

**BYLAWS
OF
ISC2 Oregon Chapter**

ISC2 Oregon Chapter

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SECTION 1

Relationship to ISC2

The Organization has entered into a Chapter Affiliation Agreement with ISC2 as of October 13, 2021 (the “Charter”), pursuant to which the Organization is established as a chapter of ISC2 with certain rights and obligations as set forth in the Charter. The activities and affairs of the Organization may not conflict with the Charter or with the Bylaws, or any policy of ISC2 applicable to chapters, each as in effect from time to time. Additionally, the Organization 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 Organization.

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SECTION 2

Name, Purpose, Location, and Fiscal Year

2.1 Name.

The name of the Organization shall be **ISC2 Oregon Chapter**

2.2 Purpose.

The purpose of this Organization shall be to engage in any lawful activities, none of which are for profit, for which corporations may be organized under Chapter 65 of the Oregon Revised Statutes and Section 501(c)(3) of the Internal Revenue Code of 1954 (or their corresponding future statutes). This corporation's primary purpose will be:

- A. To promote an interest in and improve business conditions in the information security field and otherwise support the mission of ISC2 by being an approved chapter of ISC2.
- B. To support cyber, information, software, IT, and infrastructure security professionals by providing them with education, industry information, networking opportunities, and professional development
- C. Public education and awareness of cyber security

2.3 Location.

The principal office of the Organization is:

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5441 S. Macadam Ave #5147

Portland, OR USA 97239

2.4 Fiscal Year.

The fiscal year of the Organization shall end on December 31 in each year unless the directors change the fiscal year by filing a certificate with the Oregon Secretary of State.

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SECTION 3

Members

3.1 Qualification and Election

The voting membership shall consist of individuals actively involved in the information security field. The initial members shall be those people designated in the ISC2 chapter application forms. Thereafter, applicants for voting membership must have active involvement in an aspect of information security work for at least one year, have a current and active ISC2 Certification, and are a member in good standing of ISC2.

At their annual meeting, the voting members may change the criteria for membership, may fix a maximum number of members, and may elect up to the number of members so fixed.

At any special or regular meeting, the voting members may increase the maximum number of voting members and elect new voting members to fill vacancies or otherwise to complete the number so fixed; or they may decrease the number of voting members, but only to eliminate vacancies caused by the death, resignation, removal, or disqualification of one or more voting members. No criteria enacted shall disqualify a voting member in office when the criteria are established.

3.2 Voting Rights

Voting rights in the Organization shall be vested solely in the voting members as described in paragraph 1. Section 3.1. A suspended or ISC2 inactive member is not a member in good standing for the purpose of these Bylaws.

3.3 Classes and Good Standing

The Organization has two classes of membership:

- A. **Voting members** have the right to vote in the selection of chapter directors and officers and the right to attend chapter meetings and events. To be considered a voting member in good standing, the voting member must: (A) meet the requirements of section 3.1, paragraph 1 and *(B) be current in their monetary dues' payments.*

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- B. **Non-voting members** have the right to attend chapter meetings and events. Non-voting members may need to pay a fee to attend meetings and events when specified by the chapter officers.

3.4 Tenure

Each member shall, subject to the provisions herein relating to suspension or removal, maintain membership through the end of the current calendar year.

3.5 Dues

At the formation of the Organization, the membership agreed to waive monetary dues until a later date and amend these bylaws if or when the voting membership agrees to collect dues. When the collection of monetary dues becomes active the following will apply:

The directors shall annually establish the dues requirement necessary to maintain voting membership in the Organization. Any change in the dues shall be ratified by a majority vote of the voting membership at the annual meeting of the voting members or at a special meeting of the voting members called for the purpose of initiating dues. Voting members must pay dues in full by January 15 of each year. Voting members elected during the year shall pay dues within two weeks from the date of notification of acceptance for the current period. No voting member with outstanding dues may vote at any meeting of the organization.

The non-payment of dues for sixty days from the due date shall automatically suspend a voting member. The secretary will send a notice of suspension to such a member. A voting member so suspended may be reinstated at the discretion of the directors.

3.6 Meetings

The Organization shall conduct three forms of meetings:

A. Annual Meeting.

An annual meeting of voting members shall be held for the purpose of electing directors and officers of the Organization and considering any other business properly brought before the members. The annual meeting of voting members shall be held on the date, location and time as determined by the directors. If the annual meeting is not held on such a date, a special meeting in lieu of the annual meeting may be held with the full force and effect of an annual meeting.

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B. Regular Meetings.

Regular meetings of the members may be held at such places within the states of Oregon and Washington in the United States of America and at such times as the board of directors may determine.

C. Special Meetings.

Special meetings of the voting members may be called by the president or the directors, and special meetings shall be called by the secretary or by any other officer, upon written application of voting members representing at least ten percent of the smallest quorum of voting members required for a vote upon any matter at the annual meeting of voting members.

3.7 Notification of Meetings

Except as otherwise required by law, notice of the time and place of each meeting of the voting members shall be conveyed to each voting member at least seven (7) days before the meeting via email to the voting member's email address as it appears in the records of the Organization—AND--Notification of the time and place of each meeting shall also be posted in the media platform selected for the use of the voting membership.

Whenever notification of a meeting is required under any provision of law or these Bylaws, such notification need not be sent to any non-voting member, nor sent to any voting member who sends a written waiver of notification to the secretary. Once a meeting has commenced no protest of lack of notification is valid. Neither such notification nor waiver of notification need specify the purposes of the meeting, unless otherwise required by law or these Bylaws.

3.8 Quorum

At any meeting of the members, 60% of voting members (whether present in person or duly represented by proxy) and entitled to vote on any action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law or by these Bylaws.

If a quorum is not present at the time of the meeting, the meeting may adjourn for a period of not more than ninety days by a simple majority of the votes cast upon the question whether a quorum is present. Furthermore, the meeting may be held as adjourned without further notice.

3.9 Action by Vote.

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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 voting members present in person or voting by proxy shall be necessary and sufficient for the election of directors and officers and a simple majority of votes properly cast by members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws.

3.10 Proxies.

Members may vote by email proxy sent not more than six months before the meeting named, which shall be filed with the recording secretary or other person responsible for recording the proceedings of the meeting.

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SECTION 4

Board of Directors

4.1 Powers

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

4.2 Number, Election and Qualification

The initial board of directors shall be those people listed as having the powers of directors in the Chapter Affiliation Agreement with ISC2. Thereafter, the board of directors shall consist of the chapter officers and two directors duly elected by voting members at the annual meeting; *provided*, that at any special or regular meeting the voting 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 voting member in good standing and eligible under applicable Oregon law.

4.3 Term of Office

Each director shall be elected to serve until the next annual meeting, and until their successor is duly elected and qualified, or if they die, resigns, is removed, disqualified, or is no longer a voting member in good standing. No board member shall be entitled to serve more than three terms consecutively.

4.4 Nominating Committee

At least two months before the annual meeting, the directors shall appoint a committee of three voting members, of which not more than one shall be directors, who shall nominate candidates for vacancies in the board of directors and officers about to occur. The president of the Organization shall be chairperson of the nominating committee but will not be entitled to vote on the selection of candidates.

No voting member shall be appointed to the nominating committee if they have served in that capacity the preceding year, nor shall any voting member of the nominating committee be nominated for any position on the board of directors.

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The nominating committee shall notify the secretary of its nominations in writing at least 30 days before the annual meeting of the Organization. The names of the committee and of the candidates shall be included in the notice calling the annual meeting.

4.5 Additional Nominations

Any voting member of the Organization may in writing nominate an additional candidate or candidates for the board of directors or officers. Notice of such nomination must be received by the secretary at least ten days before the Annual Meeting, and the names of such additional candidates shall be communicated to the voting members by the secretary in writing as soon thereafter as practicable.

4.6 Director's Meetings

A. Annual Meeting

Directors elected at the Annual Meeting and the outgoing directors shall meet immediately following the annual meeting of the voting members.

B. Regular Meetings.

Regular meetings of the directors (at least five per year) may be held at such places or virtually, and at such times as the directors may determine.

C. Special Meetings.

Special meetings of the directors may be held at any time and at 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 sent to each director by email. Whenever notice of a meeting is required, such notice need not be given to any director if a written waiver of notice, executed by the director before or after the meeting, is filed with the secretary. Once a meeting has commenced, no protest of lack of notification is valid. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law or these Bylaws.

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4.8 Quorum.

At any meeting of the directors and subject to Section 8.2 hereof, a simple majority of directors then in office shall constitute a quorum. Any meeting may be adjourned by a simple majority of the votes cast upon the question 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 simple 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. Electronic means, such as email, for voting is permitted. In the case of a tie the Chairperson of the Board shall cast the deciding vote.

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 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 by means of a conference telephone or virtual by means of which all people 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.

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SECTION 5

Officers and Agents.

5.1 Number and Qualifications

The officers of the Organization shall be a president, vice president, treasurer, secretary, events chair, and membership chair. The Organization may also have additional officers, if any, as the directors may appoint. An officer must be in good standing as a voting member of the Organization, have a current and active ISC2 Certification, and is a member in good standing of ISC2.

5.2 Election

The initial officers of the Organization shall be those people listed as having the powers of officers in the Chapter Affiliation Agreement with ISC2. Thereafter, the president, treasurer, secretary, events chair, 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.

5.3 Tenure

The president, vice-president, treasurer, secretary, events chair, and membership chair shall each hold office until the next annual meeting and until their successor is duly elected and qualified, and until they sooner die, resigns, is removed, becomes disqualified, or is no longer a member in good standing. No officer shall be entitled to serve more than three terms consecutively. *If an officer has served three consecutive terms, they may not serve in the same position again, however they may serve as an officer in different position at the discretion of the board of directors.* Each officer shall retain their authority only at the discretion of the board of directors.

5.4 Committees

The directors may elect or appoint one or more committees and may delegate to any such committee any or all their powers *providing* that any committee to which the powers of the directors are delegated shall consist solely of voting members. Unless the directors determine otherwise, 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

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provided in these Bylaws for the directors. The members of any committee shall remain in the office at the discretion of the directors.

5.5 President

The president shall be chief executive officer of the Organization and subject to the control of the directors, shall have general charge and supervision of the affairs of the Organization. The president shall preside at all meetings of the members and shall be chairperson of the board of directors. The president shall have the obligation to report to the membership in writing regarding the activities of the Organization in the last quarter of the fiscal year.

5.6 Vice President

The vice-president shall act in the absence of the president at any event or meeting. The vice-president assumes the role of the president if the president is unable to continue in their official capacity for any reason.

5.7 Treasurer

The treasurer shall be the chief financial officer, the chief accounting officer, **and the chair of the Finance Committee of the Organization.** The treasurer will provide a financial report to the leadership committee at their regular meeting, and the report shall be available to all members to read on the website. The treasurer's accounts shall be audited annually by an audit committee selected by the president to consist of one board member and at least two voting members. **A Finance Committee member may NOT be a member of the audit committee.**

5.8 Secretary

The secretary shall have possession of the records of the Organization and of the board of directors and is the ISC2 liaison. The recording secretary shall keep the minutes of all meetings and be responsible for distributing the minutes to the membership and providing notice of meetings as set forth under these Bylaws. The secretary shall oversee Organizational correspondence and have such other duties as the president deems appropriate.

5.8. Membership Chair

The membership chair shall assume all duties relating to membership and membership record keeping; membership roster, reporting CPEs to the secretary, communications,

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channels, social media, and website maintenance. They shall also have the responsibility of notifying all candidates for membership of election to membership and for onboarding of new members and engagement with the members of the organization.

5.9. Events Chair

The events chair is responsible for developing and scheduling events for the Organization. The chair coordinates with vendors, groups, and entities for content and speakers using virtual and in-person venues. Events shall include membership activities for the purpose of education, training, awareness, social events, and networking.

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SECTION 6

Resignations, Removals and Vacancies.

6.1 Resignations

Any member, director or officer may resign at any time by delivering their resignation in writing to the president, the secretary, or the membership chair. Such resignation shall be effective upon receipt unless specified by the resigning member to take effect 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 of the voting members present in person or voting by proxy at a meeting of members where a quorum exists. Before a member, director or officer may be removed or suspended by the voting members, the voting member, director, or officer shall be given notice at least seven days prior to 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 Organization 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 two successive meetings of the directors or otherwise neglects their 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 of the voting members present in person or voting by proxy 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 Organization), 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

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resignation, the directors, or in the case of a removal, the body acting on the removal, shall in their or its discretion provide compensation.

6.4 Vacancies.

Any vacancy in the voting membership or in the board of directors, including a vacancy resulting from the enlargement of the board, may be filled by voting members or, in the absence of voting member action to fill a vacancy in the board of directors, may be filled by the directors with the vote of a simple majority of directors then in office.

The directors shall elect a successor if any of the offices of president, treasurer, secretary, or membership chair becomes vacant between annual meetings of the voting members. Each successor shall hold office for the unexpired term and until their successor is chosen and qualified, or in each case until they die, resign, is removed, becomes disqualified, or is no longer a member in good standing.

The voting members and the directors shall have and may exercise all their powers even if there is a vacancy on the board of directors.

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SECTION 7

General

7.1 Execution of Papers.

All deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the Organization shall be signed by the president or by the treasurer, except when the directors may authorize the execution in certain cases in another manner.

No officer or board member may enter into any agreement which commits the Organization to any financial obligation of more than \$1000, without approval by vote of the voting membership per sections 3.8 and 3.9, hereof.

7.2 Financial.

- A. A finance committee will advise and assist with the policies, standards, procedures, and operations for the organization's finances.
- B. The Finance Committee shall consist of at least three but not more than four voting members. Committee members may not be currently serving as an officer or a board member. Committee membership is voluntary and is for a one-year term beginning in January of each year.
- C. The Finance Committee shall be responsible for the following.
 - a. Establishing and maintaining a permanent mailing address(s) for the Organization
 - b. Establishing and maintaining the IRS 501(c)(3) status for the Organization
 - c. Establishing a bank account for the Organization
 - d. Reviewing financial reports monthly
 - e. Establishing and maintaining policies, standards, and procedures for the disbursement of funds for the Organization.
- D. The Treasurer shall be responsible for the following.
 - a. Ensuring that all vendors and services are paid in accordance with established terms.
 - b. Filing the annual forms to the IRS to maintain 501(c)(3) status for the Organization
 - c. Reconcile the bank account monthly for the Organization.

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- d. Prepare financial reports monthly for review and publication.
- e. Ensuring financial policies, standards, and procedures are followed.
- E. The treasurer shall use standard cash-basis accounting and bookkeeping practices to maintain records of credits and debits in a cloud hosted application or a secured spreadsheet. The financial records shall be available to the Finance Committee and Organization Officers.
- F. Payables and Receivables – Bank Account
 - a. The bank account shall be with an entity that has multiple physical locations within Oregon.
 - b. The President and Treasurer shall be the only signatories on the bank account. Signatures must be changed whenever there is a rotation of officers.
 - c. The bank account should always contain a prudent reserve of cash. The amount of the reserve shall be established during an annual audit.
 - d. Whenever possible, deposits to the account should be electronic.
 - e. Whenever possible, recurring payments/billing shall be made using ACH.
 - f. Electronic checks are preferable to written checks; however, paper checks are to be written as needed.
 - g. A debit card may need to be issued and used for recurring billing and for online purchases. The treasurer shall be the only person in possession of the debit card.
 - h. Disbursement of any funds shall be at the discretion of the treasurer; however, the following guidelines shall be observed. Under no circumstance shall funds be reimbursed without a written original receipt.

Under \$50	Oral approval by any board member
	Electronic or paper check
\$50-200	Written submittal by requestor
	Written approval by President
	Electronic or paper check
Over \$200	Written submittal by requestor
	Written approval by President and Treasurer
	Electronic or paper check
Recurring Billing	Written approval of leadership team
	ACH or debit card

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- G. The board of directors may designate another 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 Organization from any source whatever, to endorse for deposit checks, drafts, notes, or other negotiable instruments.

7.3 Communication by Email or Electronic Means.

Written notice or waiver of notice or other communication under these Bylaws may be given by email 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 Organization in any other capacity and receiving compensation for any such services, *provided* that the same shall not place any tax exemption obtained by the Organization at risk.

8.2 Conflicts of Interest.

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

In furtherance of this fiduciary responsibility, the Organization shall have and comply with a conflict of interest policy, *provided*, that such policy shall require directors, officers, and key members to disclose any personal financial interest in a transaction being considered by the Organization, and that unless the directors determine that such personal financial interest is immaterial, such director, officer, or key member 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 hereby does serve, as the Conflict of Interest Policy of the Organization.

The Organization'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.

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8.3 No Personal Liability

The members, directors and officers of the Organization shall not be liable for any debt, liability, or obligation incurred by or on behalf of the Organization. This no personal liability clause includes all persons, organizations or other entities extending credit to, contracting with, or having any claim against the Organization for the payment of any such contract or claim, for the payment of any debt, damages, judgment, or decree, or for any money that may otherwise become due or payable to them from the Organization.

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SECTION 9

Amendments

These Bylaws may be amended at any meeting of the voting members by vote of not less than 60% of the members entitled to vote and present or voting by proxy, *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 10% of voting members not less than thirty days before the meeting, and that a copy of the amendment has been sent to the voting members by the secretary prior to the meeting, in accordance with section 3.7

Notification of Meetings, hereof.

These Bylaws may also be altered, amended, or repealed at any regular or special meetings of the directors, the notice of which shall specify the subject matter of the proposed alteration, amendment or repeal or the sections to be affected thereby. Notice stating the substance or details of any amendment or repeal of Bylaws made by directors will be distributed to all members in accordance with section 3.7 **Notification of Meetings**, hereof. Any Bylaw altered, amended, or repealed by the directors may be further altered or amended or reinstated by the voting members in the above manner.

Adopted: October 12, 2021

Revision 1: December 9, 2024 (clarified good standing membership definition, officer roles, and added Events Chair) Changes adopted June 7, 2022

Revision 2: December 12, 2025 added the physical address, clarified the terms of tenure for officers, and details of the finance committee.