeting in lieu of the annual meeting may be held with all the force and effect of an annual meeting.

### **3.6 Regular Meetings**

Regular meetings of the members may be held at such places within the state of Arkansas and at such times as determined by the Chapter Officers.

### **3.7 Special Meetings**

Special meetings of the members may be called by the President, the Board, or Chapter Officers. These meetings shall be called by the secretary, or in the case of the death, absence, incapacity, or refusal of the secretary, by any other officer, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

### **3.8 Notice**

Except as otherwise required by law or Section of Incorporation, a notice of the time and place of each meeting of the members shall be given to each member by email and/or Chapter website at least seven (7) days before the meeting.

Whenever notice of a meeting is required under any provision of law, or these Bylaws, such notice need not be given to any member who executes a written waiver of notice before or after the meeting, which is filed with the records of the meeting, or to any member who attends the meeting without protesting before that or at its commencement lack of notice. Neither such notice nor a waiver of notice needs to specify the purposes of the meeting unless otherwise required by law, the Sections of organization, or these Bylaws.

### **3.9 Quorum**

At any meeting of the members, ten (10) members, plus a current officer, entitled to vote on the action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law.

### **3.10 Action by Vote**

Each voting member in good standing shall have one vote. When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person shall be necessary and sufficient for the election of directors and officers, and a majority of the votes

properly cast by members present in person shall decide any other question, unless otherwise provided by law or these Bylaws.

### **3.11 Proxies**

Proxy voting by members is not permitted.

### **3.12 Parliamentary Authority**

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the Society may adopt.

## **Section 4. Board of Directors**

### **4.1 Powers**

The affairs of the Chapter shall be managed by the directors who shall have and may exercise all the powers of the Chapter, except those powers reserved to the members by law, or these Bylaws.

### **4.2 Number, Election, and Qualification.**

The initial board of directors shall be those listed as having the powers of directors in the (ISC)<sup>2</sup> Chartering Application for the Chapter. Thereafter, the board of directors shall consist of five (5) directors duly elected by voting members at the annual meeting, provided that at any special or regular meeting, the members may increase the number of directors and elect new directors to complete the number so fixed, or they may decrease the number of directors, but only to eliminate vacancies existing by reason of the death, resignation, removal, or disqualification of one or more directors. A director must be a member in good standing and hold an ISC<sup>2</sup> certification in good standing.

### **4.3 Term of Office**

Each director shall be elected to serve until the next annual meeting and until his or her successor is duly elected and qualified, or he or she sooner dies, resigns, is removed, disqualified, or is no longer a member in good standing.

### **4.4 Nominations**

Any two Chapter members may nominate a candidate or candidates for the board of directors or officers. Notice of such nomination must be received by the secretary at least seven days before the Annual Meeting, and the names of such candidates shall be communicated to the members by the secretary as soon after that as practicable.

#### **4.5 Annual Meeting, Regular Meetings**

The directors shall meet annually immediately following the annual meeting of the members. Regular meetings of the directors (at least five per year) may be held at such places and at such times as the directors may determine.

#### **4.6 Special Meetings**

Special meetings of the directors may be held at any time and any place when called by the president or by two or more directors.

#### **4.7 Notice of Meetings**

Notice of the time and place of each meeting of the directors shall be given to each director at least five (5) days before the meeting.

#### **4.8 Quorum**

At any meeting of the directors and subject to Section 8.2 hereof, a majority of directors then in office shall constitute a quorum. Any meeting may be adjourned by a majority of the votes cast upon the question of whether a quorum is present, and the meeting may be held as adjourned without further notice.

#### **4.9 Action by Vote**

When a quorum is present at any meeting, a majority of the directors present and voting shall decide any questions, unless otherwise provided by law, or these Bylaws. Proxy voting by directors is not permitted.

#### **4.10 Action by Writing**

Any action required or permitted to be taken at any meeting of the directors may be taken without a meeting of the directors if all of the directors consent to the action in writing and the written consents are filed with the records of the meetings of the directors. Such consents shall be treated for all purposes as a vote at a meeting.

#### **4.11 Presence Through Communications Equipment.**

Members of the Board of Directors may participate in a meeting of such board utilizing a conference telephone or similar communications equipment through which all persons participating in the meeting can hear each other at the same time, and participation by such means shall constitute presence in person at a meeting.

## **Section 5. Officers and Agents**

### **5.1 Number and Qualification**

The officers of the Chapter shall be a president, vice president, treasurer, secretary, membership chair, and such other officers as the directors may determine. The Chapter may also have such agents as the directors may appoint. An officer must be in good standing as a member of the Chapter and as a member of (ISC)<sup>2</sup>. The secretary shall be a resident of Arkansas unless the Chapter has a resident agent duly appointed for the purpose of service of process. If required by the directors, any officer shall give the Chapter a bond for the faithful performance of his duties in such amount and with such surety or sureties as shall be satisfactory to the directors.

### **5.2 Election**

The initial officers of the Chapter shall be those persons listed as having the powers of officers in the (ISC)<sup>2</sup> Chartering Application of the Chapter. Thereafter, the president, vice president, treasurer, secretary, and membership chair shall be elected at the annual meeting of members. Other officers, if any, may be elected by the members at any duly called meeting. The directors shall select agents.

Or Option 2:

One-third of the Director positions will stand for election each year. Each Director shall hold office until his or her successor is chosen and qualified unless his or her Board seat is eliminated, or until he or she sooner dies, resigns, is removed, or becomes disqualified.

### **5.3 Tenure**

The president, vice president, treasurer, secretary, and membership chair shall each hold office until the next annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. No Director shall be entitled to serve more than three terms consecutively. Each agent shall retain his or her authority only at the pleasure of the directors.

### **5.4 Committees**

The directors may elect or appoint one or more committees and may delegate to any such committee any or all of their powers, provided that any committee to which the directors' powers are delegated shall consist solely of directors. Unless the directors otherwise determine, the Executive Committee, if any, shall have the power to act on all matters requiring prompt action between meetings of the directors. Unless the directors otherwise designate, committees shall

conduct their affairs in the same manner as is provided in these Bylaws for the directors. The members of any committee shall remain in office at the pleasure of the directors.

### **5.5 President**

The president shall be the chief executive officer of the Chapter. As such, the president shall be subject to the control of the directors and shall have general charge and supervision of the affairs of the Chapter. The president shall preside at all meetings of the members and shall be chairman of the board of directors. The president shall have an obligation to report to the membership in writing, at least quarterly, regarding the activities of the Chapter during that quarter.

### **5.6 Vice President**

The vice president shall be second to the president in their role as the chief executive officer of the Chapter. The vice president shall assist the president in all necessary ways and assume the president's role when the president cannot carry out their duties.

### **5.7 Treasurer**

The treasurer shall be the chief financial officer and the chief accounting officer of the Chapter. The treasurer shall receive all money, keep the amount of the same, and on approval of the board of directors, make all proper disbursements. The treasurer's accounts shall be audited annually by an audit committee elected annually by a majority of the members at the annual meeting of the Chapter.

### **5.8 Secretary**

The secretary shall have possession of the records of the Chapter and of the board of directors. The recording secretary shall keep minutes of all meetings and be responsible for giving notice of meetings as set forth under these Bylaws. The secretary shall oversee all correspondence of the Chapter and have such other duties as the president deems appropriate.

### **5.9 Membership Chair**

The membership chair shall assume all duties relating to membership and membership record keeping. He or she shall also have the responsibility of notifying all candidates for membership of election to membership.

## **Section 6. Resignations, Removals, and Vacancies**

### **6.1 Resignations**

Any member, director, or officer may resign at any time by delivering his or her resignation in writing to the president, the secretary, or the Chapter at its principal office. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

## **6.2 Removals**

Except as otherwise set forth in this section, a member, director, or officer may be removed or suspended with cause by the vote of three-quarters (3/4) of the members present in person at a meeting of members where a quorum exists. Before a member, director or officer may be removed or suspended by the members, the member, director, or officer shall be given at least a seven (7) day notice of the proposed removal or suspension and the reasons, therefore, and an opportunity to be heard at the meeting. Any member, director, or officer who engages in conduct harmful to the interests of the Chapter may be removed or suspended by the directors at any meeting and without providing notice or an opportunity to be heard by such person. Any director who fails to attend three (3) successive meetings of the directors or otherwise neglects his or her duties may be removed by a majority vote of the remaining directors. A member, director, or officer who is removed or suspended by the directors may be reinstated by a vote of three-quarters (3/4) of the members present in person at a meeting of members if a quorum exists.

## **6.3 No Right to Compensation**

No member, director, or officer resigning, and (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Chapter) no member, director, or officer removed shall have any right to any compensation as such member, director, or officer for any period following his resignation or removal, or any right to damages on account of such removal unless in the case of a resignation, the directors, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

## **6.4 Vacancies**

Any vacancy in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by the members or, in the absence of member action to fill a vacancy in the board of directors, by the directors by vote of a majority of the directors then in office. The directors shall elect a successor if any of the offices of the president, vice president, treasurer, secretary, or membership chair becomes vacant between meetings of the members. Each successor shall hold office for the unexpired term and until his successor is chosen and qualified, or in each case until he sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. The members and the directors shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

## **Section 7. General**

### **7.1 Execution of Papers**

Except as the directors may generally or in particular cases authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Chapter shall be signed by the president or by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the Chapter by the president or vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the Chapter in favor of a purchaser or other person relying in good faith on such instrument notwithstanding any inconsistent provisions of the Bylaws, resolutions or votes of the Chapter.

### **7.2 Receipt and Disbursement of Funds**

The board of directors may designate such other officer or officers who, in addition to or instead of the president or treasurer, shall be authorized to receive and receipt for all moneys due and payable to the Chapter from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts therefor. Funds of the Chapter may be deposited in such bank or banks as the president or board of directors may from time to time designate or with such other Chapters, firms, or individuals as the board of directors may from time to time designate.

### **7.3 Communication by Facsimile or Electronic Means**

Written notice or waiver of notice or other communication under these Bylaws may be given by facsimile transmission or other electronic means of written communication.

## **Section 8. Compensation, Conflicts of Interest, and Personal Liability**

### **8.1 Compensation**

Members and directors shall not be compensated for serving as such and shall not be precluded from serving the Chapter in any other capacity and receiving compensation for any such services, provided that the same shall not place any tax exemption obtained by the Chapter at risk.

### **8.2 Conflicts of Interest**

The directors and officers of the Chapter owe a fiduciary duty to the Chapter to act in good faith and in a manner that they reasonably believe to be in the Chapter's best interests. This duty of loyalty requires the Chapter's directors and officers to exercise independent judgment on behalf of the Chapter, placing the Chapter's best interests ahead of personal interests. In

furtherance of this fiduciary responsibility, the Chapter shall have and comply with a conflict of interest policy, provided that such policy shall require directors, officers, and key employees to disclose any personal financial interest in a transaction being considered by the Chapter, and that unless the directors determine that such personal financial interest is immaterial, such director, officer, or key employee shall recuse himself or herself from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable); provided, further, that until such a policy is formally adopted by the directors, this provision shall serve, and with this does serve, as the Conflict of Interest Policy of the Chapter. The Chapter's Conflict of Interest Policy may, for purposes of consideration by independent directors of matters with respect to which a potential conflict of interest is present, vary the quorum and voting requirements specified in these Bylaws.

### **8.3 No Personal Liability**

The members, directors, and officers of the Chapter shall not be liable for any debt, liability, or obligation of the Chapter. All persons, Chapters, or other entities extending credit to, contracting with, or having any claim against the Chapter for the payment of any such contract or claim, or for the payment of any debt, damages, judgment or decree, or of any money that may otherwise become due or payable to them from the Chapter.

## **Section 9. Indemnification of Directors, Officers, and Employees**

The Chapter shall, to the extent legally permissible and consistent with the Chapter's tax-exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former directors and officers and any person who serves or has served, at the Chapter's request, as director, trustee, officer or member of another organization or in a capacity with respect to any employee benefit plan (and the heirs, executors, and administrators of the previous) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees, and the cost of reasonable settlements. However, no such indemnification shall be made concerning matters as to which such Indemnified Person shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Chapter, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

If authorized by the Board of Directors, the Chapter may, to the extent legally permissible and consistent with the Chapter's tax-exempt status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons as specified in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include and are not limited to judgments, fines, penalties, court costs, attorney's fees, and the cost of reasonable settlements. However, no such indemnification shall be made in relation to matters as to which such Agent shall be finally adjudged in any such action, suit, or proceeding not to have acted in good faith in the reasonable belief that their action was in the best interests of the Chapter, or, in the case of a person who serves or has served in a capacity with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such plan.

Indemnification may include payment of reasonable expenses in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of an undertaking by the Indemnified Person or Agent to repay such payment if the Indemnified Person or Agent shall be adjudicated to be not entitled to indemnification hereunder, which undertaking may be accepted regardless of the financial ability of the Indemnified Person or Agent to make repayment.

In the event that a settlement or compromise of such action, suit, or proceeding is effected, indemnification may be had, but only if such settlement or compromise and such indemnification are approved:

- a. by a majority vote of a quorum consisting of disinterested directors;
- b. if such a quorum cannot be obtained, then by a majority vote of a committee of the Board of Directors consisting of all the disinterested directors;
- c. if there are not two or more disinterested directors in office, then by a majority of the directors in office, provided they have obtained a written finding by special independent legal counsel appointed by a majority of the directors to the effect that, based upon a reasonable investigation of the relevant facts as described in such opinion, the person to be indemnified appears to have acted in good faith in the reasonable belief that his or her action was in the best interests of the Chapter (or, to the extent that such matter relates to service with respect to an employee benefit plan, in the best interests of the participants or beneficiaries of such employee benefit plan); or
- d. by a court of competent jurisdiction.

The preceding right of indemnification shall not be exclusive of other rights to which any Indemnified Person or Agent may be entitled as a matter of law. The Chapter's obligation to provide indemnification under these Bylaws shall be offset to the extent of any other source of indemnification or any otherwise applicable insurance coverage maintained by the Chapter or any other person.

### **Section 10. Amendments**

These Bylaws may be amended at any meeting of the members by a vote of not less than two-thirds (2/3) of the members entitled to vote and present, *provided* that the amendment is proposed by the board of directors or that written notice of the proposed amendment has been served on the secretary by at least ten (10) members not less than thirty (30) days before the meeting and that a copy of the amendment has been sent to the members by the secretary at least ten (10) days prior to the meeting. Except with respect to any provision of these Bylaws which by law, or these Bylaws requires action by the members, these Bylaws may also be altered, amended, or repealed at any regular or special meeting of the directors, a notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby. Not later than the time of giving notice of the meeting of members next following the amending or repealing by the directors of any Bylaw, notice thereof stating the substance of such change shall be given to all members. Any Bylaw so altered, amended, or repealed by the directors may be further altered or amended or reinstated by the members in the above manner.

Adopted: \_\_\_\_\_, 20\_\_ [date of formation of Chapter]

### Vision Statement

To be the cybersecurity center for the state of Arkansas, where both active and aspiring IT security professionals can gather to support and learn from one another.

### Mission Statement

To serve our members by providing opportunities for continuous education cross multiple cybersecurity domains.