

**BYLAWS
OF**
International Information Systems Security Certification Consortium
(ISC)² Alberta Chapter Board

**ARTICLE I
Preamble**

- 1.1 **Name.** The name of the corporation is (ISC)² Alberta Chapter Board (the “Corporation”).
- 1.2 **Bylaws.** The following articles set forth Bylaws of the (ISC)² Alberta Chapter Board.
- 1.3 **Interpretation.** Singular and Plural: words indicating the singular number also include the plural, and vice-versa.
- 1.4 **General Purpose.** The Corporation has been formed under the Alberta *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it. The purpose and object of the Corporation is the following:
- Providing members and Albertans with the resources and leadership to
enhance information security and deliver value to the community.*
- 1.5 **Fiscal Year.** The fiscal year of the Corporation shall end on December 31 in each year.
- 1.5.1 There must be an audit of the books, accounts and records of the Corporation at least once each year. The books, accounts and records of the Secretary and Treasurer shall be audited at least once each year by a duly qualified accountant or by two members of the society elected for that purpose at the Annual Meeting. A complete and proper statement of the standing of the books for the previous year shall be submitted by such auditor at the Annual Meeting.
- 1.6 **Seal of the Corporation.** The Board may adopt a seal as the Seal of the Corporation.
- 1.6.1 The Secretary has control and custody of the seal, unless the Board decides otherwise.
- 1.6.2 The Seal of the Corporation can only be used by Officers authorized by the Board. The Board must pass a motion to name the authorized Officers.

ARTICLE II

Definitions

In these Bylaws, the following words have these meanings:

- 2.1 **Act** means the *Societies Act* R.S.A. 2000, Chapter S-14 as amended, or any statute substituted for it.
- 2.2 **(ISC)² Alberta Chapter** means the (ISC)² Alberta Chapter Board and is comprised of the Branch cities. (ISC)² Alberta Chapter reserves the right to amend.
- 2.3 **Annual General Meeting (AGM)** means the Annual General Meeting described in Article 5.1.
- 2.4 **Board** means the Board of Directors of the Corporation.
- 2.5 **Branch** means individual Alberta city representation that is managed independently under the (ISC)² Alberta Chapter.
- 2.6 **Bylaws** mean the Bylaws of this Corporation as amended.
- 2.7 **Director** means any person elected or appointed to the Board. This includes the President and the immediate Past President.
- 2.8 **Indemnified Person** means its present and former Directors and Officers and any person who serves or has served, at the Corporation's request, as Director, trustee, Officer or Agent unless said person has not fulfilled their fiduciary duty or has been negligent.
- 2.9 **Member** means a Member of the (ISC)² Alberta Chapter. Membership for (ISC)² Alberta Chapter is open to the public and consists of Voting Members and Non-Voting Members as defined in Article 4.1. Membership is obtained by registering via the (ISC)² Alberta Chapter website.
- 2.10 **National (ISC)² Chapter** means the global (ISC)² not-for-profit organization headquartered in the United States within which this Corporation is a chapter.
- 2.11 **Officer** means any Officer listed in Article 7.1.
- 2.12 **Recognized (ISC)² professional designation** means the full list of (ISC)² certifications. The Board reserves the future right to add allowable Professional Designations to Membership Qualifications.
- 2.13 **Registered Office** means the registered office for the Corporation.
- 2.14 **Register of Members** means the register maintained by the Board of Directors containing the names of the Members of the Corporation.

2.15 **Special Meeting** means the Special Meeting described in Article 5.4.

2.16 **Special Resolution** means:

- (a) a resolution passed at the AGM of the membership of this Corporation. There must be twenty-one (21) days notice for this meeting. The notice must state the proposed resolution. There must be approval by a vote of 75% of the voting Members who vote in person;
- (b) a resolution proposed and passed as a Special Resolution at the AGM with less than twenty-one (21) days notice. All the Voting Members eligible to attend and vote at the AGM must agree; or
- (c) a resolution agreed to in writing by all the Voting Members who are eligible to vote on the resolution in person at the AGM.

ARTICLE III

3.1 **Principal Office.** The Board of Directors of the Corporation (the “Board”) shall fix the location of the principal office of the Corporation in the province of Alberta. The Board may, by resolution, change the principal office to another location in the province of Alberta.

3.2 **Branches.** City branches within the province of Alberta will be managed independently from within the (ISC)² Alberta Chapter.

- (ISC)² Alberta Chapter is the official chapter recognized by (ISC)².
- Each branch manager is an official Board of Directors member of the (ISC)² Alberta Chapter.
- Each branch manager is accountable and responsible for ensuring that local city branch complies with (ISC)² Alberta Chapter bylaws and mandate.
- Individual city branches’ stipend and fund provided by the (ISC)² Alberta Chapter. The (ISC)² Alberta Chapter Treasurer must approve expenditures.

ARTICLE IV Membership

4.1 Qualifications and Membership.

- (a) **Voting Members.** Voting Members:
- i. are members in good standing with the National (ISC)² Chapter;
 - ii. are at least eighteen (18) years old;
 - iii. work or reside in the province of Alberta.

All references to “members” in these Bylaws shall be solely to Voting Members.

- (b) **Non-Voting Members.** The Board may in its sole discretion create non-voting memberships. The Corporation may refer to these non-voting members as “member”.

4.2 Voting Rights. Only the Board may vote at Meetings of the Board. A Voting Member is entitled to one (1) vote at any other meeting of the Corporation.

4.3 Classes and Good Standing. A Member is in good standing when:

- (a) the Member has paid membership fees in full to the (ISC)² National chapter; and
- (b) the Member is not suspended as a Member as provided for under Article 4.5.

4.4 Rights of Membership. Any Member in good standing is entitled to:

- (a) receive notice of meetings of the Corporation;
- (b) attend any meeting of the Corporation;
- (c) speak at any meeting of the Corporation; and
- (d) exercise other rights and privileges given to Members in these bylaws.

4.5 Suspension of Membership. The Board may suspend a Member’s membership for not more than three (3) months, for one or more of the following reasons:

- (a) the Member has failed to abide by the Bylaws;
- (b) the Member has been disloyal to the Corporation;
- (c) the Member has disrupted meetings or functions of the Corporation; or
- (d) the Member has done or failed to do anything judged to be harmful to the Corporation.

- 4.6 **Resignation.** Any Member may resign from the (ISC)² Alberta Chapter by sending or delivering a written notice to the Membership Chair. Once received, the Member's name is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.
- 4.7 **Death of a Member.** Membership of a Member is ended upon their death.
- 4.8 **Expulsion.** The (ISC)² Alberta Chapter may, by Special Resolution at a Special Meeting called for such a purpose, expel any Member for any cause, which is deemed sufficient in the interests of the Corporation. This decision is final. On passage of the Special Resolution, the name of the Member is removed from the Register of Members. The Member is considered to have ceased being a Member on the date their name is removed from the Register of Members.
- 4.9 **Tenure.** Each member shall, subject to Articles 4.5 through Articles 4.9, maintain membership for a period of one year or such period of time as corresponds to payment of membership dues to the (ISC)² National Chapter.
- 4.10 **Transmission of Membership.** No right or privilege of any Member is transferable to another person. All rights and privileges cease when the Member resigns, dies, or is expelled from the (ISC)² Alberta Chapter.
- 4.11 **Limitation on the Liability of Members.** No Member is, in their individual capacity, liable for any debt or liability of the (ISC)² Alberta Chapter.

ARTICLE V

Meetings

- 5.1 **Annual General Meeting (AGM).** There shall be held an annual meeting of Members for the purpose of electing Directors and Officers of the Corporation and considering any other business properly brought before the members. The Annual General Meeting of Members shall be held on the date, location and time as determined by the Directors.
- 5.1.1 **AGM Notification.** The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Annual General Meeting. This notice states the place, date and time of the Annual General Meeting, and any business requiring a Special Resolution.
- 5.1.2 **Agenda for the Meeting.** The Annual General Meeting deals with the following matters:
- (a) adopting the agenda;
 - (b) adopting the minutes of the last Annual General Meeting;
 - (c) considering the President's report;
 - (d) reviewing the financial statements setting out the Corporation's income, disbursements, assets and liabilities and the auditor's report;

- (e) appointing the auditors;
 - (f) electing the President;
 - (g) electing the Members of the Board;
 - (h) considering matters specified in the meeting notice;
 - (i) other specific motions that any Members has given notice of before the meeting is called.
- 5.2 **Quorum.** At any meeting of the Members, four (4) Members of the Board (whether present in person or duly represented by proxy) shall constitute a quorum, except where a larger quorum is required by the *Societies Act*. Any meeting may be adjourned to such date or dates not more than ninety days after the first session of the meeting by a majority of the votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 5.3 **Regular Meeting.** The Board holds at least nine (9) meetings each year. Regular meetings of the Members may be held at such places within the province of Alberta, Canada, and at such times as the Board may determine.
- 5.4 **Special Meeting.** A Special Meeting may be called at any time:
- (a) by a resolution of the Board of Directors to that effect; or
 - (b) on the written request of at least five (5) Directors. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at this Special Meeting; or
 - (c) on the written request of at least one- third (1/3) of the Voting Members. The request must state the reason for the Special Meeting and the motions(s) intended to be submitted at such Special Meeting.
- 5.5 **Special Meeting Notification.** The Secretary mails, e-mails or delivers a notice to each Member at least twenty-one (21) days before the Special Meeting. This notice states the place, date and time of the Special Meeting.
- 5.6 **Agenda for Special Meeting.** Only the matter(s) set out in the notice for the Special Meeting are considered at the Special Meeting.
- 5.6.1 **Procedure at the Special Meeting.** Any Special Meeting has the same method of voting and the same quorum requirements as the Annual General Meeting. (refer to Article 5.2.)
- 5.7 **Action by Vote.** When a quorum is present at the Annual General Meeting, a plurality of the votes properly cast by Members present in person or voting by proxy shall be necessary and sufficient for the election of Directors and Officers. Members may vote in

person, via email or vote by proxy at any meeting unless otherwise specified in the *Societies Act* or specifically excluded in subsection 5.7.2 below.

- 5.7.1 A majority of the votes of the Voting Members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution. A unanimous vote is required for resolution issues decided by email.
- 5.7.2 Meetings of the Board are open to Members. Members are only permitted to participate in a discussion when invited to do so by the Board. A majority of the Directors present may ask other Members, or other persons present, to leave. Only the Board are entitled to vote.
- 5.7.3 The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated.
- 5.7.4 The President declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against in the resolution.
- 5.7.5 The President decides any dispute on any vote. The President decides in good faith, and this decision is final.
- 5.8 **Proxies.** Members may vote by written proxy dated 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.

ARTICLE VI

Board of Directors

- 6.1 **Powers.** The Board governs and manages the affairs of the Corporation. The Board has the powers of the Corporation, except as stated in the *Societies Act*. The powers and duties of the Board include:
 - (a) Promoting the objects of the Corporation;
 - (b) Promoting membership in the Corporation;
 - (c) Maintaining and protecting the Corporation's assets and property;
 - (d) Approving an annual budget for the Corporation;
 - (e) Paying all expenses for operating and managing the Corporation;
 - (f) Paying persons for services and protecting persons from debts of the Corporation;
 - (g) Investing any extra monies;

- (h) Financing the operations of the Corporation, and borrowing or raising monies;
- (i) Making policies for managing and operating the Corporation;
- (j) Approving all contracts for the Corporation;
- (k) Maintaining all accounts and financial records of the Corporation;
- (l) Appointing legal counsel as necessary;
- (m) Making policies, rules and regulations for operating the Corporation and using its facilities and assets; and
- (n) Selling, disposing of, or mortgaging any or all of the property of the Corporation.

6.2 Elections and Qualifications. The Board of Directors consists of:

- (a) the President;
- (b) the Secretary;
- (c) the Treasurer;
- (d) the Membership Chair;
- (e) the Communications Director;
- (f) seven (7) Directors-at-large elected at the Annual General Meeting from among the Voting Members; and
- (g) the immediate Past President.

At any Special or Regular Meeting the Members may vote to 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. President of each Branch within the (ISC)² Alberta Chapter automatically becomes a Member of (ISC)² Alberta Chapter Board of Directors provided that they are in good standing.

6.3 Term of Office. Each Director shall be elected to serve for two (2) years 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. Voting Members may re-elect any Director of the Board for a maximum of three (3) consecutive terms. The President can only serve for a maximum of two (2) consecutive terms.

- 6.4 **Resignation, Death or Removal of a Director.** A Director including the President and immediate Past President, may resign from office by giving one (1) month's notice in writing. The resignation takes effect at the end of the month's notice, or on the date the Board accepts the resignation.
- 6.4.1 Voting Members may remove any Director including the President and the immediate Past President, before the end of their term. There must be a majority vote at a Special Meeting called for this purpose.
- 6.4.2 If there is a vacancy on the Board, the remaining Directors may appoint a Member in good standing to fill that vacancy for the remainder of the term. This does not apply to the position of immediate Past President. This position remains vacant until the next AGM.
- 6.5 **Presence Through Communications Equipment.** Members of the Board of Directors may participate in a meeting of such board by means of a conference telephone or similar communications equipment by means of 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.

ARTICLE VII Officers and Agents

- 7.1 **Officers.** The Officers of the Corporation are the President, Treasurer, Secretary, and Membership Chair. An Officer must be in good standing as a Member of the Corporation and as a Member of (ISC)² National Chapter.
- 7.2 **Election.** The initial Officers of the Corporation shall be those persons listed as having the powers of Officers in these bylaws. Thereafter, the President, Treasurer, Secretary, and Membership Chair shall be elected at the Annual General Meeting of Members. All Executive Committee members are required to hold a recognized (ISC)² professional designation. Other Officers, if any, may be elected by the Members at any duly called meeting. Agents shall be selected by the Directors.
- 7.3 **Tenure.** The President, Treasurer, Secretary, and Membership Chair hold office for two (2) years and until re-elected or until a successor is duly elected. No President shall be entitled to serve more than two (2) terms.
- 7.4 **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 powers of the Directors 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.
- 7.4.1 **Executive Committee.** The Executive Committee:
- (a) Consists of the President, Secretary, Treasurer, and Membership Chair.
 - (b) Is responsible for;
 - planning agendas for Board meetings;
 - carrying out emergency and unusual business between Board meetings;
 - reporting to the Board on actions taken between Board meetings;
 - carrying out other duties as assigned by the Board.
 - (c) All Officers may agree to and sign a resolution. It is not necessary to give notice or call a meeting of the Executive Committee. The date on the resolution is the date it is passed.
 - (d) A meeting of the Executive Committee may be held by conference call. Officers how participate in this call are considered present for the meeting.
- 7.4.2 **Finance Committee.** The Finance Committee:
- (a) Consists of the Treasurer, who is the Chairperson, and at least one (1) other Member appointed by the Board;
 - (b) Is responsible for;
 - recommending budget policies to the Board;

- investigating and making recommendations to the Board for acquiring funds and property;
- recommending policies on disbursing and investing funds to the Board;
- establishing policies for Board and committee expenditures;
- arranging the annual audit of the books;
- reporting on the year's activities at the Annual General Meeting; and
- carrying out other duties assigned by the Board.

7.4.3 **Nominating Committee.** The Nominating Committee:

- (c) Consists of the immediate Past President, who chairs the committee, and two (2) other Members appointed by the Board;
- (d) Is responsible for;
 - preparing a slate of nominees for the President's position;
 - preparing a slate of nominees for each vacant Director position;
 - orienting new board members; and
 - presenting its recommendations to the Annual General Meeting.

7.5 **President.** The President:

- Supervises the affairs of the Board,
- When present, chairs all meetings of the Corporation, the Board and the Executive Committee;
- Is an *ex officio* member of all Committees, except the Nominating Committee;
- Acts as the spokesperson for the Corporation;
- Carries out other duties assigned by the Board; and
- Acts as an authorized signing authority on behalf of the Corporation for financial transactions and contracts.

7.6 **Treasurer.** The Treasurer:

- Acts as an authorized signing authority on behalf of the Corporation for financial transactions and contracts;
- Ensures all monies paid to the Corporation are deposited in a chartered bank, treasury branch, or trust company chosen by the Board;
- Ensures a detailed account of revenues and expenditures is presented to the Board as requested;
- Ensures an audited statement on the financial position of the Corporation is prepared and presented to the Annual General Meeting;
- Chairs the Finance Committee of the Board;
- Is a member of the Executive Committee; and
- Carries out other duties assigned by the Board.

7.7 **Secretary.** The Secretary:

- Attends all meetings of the Corporation, the Board and the Executive Committee;
- Keeps accurate minutes of these meetings;
- Keeps the original Minute Books at the registered office of the Corporation;
- Has charge of the Board's correspondence;
- Ensures all notices of various meetings are sent;
- Files the annual return, changes in the Directors of the organization, amendments in the bylaws and other incorporating documents with the Corporate Registry; and
- Carries out other duties assigned by the Board.

7.8 **Membership Chair.** The Membership Chair:

- Ensures a record of names and addresses of all Members of the Corporation are stored in the Member Registry.
- Has the responsibility of notifying all candidates for membership of election to membership.

7.9 **Past President.** The Past President:

- Chairs the nominating committee; and
- Carries out other duties assigned by the Board.

7.10 All contracts of the Corporation must be signed by the Officers or other persons authorized to do so by resolution of the Board.

ARTICLE VIII **Auditor**

8.1 **Appointment.** The members shall, at each annual meeting, appoint an auditor to audit the accounts of the Corporation. The auditor shall hold office until the next annual meeting. The auditor shall report to the members at the next annual meeting on the results of their audit of the financial statements presented for consideration of the members and on any other matters required by the *Alberta Societies Act*. The directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the members or by the board of directors, if they are authorized to do so by the members.

No person shall be appointed as auditor who is a director, officer or employee of the Corporation or who is a business partner, employer or employee of any such director, officer or employee or who is a member of the immediate family of any of these.

8.2 **Removal.** The members, by a resolution passed by at least two-thirds (2/3) of the members present in person at a meeting duly called for the purpose may remove any auditor of the Corporation before the expiration of such auditor's term of office and shall, by a majority of votes cast at such meeting, appoint another auditor for the remainder of the term.

ARTICLE IX
Finance and Management Matters

9.1 The Keeping and Inspection of the Books and Records of the Corporation:

- (a) The Board keeps and files all necessary books and records of the Corporation as required by the Bylaws, the *Societies Act*, or any other statute or laws.
- (b) A Member wishing to inspect the books or records of the Corporation must give reasonable notice to the President or the Secretary of the Corporation of his intention to do so.
- (c) Unless otherwise permitted by the Board, such inspection will take place only at the Registered Office, or other regular business premises operated by the Corporation, during normal business hours.
- (d) All financial records of the Corporation are open for such inspection by the Members, during normal business hours and with reasonable notice.
- (e) Other records of the Corporation are also open for inspection, except for records that the Board designates as confidential. Reasonable notice must be provided.

9.2 Borrowing Powers. The Corporation may borrow or raise funds to meet its objects and operations. The Board decides the amounts and ways to raise money, including giving or granting security.

ARTICLE X
Compensation, Conflicts of Interest and Personal Liability

10.1 Compensation. Members and Directors shall not be compensated for serving the Corporation.

10.2 Conflicts of Interest. The Directors and Officers of the Corporation owe a fiduciary duty to the Corporation to act in good faith and in a manner that they reasonably believe to be in the Corporation's best interests. This duty of loyalty requires the Corporation's Directors and Officers to exercise independent judgment on behalf of the Corporation, placing the Corporation's best interests ahead of personal interests.

10.3 No Personal Liability. The present and former Members, Directors and Officers of the Corporation shall not be liable for any debt, liability or obligation of the Corporation.

ARTICLE XI
Indemnification of Directors, Officers and Employees

- 11.1 **Indemnification.** The Corporation shall indemnify each of its present and former Directors and Officers and any person who serves or has served, at the Corporation's request, as Director, trustee, Officer or Agent (“Indemnified Person”) unless said person has not fulfilled their fiduciary duty or has been negligent.

The foregoing 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 Corporation’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 Corporation or any other person.

ARTICLE XII
Amendments

- 12.1 These Bylaws may be cancelled, altered or supplemented by a Special Resolution at any Annual General or Special Meeting of the Corporation.
- 12.2 The twenty-one (21) days notice of the Annual General or Special Meeting of the Corporation must include details of the proposed resolution to change the Bylaws.
- 12.3 The amended Bylaws take affect after approval of the Special Resolution at the Annual General Meeting or Special Meeting and accepted by the Corporate Registry of Alberta.

ARTICLE XIII
Distributing Assets and Dissolving the Corporation

- 13.1 The Corporation does not pay any dividends or distribute its property among its Members.
- 13.2 If the Corporation is dissolved, any funds or assets remaining after paying all the debts are to be paid to a non-profit organization with objects that has objects similar to those of the (ISC)² Alberta Chapter.
- 13.3 Members are to select the organization to receive the assets by Special Resolution. In no event do any Members receive any assets of the Corporation.