

Bylaws of the (ISC)2 Montreal Chapter

SECTION 1.

Relationship to (ISC)2

The association has entered into a Chapter Affiliation Agreement with (ISC)2 as of May 1, 2020 (the "Charter"), pursuant to which the association is established as a chapter of (ISC)2 with certain rights and obligations as set forth in the Charter. The activities and affairs of the association may not conflict with the Charter or with the Bylaws, Articles of Organization or any policy of (ISC)2 applicable to chapters, each as in effect from time to time.

Notwithstanding the foregoing, the association 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 association.

SECTION 2.

Name, Purpose, Location, Registration Status and Fiscal Year.

2.1. **Name.** The name of the association shall be (ISC)2 Montreal Chapter, herein referred to as the "Chapter".

2.2. **Purpose.** The purpose of this association shall be, as set forth in this bylaw and the (ISC)2 Charter, to be an approved chapter of (ISC)2 and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)2. In furtherance of such purpose, the association shall carry out activities appropriate to its legal and tax status and in compliance with the Chapter Affiliation Agreement with (ISC)2.

2.3 **Location.** The principal office of the association is in the Greater Montreal Area, Quebec, Canada.

2.4 **Registration Status.** Unless required, the association will not be registered as a corporation or a non-profit organisation. Should the need arise or the legal requirements change, the officers of the chapter will take the appropriate steps to change the legal registration status of the chapter. The officers shall annually evaluate the need to change the registration status and the content of these bylaws. Furthermore, they shall communicate the decision on the annual meeting to the members.

2.5 **Fiscal Year.** The fiscal year of the association shall end on December 31st in each year.

SECTION 3.

Members

3.1. **Membership** The chapter shall have the following groups of membership.

3.1.1 **General Membership.** General membership shall be open to anyone with an interest in information security regardless of their affiliation with (ISC)2. With the exception of voting rights, which is limited to

members who hold an (ISC)2 designation in good standing, the general members hold equal rights and responsibilities.

3.1.2. Academic Membership. Students who are registered full-time at a secondary or post-secondary institution are eligible to become Academic Members of the Chapter. Academic Members pay no annual membership fee and have no voting rights. They may attend chapter activities upon invitation by the officers.

3.1.3. Non-Members. Non-members ("Guests") may attend Chapter activities designated by the officers. Although Guests will be allowed at these activities, Chapter Members will always receive preferred access and pricing to Chapters activities.

3.2. Voting Rights. Voting rights in the association shall be vested solely by voting members (general members who hold an (ISC)2 designation) in good standing. A suspended member is not a member in good standing for purposes of these Bylaws.

3.3. Tenure. Each member shall, subject to the provisions herein relating to suspension or removal, maintain membership for a period of one year or such period of time as corresponds to payment of membership dues, if different.

3.4. Dues. The officers shall annually establish the dues requirement necessary to maintain membership in the association. Any change in the dues shall be ratified by a majority vote of the members present at the annual meeting. Dues shall be payable in full on February first of each year. No general member whose dues have not been paid may attend or vote at any activities of the association.

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 officers upon receipt of his or her application and payment of dues owed.

3.5 Sponsorship and Other Forms of Support. The chapter may accept any gifts or donation that will facilitate the operations of the chapter. The officers may direct such resources toward chapter operations as they deem appropriate. The treasurer shall keep record of all monetary forms of support.

3.6. Annual Meeting. There shall be held an annual meeting of members for the purpose of electing officers of the association and considering 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 officers. In the event that 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.

3.7. Regular Meetings. Regular meetings of the members may be held at such places within the Greater Montreal Area and at such times as the officers may determine.

3.8. Special Meetings. Special meetings of the members may be called by the president or the officers, and 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 total membership.

3.9. Notice. Except as otherwise required by law, notice of the time and place of each meeting of the members shall be given to each member by electronic communication (email, web page, ...) at least forty-eight (48) hours before the meeting.

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

3.11. **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 or voting by proxy shall be necessary and sufficient for the election of officers and a majority of the 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.

3.12. **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.

3.13. **Voting Members Out.** Should the behavior of a member be deemed to be disruptive or detrimental to the Chapter, the officers may, at their sole discretion, vote by majority rule to vote this member out of the Chapter for a period of time also at its sole discretion including and up to a lifetime ban. Any balance owing on membership fees will be refunded to said member. Members do not have to have been voted into the Chapter in order to be voted out of the Chapter.

SECTION 4 Board of Directors

This section is here as a placeholder should the chapter be registered at a future stage. In the current state the officers act as the directors (“Governing Board”) and the term officer shall be used interchangeably with the term director. In the event the chapter is registered, the section will be filled by the officers including details on the following aspects of the directors:

- Powers
- Number, Election and Qualification
- Term of Office
- Nominating Committee
- Additional Nominations
- Annual Meeting, Regular Meetings
- Special Meetings
- Notice of Meetings
- Quorum
- Action by Vote
- Action by Writing
- Presence Through Communications Equipment

SECTION 5. Officers and Agents.

5.1. **Number and Qualification.** The officers of the chapter shall be a president, a vice president, treasurer, secretary, membership chair. Other officers as events chair, community outreach chair, media and communications chair and others are appointment by the officers if needed. Collectively, the officers of the association comprise the Executive Committee. The association may also have such agents, if any, as the officers may appoint. An officer must be in good standing as a member of the association and as a member of (ISC)2.

5.2. **Election.** 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. Agents shall be selected by the officers.

To be eligible for the president or vice president role, the candidate must have served in the board of officers or was a volunteer for at least one year supporting the chapter operations.

5.3. **Nominating Committee.** At least two months before the annual meeting, the officers shall appoint a committee of five regular members, of which not more than two shall be current officers, which shall nominate candidates for vacancies in the board of officers about to occur. The president of the chapter shall act as chairman of the nominating committee. The nominating committee shall notify the secretary of its nominations in writing at least 30 days before the annual meeting of the chapter. The names of the committee and of the candidates shall be included in the notice calling the annual meeting. A candidate can only be nominated for one role per election cycle.

5.4. **Additional Nominations.** 20% or more of the members of the chapter may in writing nominate an additional candidate or candidates for the officer roles. Notice of such nomination must be received by the secretary at least fourteen days before the Annual Meeting, and the names of such additional candidates shall be communicated to the members by the secretary.

5.5. **Tenure.** Any officer shall hold office for two years and can be re-elected two more times (max 3 consecutive terms in the same role but can be elected for another role). The officer shall hold the office 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. Each agent shall retain his or her authority only at the pleasure of the officers.

5.6. **Succession.** Officers must take steps to ensure the experience and knowledge of their positions are effectively transferred to their successors by establishing and maintaining templates, best practices, contact lists and any other ways and means to facilitate succession.

5.7. **Committees.** The officers 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 officers are delegated shall consist of at least one officer and a number of designated agents as needed. Unless the officers otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws. The members of any committee shall remain in office at the pleasure of the officers.

5.8 **Action by Consensus.** The officers shall conduct the affairs of the chapter by consensus among themselves. In the event that a consensus cannot be achieved, the matter in question shall be resolved by majority vote of the officers. Furthermore, in the event of a draw the president shall solely decide on the matter.

5.9. **President.** The president shall be chief executive officer of the chapter and, shall have general charge and supervision of the affairs of the chapter. The president may preside at all meetings of the members. The president shall have the obligation to report to the membership once a year regarding the activities of the chapter during that time.5.10. **Vice President.** The vice president supports the president in all affairs of the chapter and acts as the president if the president is not available.

5.11. **Treasurer.** The treasurer shall be the chief financial officer and the chief accounting officer of the chapter. The treasurer shall receive all money, keep amount of the same, and on approval of the president or vice-president make all proper disbursements.

5.12. **Secretary.** The secretary shall have possession of the records of the chapter. 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 be in charge of all correspondence of the chapter and have such other duties as the president/vice-president deem appropriate.

5.13. **Membership Chair.** The membership chair shall be accountable for all activities involving the recruitment and maintenance of the active membership. The membership chair shall maintain and protect all information about the membership and ensure that all members' dues are current. He or she shall manage the welcoming of new members and the retirement, resignation or removal of members.

5.14. **Past President.** The immediate Past President shall serve in an advisory capacity to the elected officers and may perform other duties as requested. This position will assist with continuity of visions and strategies of the chapter. The Past President does not count as an officer.

SECTION 6. Resignations, Removals and Vacancies.

6.1. **Resignations.** Any officer or designated agents may resign at any time by delivering his or her resignation in writing to the president, vice-president or the secretary. Such resignation shall be effective upon receipt unless specified to be effective at some later time. Any other member can terminate their membership by notifying the membership chair.

6.2. **Removals.** Except as otherwise set forth in this section, a member or officer may be removed or suspended with cause by the vote of three-quarters of the members present in person or voting by proxy at a meeting of members, where at least two thirds of all members are represented. Before a member or officer may be removed or suspended by the members, the member or officer shall be given at least seven days notice of the proposed removal or suspension and the reasons therefore and an opportunity to be heard at the meeting. Any member or officer who engages in conduct harmful to the interests of the chapter may be removed or suspended by the officers at any time and without providing notice or an opportunity to be heard by such person. Any officer who fails to attend three successive meetings of the officers, or otherwise neglects his or her duties may be removed by a majority vote of the remaining officers. A member or officer who is removed or suspended may be reinstated by a vote of three-quarters of the members present in person or voting by proxy at a meeting of members, where at least two thirds of all members are represented.

6.3. **No Right to Compensation.** No member 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 or officer removed, shall have any right to any compensation as such member or officer for any period following his/her resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the officers, 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.** The officers shall appoint an interim successor if any of the offices of president, vice president, treasurer, secretary or membership chair becomes vacant between annual meetings of the members. Each such successor shall hold office until the next annual meeting when the 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 officers 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 officers 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 association shall be signed by the president/vice president and by the treasurer. Any recordable instrument purporting to affect an interest in real estate, executed in the name of the association by the president or a vice president and the treasurer or an assistant treasurer, who may be one and the same person, shall be binding on the association 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 association.

7.2. **Receipt and Disbursement of Funds.** The president, vice president or treasurer shall be authorized to receive and receipt for all moneys due and payable to the association 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 association may be deposited in such bank or banks as the chapter's officers may from time to time designate or with such other corporations, firms, or individuals as the chapter's officers 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 officers shall not be compensated for serving as such, and shall not be precluded from serving the association in any other capacity and receiving compensation for any such services; *provided*, that the same shall not place any tax exemption obtained by the association at risk.

8.2. **Conflicts of Interest.** The officers of the association owe a fiduciary duty to the association to act in good faith and in a manner that they reasonably believe to be in the association's best interests. This duty of loyalty requires the association's officers to exercise independent judgment on behalf of the association, placing the association's best interests ahead of personal interests. In furtherance of this fiduciary responsibility, the association shall have and comply with a conflict of interest policy, *provided*, that such policy shall require officers, and key employees to disclose any personal financial interest in a transaction being considered by the association, and that unless the officers determine that such personal financial interest is immaterial, such 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 officers, this provision shall serve, and hereby does serve, as the Conflict of Interest Policy of the association. The association's Conflict of Interest Policy may, for purposes of consideration by independent officers 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 and officers of the association shall not be liable for any debt, liability or obligation of the association. All persons, corporations or other entities extending credit to, contracting with, or having any claim against, the association 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 association shall look only to the funds and property of the association for payment of any such contract or claim or for the payment of any debt, damage, judgment or decree, or of

any money that may otherwise become due and payable to them from the association, so that neither a member nor officers, present or future, shall be personally liable therefore.

SECTION 9. Indemnification of Officers and Employees

The association shall to the extent legally permissible and consistent with the applicable tax laws of Quebec, indemnify each of its present and former officers and any person who serves or has served, at the association'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 foregoing) (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 in relation to 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 association, 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 officers, the association may to the extent legally permissible and consistent with the association's tax status and other laws applicable to the association in Quebec, 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 defined 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 and 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 his or her action was in the best interests of the association, 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 committee of the Executive Committee consisting of all the disinterested officers; or
- b. by a court of competent jurisdiction

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 association'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 association or any other person.

SECTION 10. Amendments.

Except if required otherwise by law, the majority of the officers may at any time amend, change, or correct the content of these bylaws. The general membership will be advised of any changes to the bylaws through electronic communication channels and on the annual meeting.

Should the membership feel that these bylaws should be amended, changed, or corrected a request in writing bearing the signature of at least 20 members in good standing should be made to the secretary. The secretary in turn will share this with the rest of the officers who will evaluate and address as appropriate.

Adopted: 01 May, 2020