

**BYLAWS
OF
INFORMATION SYSTEMS SECURITY ASSOCIATION, INC. - LOS ANGELES CHAPTER**

a California nonprofit public benefit corporation

ARTICLE I NAME

The name of this corporation is:

INFORMATION SYSTEMS SECURITY ASSOCIATION, INC. - LOS ANGELES CHAPTER

ARTICLE II OFFICES

Section 2.1. Principal Office

The principal office for the transaction of the activities and affairs of this corporation ("principal office") is located at PO Box 494, Culver City, Ca 90232. The Board of Directors (the "Board") may change the principal office from one location to another. Any change of location of the principal office shall be noted by the Secretary on these Bylaws opposite this section, or this section may be amended to state the new location.

Section 2.2. Other Offices

The Board may at any time establish branch or subordinate offices at any place or places where the corporation is qualified to conduct its activities.

ARTICLE III PURPOSES

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable and public purposes. This corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law). Notwithstanding any other provision of these Bylaws, this corporation shall not, except to an insubstantial degree, carry on or engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any further United States Internal Revenue Law), or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Law). Without limiting the generality of the foregoing, the specific purposes of this corporation shall include all of the following:

- (a) Facilitate classes and talks pertaining to information security
- (b) Facilitate the open exchange of ideas and knowledge sharing

- (c) Outreach to K-12 schools, colleges, and universities to include information security in their curriculum
- (d) Support students studying information systems to join the information security community and assist them with career and internship opportunities
- (e) Donate to military personnel transitioning to civilian life that are interested in information security
- (f) Promote diversity initiatives to help minorities progress in the information security workforce to increase the number of skilled cybersecurity professionals helping to keep our nation secure
- (g) Collaborate with other not-for-profit organizations and foundations

ARTICLE IV MEMBERS

Section 4.1. Membership

- (a) **Voting Members.** The voting members shall be entitled to vote, as set forth in these Bylaws, on the election of Directors. In addition, members shall have all rights afforded members under the California Nonprofit Corporations Law.

Section 4.2. Dues, Fees, or Assessments

Members shall be required to pay annual dues to ISSA in an amount determined from time to time by ISSA International Association and resolution of the ISSA-LA Board of Directors. ISSA will send ISSA-LA the portion of the dues paid for the local chapter membership.

Section 4.3. Members in Good Standing

Those members who have not resigned and who have not been suspended or expelled shall be deemed members in good standing.

Section 4.4. Termination and Suspension of Membership

- (a) **Termination of Membership.** A membership shall terminate on occurrence of any of the following events:
 1. Resignation of the member may be made on reasonable notice to the corporation, in writing to the Secretary and shall be accepted only upon majority vote of the Board of Directors present at any meeting;
 2. Expiration of the period of membership
 3. Occurrence of any event that renders the member ineligible for membership, or failure to satisfy membership qualifications; or
 4. Expulsion of the member pursuant to Section 4.4(c) of these Bylaws based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation, or has engaged in conduct materially and seriously prejudicial to the corporation's purposes and interests.

- (b) Suspension of Membership. A member may be suspended, under Section 4.4(c) of these Bylaws, based on the good faith determination by the Board, or a committee or person authorized by the Board to make such a determination, that the member has failed in a material and serious degree to observe the rules of conduct of the corporation or has engaged in conduct materially and seriously prejudicial to the purposes and interests of the corporation. A person whose membership is suspended shall not be a member during the period of suspension.
- (c) Procedure for Expulsion or Suspension of Membership. If grounds appear to exist for expelling or suspending a member under Sections 4.4(a)(iv) or 4.4(b), the procedure set forth below shall be followed:
1. The Board shall give the member at least fifteen (15) days' prior notice of the proposed expulsion or suspension and the reasons for the proposed expulsion or suspension. Notice shall be given by any method reasonably calculated to provide actual notice. Notice given by mail shall be sent by first-class or registered mail to the member's last address as shown on the records of the corporation.
 2. The member shall be given an opportunity to be heard, either orally or in writing, at least five (5) days before the effective date of the proposed expulsion or suspension. The hearing shall be held, or the written statement considered, by the Board or by a committee or person authorized by the Board to determine whether the expulsion or suspension should take place.
 3. The Board, committee, or person shall decide whether or not the member should be suspended, expelled, or sanctioned in some other way. The decision of the Board, committee, or person shall be final pending any potential appeal.
 4. Any action challenging a suspension or expulsion of membership, including a claim alleging defective notice, must be commenced within one year after the date of the suspension or expulsion.

Section 4.5. Transfer Of Memberships

A membership is not transferable.

Section 4.6. Meetings of Members

- (a) Place of Meetings.
1. Location of Meetings. Meetings of the members shall be held electronically or at any place within or outside California designated by the Board. The Board may authorize members who are not present in person to participate by telephone, electronic transmission or electronic video communication.
 2. Authority for Electronic Meetings. If authorized by the Board in its sole discretion, and subject to the requirements of consent in Corporations Code section 20(b) and guidelines and procedures the Board may adopt, members not physically present in person (or, if proxies are allowed, by proxy) at a meeting of members may, by electronic transmission by and to the corporation or by electronic video screen communication, participate in a meeting of members, be deemed present in person (or, if proxies are allowed, by proxy), and vote at a meeting of members whether that meeting is to be held at a designated place or in whole or in part by means of electronic transmission by

and to the corporation or by electronic video screen communication, subject to the requirements of these Bylaws.

3. Requirements for Electronic Meetings. A meeting of the members may be conducted, in whole or in part, by electronic transmission by and to the corporation or by electronic video screen communication (1) if the corporation implements reasonable measures to provide members in person (or, if proxies are allowed, by proxy) a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to read or hear the proceedings of the meeting substantially concurrently with those proceedings, and (2) if any members votes or takes other action at the meeting by means of electronic transmission to the corporation or electronic video screen communication, a record of that vote or action is maintained by the corporation.
- (b) Special Meetings. A special meeting of the members may be called for any lawful purpose at any time by the Board, the President or by five percent (5%) or more of the members. A special meeting called by any person entitled to call a special meeting shall be called by written request, specifying the general nature of the business proposed to be transacted, and addressed to the attention of and submitted to the President, Vice President or the Secretary of the corporation. The officer receiving the request shall cause notice to be given promptly to all members entitled to vote, in accordance with Section 4.6(c) of these Bylaws, stating that a meeting will be held at a specified time and date fixed by the Board, provided, however, that the meeting date shall be at least thirty-five (35) but not more than ninety (90) days after receipt of the request. If the notice is not given within twenty (20) days after the request is received, the person or persons requesting the meeting may give the notice. Nothing in this section shall be construed as limiting, fixing, or affecting the time at which a meeting of members may be held when the meeting is called by the Board. No business, other than the business the general nature of which was set forth in the notice of the meeting, may be transacted at a special meeting.
- (c) Notice Requirements for Members' Meetings.
1. General Notice Requirements. Whenever members are required or permitted to take any action at a meeting, an electronic notice of the meeting shall be given, in accordance with Section 4.6(c) of these Bylaws, to each member entitled to vote at the meeting. The notice shall specify the place, date, and hour of the meeting, and the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in the meeting. For a special meeting, the notice shall state the general nature of the business to be transacted and shall state that no other business may be transacted. The notice of any meeting at which Directors are to be elected or written ballots distributed for the election of Directors shall include the names of all persons who are nominees when the notice or the ballot is given.
 2. Manner of Giving Notice. Notice of any meeting of voting members shall be in writing and shall be given at least ten (10) days but not more than ninety (90) days before the meeting date. The notice shall be given either personally, by electronic transmission by the corporation in accordance with section 4.6(d)(iv) below, or by first-class, registered, or certified mail, or by other means of written communication, charges prepaid, and

shall be addressed to each member entitled to vote, at the address given by the member to the corporation for purposes of notice. If no address appears on the books of the corporation and no address has been so given, notice shall be deemed to have been given if either (1) notice is sent to that member by first-class mail or telegraphic or other written communication delivered to the principal office of the corporation or, (2) notice is published at least once in a newspaper of general circulation in the county in which the principal office is located.

3. Electronic Notice. Notice given by electronic transmission by the corporation shall be valid only if:
 - (1) Delivered by (a) facsimile telecommunication or electronic mail when directed to the facsimile number or electronic mail address, respectively, for that recipient on record with the corporation; (b) posting on an electronic message board or network that the corporation has designated for those communications, together with a separate notice to the recipient of the posting, which transmission shall be validly delivered on the later of the posting or delivery of the separate notice of it; or (c) other means of electronic communication;
 - (2) To a recipient who has provided an unrevoked consent to the use of those means of transmission for communications; and
 - (3) That creates a record that is capable of retention, retrieval, and review, and that may thereafter be rendered into clearly legible tangible form.
 - (4) Notice shall not be given by electronic transmission by the corporation after either of the following: (a) the corporation is unable to deliver two consecutive notices to the member by that means or (b) the inability so to deliver the notices to the member becomes known to the secretary, any assistant secretary, or any other person responsible for the giving of the notice.
4. Affidavit of Mailing Notice. An affidavit of the mailing of any notice of any members' meeting, or of the giving of such notice by other means, may be executed by the Secretary, assistant Secretary, or any transfer agent of the corporation, and if so executed, shall be filed and maintained in the minute book of the corporation.

(d) Quorum.

1. Number Required. One-third (1/3) of the voting members, present in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of members. If, however, the attendance at any meeting, whether in person or by proxy, is less than one-third (1/3) of the voting power, the members may vote only on matters as to which notice of their general nature was given in advance to the members by written notice pursuant to section 4.6(d)(ii) of these Bylaws.
2. Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjourned, even if enough members have withdrawn to leave less than a quorum, if any action taken (other than adjournment) is approved by at least a majority of the members required to constitute a quorum.
3. Adjournment and Notice of Adjourned Meetings. Any members' meeting, whether or not a quorum is present, may be adjourned from time to time by a vote of the majority of the members represented at the meeting, either in person or by proxy. No meeting

may be adjourned for more than forty-five (45) days. When a members' meeting is adjourned to another time or place, notice need not be given of the adjourned meeting if the time and place to which the meeting is adjourned are announced at the meeting at which adjournment is taken. If after adjournment a new record date is fixed for notice or voting, a notice of the adjourned meeting shall be given to each member who, on the record date for notice of the meeting, is entitled to vote at the meeting. At the adjourned meeting, the corporation may transact any business that might have been transacted at the original meeting.

(e) Voting.

1. Eligibility to Vote. Subject to the provision of the California Nonprofit Corporation Law, the only persons entitled to vote shall be voting members who are in good standing as of the record date determined pursuant to Section 4.8 of these Bylaws.
2. Manner of Casting Votes. Voting may be by written or electronic ballot.
3. Number of Votes. Each member entitled to vote shall be entitled to cast one vote on each matter submitted to a vote of the members. Cumulative voting shall not be permitted.
4. Approval by Majority Vote. If a quorum is present, the affirmative vote of a majority of the voting power represented at the meeting, entitled to vote and voting on any matter, shall be deemed the act of the members unless the vote of a greater number, or voting by classes, is required by the California Nonprofit Corporation Law or by the Articles of Incorporation.

(f) Waiver of Notice or Consent by Absent Members.

1. Written Waiver or Consent. The transactions of any meeting of members, however called or noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice, if (1) a quorum is present either in person or by proxy, and (2) either before or after the meeting, each member entitled to vote, not present in person or by proxy, signs a written waiver of notice, a consent to the holding of the meeting, or an approval of the minutes of the meeting. The waiver of notice, consent, or approval need not specify either the business to be transacted or the purpose of any meeting of members, except that if action is taken or proposed to be taken for approval of any of those matters specified in Section 4.6(d)(ii) of these Bylaws, then the waiver of notice, consent, or approval shall state the general nature of the proposal. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.
2. Waiver by Attendance. A member's attendance at a meeting shall also constitute a waiver of notice of and presence at that meeting, unless the member objects at the beginning of the meeting to the transaction of any business because the meeting was not lawfully called or convened. Also, attendance at a meeting is not a waiver of any right to object to the consideration of matters required to be included in the notice of the meeting but not so included, if that objection is expressly made at the meeting.

Section 4.7. Action Without a Meeting

- (a) Action by Unanimous Written Consent. Any action required or permitted to be taken by the members may be taken without a meeting, if all members consent in writing to the action. The written consent or consents shall be filed in the corporate minute book. Any actions taken by written consent shall have the same force and effect as the unanimous vote of the members.
- (b) Action by Written Ballot Without a Meeting. Any action that may be taken at any meeting of members may be taken without a meeting by written ballot complying with Sections 4.7(b)(i) and (ii) of these Bylaws.
 - 1. Solicitation of Written Ballots. The corporation shall distribute one written or electronic ballot to each member entitled to vote on the matter. Such ballots shall be mailed or delivered in the manner required by Section 4.6(d)(iii) of these Bylaws. All solicitations of votes by written ballot shall (1) indicate the number of responses needed to meet the quorum requirement; (2) with respect to ballots other than for election of Directors, state the percentage of approval necessary to pass the measure or measures; (3) with respect to ballots for election of Directors, state the name of each nominee; and (4) specify the time by which the ballot must be received in order to be counted. Each ballot so distributed shall (1) set forth the proposed action; (2) provide the members an opportunity to specify approval or disapproval of each proposal; and (3) provide a reasonable time within which to return the ballot to the corporation, specifying the address to which the ballot is to be sent. If the corporation has one hundred (100) or more members, any written ballot distributed to ten (10) or more members shall provide, subject to reasonable specified conditions, that if the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, a written ballot which is marked by a member "withhold" or is otherwise marked in a manner indicating that authority to vote is withheld, shall not be voted.
 - 2. Number of Votes and Approvals Required. Approval by written ballot shall be valid only when (1) the number of votes cast by ballot (including those ballots that are marked "withhold" or otherwise indicate that authority to vote is withheld) and received with the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and (2) the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.
 - 3. Revocation. A written ballot may not be revoked.
 - 4. Filing. All written ballots shall be filed with the Secretary of the corporation and maintained in the corporate records for a least two (2) years.

Section 4.8. Record Date for Notice, Voting, Written Ballots, And Other Actions

- (a) Record Date Determined by Board. For purposes of determining which members are entitled to receive notice of a meeting, to vote, or to give consent to corporate action without a meeting, the Board of Directors may fix, in advance, a "record date," which shall not be more than sixty (60) nor fewer than ten (10) days before the date of any such meeting, nor more than sixty (60) days before any such action without a meeting. Only members of record on the date so fixed

are entitled to notice, to vote, or to give consent, as the case may be, notwithstanding any transfer of any membership on the books of the corporation after the record date, except as otherwise provided in the Articles of Incorporation, by agreement, or in the California Nonprofit Corporation Law.

(b) Record Date for Actions Not Set by Board.

1. Record Date for Notice or Voting. If not otherwise fixed by the Board, the record date for determining members entitled (1) to receive notice of, or to vote at, a meeting of members shall be the next business day preceding the day on which notice is given or, if notice is waived, the business day preceding the day on which the meeting is held.
2. Record Date for Actions by Written Ballot. If not otherwise fixed by the Board, the record date for determining those members entitled to vote by written ballot shall be on the date on which the first written ballot is mailed or solicited.
3. Record Date for Written Consent to Action Without Meeting. Unless fixed by the Board, the record date for determining those members entitled to vote by written consent on corporate action without a meeting, when no prior action by the Board has been taken, shall be the day on which the first written consent is given. When prior action of the Board has been taken, it shall be the day on which the Board adopts the resolution to that action.
4. Record Date for Other Actions. If not otherwise fixed by the Board, the record date for determining members entitled to exercise any rights with respect to any other lawful action shall be on the date on which the Board adopts the resolution relating to that action, or the sixtieth (60th) day before the date of that action, whichever is later.

(c) Definition of "Members of Record". For purposes of this Section 4.8, a person holding a voting membership at the close of business on the record date shall be a member of record.

Section 4.9. Proxies

- (a) Right of Members. Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the person and filed with the Secretary of the corporation. A proxy shall be deemed signed if the member's name is placed on the proxy (whether by manual signature, typewriting, facsimile transmission, or otherwise) by the member or the member's attorney-in-fact.
- (b) Form of Solicited Proxies. If the corporation has one hundred (100) or more members, any form of proxy distributed to ten (10) or more members shall afford an opportunity on the proxy to specify a choice between approval and disapproval of each matter or group of related matters, and shall provide, subject to reasonable specified conditions, that when the person solicited specifies a choice with respect to any such matter, the vote shall be cast in accordance with that specification. In any election of Directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority or vote for the election of Directors is withheld, shall not be voted either for or against the election of a Director.

- (c) Requirement That General Nature of Subject of Proxy be Stated. Any proxy covering matters for which a vote of the members is required, including amendments of the Articles of Incorporation or Bylaws changing voting rights; removal of Directors without cause; filling vacancies on the Board of Directors; the sale, lease, exchange, conveyance, transfer, or other disposition of all or substantially all of the corporate assets, unless the transaction is in the usual and regular course of the activities of the corporation; the principal terms of a merger or the amendment of a merger agreement; or the election to dissolve the corporation, shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to an election of Directors, the proxy lists those who have been nominated at the time the notice of the election is given to the members.
- (d) Revocability. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless provided otherwise in the proxy, except that the maximum term of a proxy shall be 3 years after the date of execution. A validly executed proxy shall continue in full force and effect until either:
1. it is revoked by the member executing it, before the vote is cast under that proxy, (A) by a writing delivered to the corporation stating that the proxy is revoked, or (B) by a subsequent proxy executed by that member and presented to the meeting, or (C) as to any meeting, by that member's personal attendance and voting at the meeting; or
 2. written notice of death or incapacity of the maker of the proxy is received by the corporation before the vote under that proxy is counted. A proxy may not be irrevocable. The revocability shall be governed by the California Nonprofit Corporations Code.

Section 4.10. Election Of Directors

- (a) Nominations of Committee. The President shall appoint a committee to select qualified candidates for election of Directors. This nominating committee shall make its report thirty (30) days before the date of the election or at such other time as the Board of Directors may set and the Secretary shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this 4.10(a).
- (b) Nominations by Members. Any voting Member may nominate candidates (provided they have gotten approval from perspective candidates) for Directors within three (3) months and up to one (1) month preceding the next time Directors are to be elected, and delivered to an officer of the corporation. On timely receipt of such nomination, if the candidate qualifies, the Secretary shall cause the names of the candidates named on it to be placed on the ballot along with the names of those candidates named by the nominating committee.
- (c) Nominations From the Floor. If there is a meeting of members to elect Directors, any member present at the meeting in person or by proxy may offer names for nomination.
- (d) Solicitation of Votes. The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the

nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

- (e) Use of Corporate Funds to Support Nominees. Without Board authorization, no corporate funds may be expended to support a nominee for Director after more people have been nominated for Director than can be elected.

ARTICLE V DIRECTORS

Section 5.1. Powers

- (a) General Corporate Powers. Subject to the provisions and limitations of the California Nonprofit Corporation Law and any other applicable laws, and any limitations of the Articles of Incorporation and these Bylaws, the activities and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board. The Board may exercise its powers through all permissible means including the approval of policies and resolutions and delegation of the management of the activities of the corporation. The Directors shall at all times endeavor to seek and consider the advice and counsel of experts in fields related to the purposes of the corporation, to the extent that such experts are willing to volunteer their services to the corporation. Notwithstanding the preceding provisions, the Board of Directors shall at all times make their own independent business judgment decisions.
- (b) Specific Powers. Without prejudice to these general powers, but subject to the same limitations, the Directors shall have the power to:
 1. Appoint and remove, at the pleasure of the Board, all officers, agents and employees of the corporation; prescribe powers and duties for them that are consistent with law, with the Articles of Incorporation and with these Bylaws; and fix their compensation, if any, and require from them security for faithful performance of their duties.
 2. Change the principal office or the principal business office in the State of California from one location to another; cause the corporation to be qualified to conduct its activities in any other state, territory, dependency or country and conduct its activities within or outside the State of California; and designate any place within or outside the State of California for the holding of any meeting.
 3. Adopt and use a corporate seal and alter the form thereof.
 4. Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the purposes of the corporation, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations and other evidences of debt and securities.
 5. Adopt, amend, or repeal rules not inconsistent with these Bylaws for the management of the internal affairs of the corporation and the governance of its Directors, Officers, agents, committees, and employees.
 6. Modify these Bylaws with the approval of a 2/3 majority of the Directors.

Section 5.2. Number Of Directors

The authorized number of directors shall be not less than three (3) nor more than thirty (30), unless changed by an amendment of these Bylaws. The exact number of directors shall be determined from time to time by resolution of the Board of Directors.

Section 5.3. Election And Term of Office of Directors

The Directors shall hold office for a period of one (1) year following their election by members, or until the election of their successors. Following the expiration of the original term of each Director so elected, his or her successor shall thereafter hold office for a term of one (1) year or until the next annual election; provided, however, if any such meeting is not held or the Directors are not elected thereat, the Directors may be elected at any special member's meeting held for such purpose. Each Director, including a Director elected to fill a vacancy or elected at a special member's meeting, shall hold office until the expiration of the term for which elected, and until a successor has been elected and qualified. There is no limit to the number of consecutive one (1) year terms a Director may serve.

Section 5.4. Qualification Of Board Members

To be eligible for a position on the Board of the Los Angeles Chapter of ISSA, a member must meet these requirements: (1) the member must be a regular dues paying member of the LA Chapter of ISSA; (2) the member must be in good standing and have paid their dues for the current year; (3) the member must have been present at a minimum of six LA Chapter monthly meetings dating from the last election. Attendance at Board meetings or at annual conferences sponsored by the chapter count toward the attendance requirement.

Any person 18 years of age or older may be nominated or elected to serve as a Director. Directors need to be residents of the State of California.

Section 5.5. Vacancies

- (a) Events Causing Vacancy. A vacancy or vacancies on the Board shall exist on the occurrence of any of the following: (i) the death, removal, suspension or resignation of any Director; (ii) the declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment of any court to have breached a duty under California Nonprofit Corporation Law; (iii) the vote of 2/3 of the Directors to remove the Director(s); (iv) the increase of the authorized number of Directors; or (v) the failure of the members, at any meeting of members at which any Director or Directors are to be elected, to elect the number of Directors required to be elected at such meeting. No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.
- (b) Resignation. Except as provided in this subsection, any Director may resign effective upon giving written notice to the President, Vice President, or the Secretary, unless such notice specifies a later time for the resignation to become effective. If a Director's resignation is effective at a later time, the Board may elect a successor to take office as of the date when the resignation

becomes effective. Except upon notice to the Attorney General of the State of California, no Director may resign when the corporation would then be left without a duly elected Director or Directors in charge of its affairs.

(c) Removal.

1. Any Director may be removed, with or without cause, by the vote of 2/3 of the Directors at a special meeting called for that purpose, or at a regular meeting, provided that notice of that meeting and of the removal questions are given in accordance with Section 4.6(d) of these Bylaws. Any vacancy caused by the removal of a Director shall be filled as provided in this Section 5.5.
2. Any Director who does not attend three consecutive Board meetings will automatically be removed from the Board without Board resolution unless:
 - i) The Director requests a leave of absence for a limited period of time, and the leave is approved by the Board of Directors, the President, or the Chairperson of the Board. If such leave is granted, the number of Board members will be reduced by one in determining whether a quorum is or is not present;
 - ii) The Director suffers from an illness or disability that prevents him or her from attending meetings and the Board of Directors or the President waives the automatic removal procedure of this subsection (2); or
 - iii) The Board by resolution of the majority of the Board members then in office agrees to reinstate the Director who has missed three meetings.

- (d) Filling Vacancies. If a Board position other than the office of President becomes vacant, such vacancy shall be filled by appointment by the President, subject to the approval of a majority of the remaining Board members. If the President position becomes vacant, the Board shall vote to approve a new President.

Section 5.6. Meetings of the Board of Directors

- (a) Place of Board Meetings. Meetings of the Board of Directors may be held at any place within or outside the State of California, as designated from time to time by resolution of the Board. In the absence of any such designation, meetings shall be held electronically. Special meetings of the Board shall be held at any place within or outside of the State of California, as designated in the notice of meeting or, if not stated in the notice or if there is no notice, electronically. Notwithstanding the above provisions of this Section 5.6(a), a meeting of the Board of Directors may be held at any place consented to in writing by all Board members, either before or after the meeting.
- (b) Meetings by Telephone or Other Telecommunications Equipment. Directors may participate in a meeting through use of conference telephone, electronic video screen communication, or similar communications equipment, so long as all of the following apply:
1. each Director participating in the meeting can communicate with all the other Board members concurrently; and

2. each Director is provided with the means of participating in all matters before the Board, including the capacity to propose, or to interpose an objection to, a specific action to be taken by the corporation;

Participation in a meeting pursuant to this Section 5.6(b) shall constitute presence in person at such meeting.

Section 5.7. Meetings

Meetings of the Board of Directors may be held without call at 5:30 P.M. at a location agreed to by the Board on the first Wednesday of each month, provided, however, that should said day fall upon a legal holiday, then said meeting shall be held at the same time on the next day thereafter ensuing which is a full business day. The Board can change the meeting time and location if conflict arises.

Section 5.8. Special Meetings

Special meetings of the Board of Directors for any purpose may be called at any time by the President, or by one third (1/3) of the Directors then in office, to be held on such date and at such time and place as shall be designated in the notice of the meeting. Notice of special meetings shall be in accordance with Section 5.9 below.

Section 5.9. Notice

- (a) Manner of Giving Notice. Notice of any meeting of the Board of Directors may be given electronically. Notice shall not be given by electronic transmission to a Director if the corporation is unable to deliver two consecutive notices to the Director by that means, or if the inability to deliver the notice becomes known to the Secretary or other person responsible for giving such notice. Notice of any meeting may be waived by any Director as set forth in Section 5.10.
- (b) Time Requirements. Notice shall be deposited in the United States mails at least four (4) days in advance of the meeting if sent by first-class mail, and at least forty-eight (48) hours before the time set for the meeting if notice is given by personal delivery, telephone, facsimile, or electronic transmission.
- (c) Contents of Notice. The notice shall state the time of the meeting and the electronic method including credentials. It need not specify the purpose of the meeting.

Section 5.10. Waiver of Notice

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though taken at a meeting duly held after regular call and notice if: (a) a quorum is present, and (b) either before or after the meeting, each of the Directors not present signs a written waiver of notice, a consent to holding of the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and

approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any Director who attends the meeting without protesting before or at its commencement about lack of adequate notice.

Section 5.11. Quorum

A majority of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 5.12. Subject to the more stringent provisions of the California Nonprofit Corporation Law, including, without limitation, those provisions relating to (i) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (ii) approval of certain transactions between corporations having common directorship, (iii) creation of an appointment of committees of the Board and (iv) indemnification of Directors, every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority of the required quorum for that meeting.

Unless a provision of these Bylaws specifically states otherwise, any action may be taken by a majority of the Directors present at any meeting, provided that proper notice is given pursuant to Sections 5.9 or 5.10 above, and provided that a quorum is present. Alternatively, any action may be taken pursuant to Section 5.14 below.

Section 5.12. Adjournment

A majority of the Directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 5.13. Notice Of Adjournment

Notice of the time and place of holding an adjourned meeting need not be given, unless the original meeting is adjourned for more than twenty-four (24) hours, in which case notice of adjournment to another time and place shall be given before the time of the adjourned meeting to the Directors who were not present at the time of the adjournment. This notice may be waived in the same manner as set forth under Section 5.10.

Section 5.14. Action Without Meeting

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the Board of Directors then in office individually or collectively consent in writing to that action, and if, subject to Section 5224(a) of the California Corporations Code, the number of Directors then in office constitutes a quorum. Written consents and any related materials may be sent by first-class mail, personal delivery, or electronic transmission to Directors by the corporation, and responses may be returned to the corporation by first-class mail, personal delivery, or electronic transmission to the corporation. Written consents and responses sent by electronic transmission shall be sent in accordance with the provisions of Section 14.2 below. Actions by written consent shall set

forth the proposed action and provide a reasonable time within which to return the written consent to the corporation. Actions by written consent shall have the same force and effect as any other validly approved action of the Board of Directors. Written consents shall be filed with the minutes of the proceedings of the Board. Except as provided for in Section 5233 of the California Corporation Code, for the purpose of this Section 5.14 only, "all members of the Board of Directors" shall not include Directors who have a material financial interest in a transaction to which the corporation is a party. The provisions of this Section 5.14 apply also to committees of the Board of Directors, and to action by those committees.

Section 5.15. Minutes Of Meetings

Minutes of the proceedings of the Board of Directors shall be taken at all meetings of the Board of Directors and kept in a book designated for that purpose. Rules and procedures for taking minutes may be adopted by the Board of Directors, provided that such rules do not conflict with these Bylaws.

Section 5.16. Compensation of Directors

The Board may authorize the advance or reimbursement of actual reasonable expenses incurred by a Director or member of a committee in carrying out his or her duties. Directors shall not otherwise be compensated.

Section 5.17. Restriction On Interested Directors

Not more than forty nine percent (49%) of the persons serving on the Board of Directors may be interested persons. An interested person is someone who meets any of the following criteria:

- (a) any person being compensated by the corporation for services rendered to it within the previous twelve (12) months, whether as a full-time or part-time employee, independent contractor, or otherwise;
- (b) any shareholder, employee or officer of any corporation, or partner or employee of any partnership, that has rendered compensated services to this corporation within the previous twelve (12) months; or
- (c) any brother, sister, ancestor, descendant, spouse, brother-in-law, sister-in-law, son-in-law, daughter-in-law, mother-in-law or father-in-law of any person described in (a) or (b) of this Section 5.17.

However, any violation of the provisions of this paragraph shall not affect the validity or enforceability of any transaction entered into by the corporation. A Director may not participate in any vote on any proposed transaction with another organization or entity of which such Director is also an employee, principal or director.

5.18. Director Voting

Each director shall have one vote on each matter presented to the Board of Directors for action. No Director may vote by proxy, either at a meeting of the Board of Directors or if the action is taken by unanimous written consent of the Board.

5.19. Board of Director Positions and Descriptions

- (a) The President Emeritus ensures continuity during governance transitions and organizational change, to help ensure the appropriate succession of Officers and Directors, to support the President in his/her role, and to provide continuity to the organization by providing historical context for issues. This position will be a non-voting member of the Board of Directors. Under the direction of the President of the Board of Directors, the President Emeritus' responsibilities include regular reviewing and developing of governance policies as needed and participating actively in Board meetings, and/or any special meetings called by Board members. The President Emeritus shall support the President in his/her position through mentoring, coaching, advising and analysis of Board development and procedures. The President Emeritus shall provide a historical context for decision-making and revising planning, objectives, etc. The President Emeritus shall complete/respond to any responsibilities associated with being a Board member, including attending, preparing for, and participating in meetings and the annual Summit; financial accountability and management; reports; and updating the website. The President Emeritus must have served a minimum of one year as President of ISSA-LA and left the Board on good terms.
- (b) The Program Director oversees programming activities of ISSA-LA related to monthly meetings and. The Program Director shall be the official ISSA-LA point-of-contact for venues where monthly meetings are held. The Program Director shall be responsible for identifying venues, as well as topics of interest to the members and working with other board members to select speakers to address these topics. The Program Director is responsible for vetting the selected speakers. The Program Director shall post information about all upcoming events on the chapter website and all sites used to manage and notify about these events.
- (c) The Marketing Director shall establish and implement planning, development and implementation of all of ISSA-LA's marketing strategies, marketing communications, and public relations activities, both external and internal. The Marketing Director shall provide leadership of fundraising and communications to further diversify and expand the Association's impact. This includes raising the visibility of the chapter's work, promoting accomplishments, findings, and vision to engage a range of audiences and stakeholders, including potential funders, media entities, peer organizations, and partners. The Marketing Director shall map out the sector landscape to identify, develop, cultivate, and manage strategic partnerships with key organizations, agencies, and networks for the purpose of ISSA-LA growth and impact. This position shall also develop revenue-generating partnerships with like-minded organizations and universities to participate in core Initiatives, as well as increasing engagement opportunities with key stakeholders, including high-profile, international networks and influencers.
- (d) The Education Director shall identify information security programs and courses of advantage to the ISSA-LA membership; develop, recommend or partner with organizations to provide

educational opportunities; and shall coordinate educational activities. The Education Director shall also recommend and coordinate partnerships with various educational institutions and organizational groups to enhance the chapter's role within the wider community.

- (e) The Technology Director shall research, develop, implement and maintain the ISSA-LA website, other web presence, and other technology-based activities as identified by the board.
- (f) The Vendor Director shall be the main point of contact with vendors, shall maintain a vendor contact list, shall be responsible for obtaining vendor sponsorship at Chapter meetings and events, and shall coordinate sponsorship opportunities with the Treasurer.
- (g) The Operations Director shall be the expert on all chapter rules, roles, processes and responsibilities. The Operations Director shall ensure that all chapter processes are running smoothly and accurately. The Operations Director shall ensure that the chapter website and other web-based presence are kept up-to-date and accurate. This position shall be responsible for responding to all inquiries. The Operations Director, or delegate, shall organize the annual Security Summit.
- (h) The Social Media Director shall be responsible for managing and keeping current the postings on the chapter social media sites. This includes notifications of all chapter events, promoting chapter accomplishments, as well as informative articles and announcements to help draw interest to the chapter. The Social Media Director shall be responsible for emails to constituency and others of interest announcing meetings and other important activities.

ARTICLE VI COMMITTEES

Section 6.1. Committees Of the Board of Directors

The Board, by resolution adopted by a majority of the Directors then in office, provided that the number of Directors then in office constitutes a quorum, may create one or more committees of the Board, each consisting of two or more Directors, to serve at the pleasure of the Board. A "committee of the Board" is herein defined as a group of Directors that exercise a portion of the authority of the Board of Directors that the Board delegates to the committee. Committees of the Board shall be comprised of Directors of the corporation (including but not limited to Directors that may be concurrently serving as officers of the corporation) and Advisory Board members. Appointments of Directors to committees of the Board and appointments of Directors as chairs of committees of the Board shall be made by majority vote of the Directors then in office. Any member of any committee of the Board may be removed, with or without cause, at any time by resolution adopted by a majority of the Directors then in office. The Board may appoint one or more Directors as alternate members of any such committee of the Board, who may replace an absent member at any committee meeting.

The meetings and minutes of Board committees are governed by the same procedural rules governing the meetings and minutes of the Board, except that the time for regular meetings of such committees and the calling of special meetings thereof may be determined either by resolution of the Board or, if there is no Board resolution, by resolution of the committee of the Board. Minutes of each meeting shall be kept and shall be filed with the corporate records. The Board may adopt rules for the

government of any committee not inconsistent with the provisions of these Bylaws, or in the absence of rules adopted by the Board, the committee may adopt such rules.

Any such committee, to the extent provided in the resolution of the Board, shall have all or a portion of the authority of the Board, except that no committee, regardless of Board resolution, may:

- (a) Fill vacancies on the Board of Directors or on any committee;
- (b) Establish or fix compensation of the Directors for serving on the Board or on any committee;
- (c) Amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (d) Amend or repeal any resolution of the Board;
- (e) Create any other committees of the Board or appoint the members of any committees of the Board;
- (f) Expend corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected; or
- (g) Approve any contract or transaction (i) to which the corporation is a party and in which one or more of its Directors has a material financial interest, except as such approval is provided for in Section 5233(d)(3) of the California Corporations Code, or (ii) between the corporation and one or more of its Directors or between the corporation and any corporation or firm in which one or more of its Directors has a material financial interest.

Section 6.2. Executive Committee

The Board may appoint by resolution adopted by a majority of the Directors then in office, provided that the number of Directors then in office constitutes a quorum, two (2) or more Directors, to serve as the Executive Committee of the Board. The Executive Committee, unless limited by a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Section 6.1(a) through (g), inclusive, above. All actions of the Executive Committee shall be reported to and ratified by the full Board at the next duly scheduled Board meeting.

Section 6.3. Audit Committee

At all times that this corporation is required by applicable law to have an independent audit, or at any time the corporation voluntarily chooses to do so, the corporation shall have an Audit Committee consisting of at least two (2) Directors and which may include nonvoting Advisory Board members. Directors who are employees of the Corporation or who receive, directly or indirectly, any consulting, advisory, or other compensatory fees from the corporation (other than for service as a Director) may not serve on the Audit Committee. The President and Treasurer, if also Directors, may serve on the

Audit Committee only if such persons are volunteers and are not compensated by this corporation, and do not have a conflict of interest. The Audit Committee shall perform the duties and adhere to the guidelines set forth from time to time by the Board. These duties include, but are not limited to:

- (a) Assisting the Board in choosing and independent auditor and recommending termination of the auditor, if necessary;
- (b) Negotiating the auditor's compensation;
- (c) Conferring with the auditor regarding the Foundation's financial affairs;
- (d) Reviewing and accepting or rejecting the audit.

Members of the Audit Committee shall not receive compensation for their service on the Audit Committee in excess of that provided to Directors for their service on the Board. If the corporation has a Finance Committee, a majority of the members of the Audit Committee may not concurrently serve as members of the Finance Committee, and the Chair of the Audit Committee may not serve on the Finance Committee.

Section 6.4. Advisory Board

The Board of Directors or the President may create an Advisory Board. The Advisory Board may be comprised of experts to advise the Board, provided that no such Advisory Board is vested with any voting powers or the authority to make decisions on behalf of the Board.

Appointments to the Advisory Board shall be made by the President with the majority approval of the Board of Directors. Any member of an Advisory Board may be removed, with or without cause, at any time by the President or by the Board of Directors. Advisory Board members shall be limited to making recommendations to the Board or the Board's authorized representatives and to implementing Board decisions and policies. The Advisory Board shall be subject to the supervision and control of the Board of Directors.

ARTICLE VII OFFICERS

Section 7.1. Officers

The corporation shall have the following officers: (i) President, (ii) Vice President, (iii) Secretary, and (iv) Treasurer, who may be referred to as the Chief Financial Officer. The Board may designate other officers by resolution and appoint such officers pursuant to Section 7.3. One person may hold two or more offices, except no person serving as Secretary or Chief Financial Officer may serve concurrently as President.

Section 7.2. Election Of Officers

The officers of the corporation, except those appointed in accordance with the provisions of Section 7.3 below, shall be elected by the members, and each shall serve at the pleasure of the Board, subject to

the rights, if any, of any officer under a contract of employment. The President and Vice President must have previously served a full term (1 year) on the Board of Directors to qualify to run for these offices.

Section 7.3. Subordinate Officers

The Board may appoint, and may authorize the President, or any other officer to appoint, any other officers that the corporation may require, each of whom shall have the title, hold office for the period, have the authority and perform the duties specified in these Bylaws or determined from time to time by the Board of Directors.

Section 7.4. Removal Of Officers

Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors. An officer who was not chosen by the Board may be removed by any other officer on whom the Board confers the power of removal.

Section 7.5. Resignation Of Officers

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the corporation. Any resignation shall take effect at the date of receipt of that notice or at any later time specified in that notice. Unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation shall be without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 7.6. Vacancies In Office

A vacancy occurring in any office because of death, resignation, removal or other cause, shall be filled in the manner prescribed in these Bylaws for regular appointments to that office.

Section 7.7. Responsibilities Of Officers

- (a) President. Subject to the control and supervision of the Board, the President shall be the general manager of the corporation and shall generally supervise, direct and control the activities and affairs of the corporation and the officers of the corporation. The President shall preside at all general meetings and at all meetings of the Board of Directors. The President may appoint any Director to conduct any meeting of the Board of Directors. The President shall be responsible to the Board of Directors, shall see that the Board is advised on all significant matters of the corporation's activities, and shall see that all orders and resolutions of the Board are carried into effect. The President shall be empowered to act, speak for, or otherwise represent the corporation between meetings of the Board within the boundaries of policies and purposes established by the Board and as set forth in the Articles of Incorporation and these Bylaws. Without limiting the generality of the foregoing, the President may sign, together with the Vice President, Secretary, Chief Financial officer or any other officer of the corporation, any deeds, mortgages, bonds, contracts, or other instruments authorized by the Board of Directors to be executed on behalf of the corporation, except in cases where the signing thereof is

expressly delegated to another officer or agent of the corporation by the Board of Directors, or by these Bylaws, or by statute. The President or any other officer of the corporation may not make any loans from the corporation, and no evidence of indebtedness shall be issued in the corporation's name, unless such loan or indebtedness is authorized by the Board of Directors. The President shall be responsible for keeping the Board informed at all times of staff performance as related to program objectives, and for implementing any personnel policies adopted by the Board. The President shall have such other powers and duties as may be prescribed by the Board or these Bylaws.

(b) Vice President. In the absence or disability of the President, the Vice President shall perform all of the duties of President, and, when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. The Vice President shall have such other powers and perform such other duties as from time to time may be prescribed by the Board or these Bylaws.

(c) Secretary.

1. Books of Minutes. The Secretary shall keep or cause to be kept, at the principal office or such other place as the Board of Directors may direct, a book of minutes of all meetings, proceedings, and actions of the Board, of committees of the Board, and of members' meetings. The minutes of meetings shall include the time and place that the meeting was held; whether the meeting was annual, regular, or special, and, if special, how authorized; the notice given; the names of persons present at Board and committee meetings; and the number of members present or represented at members' meetings. The Secretary shall also keep, or cause to be kept, at the principal office in the State of California, a copy of the Articles of Incorporation and Bylaws, as amended to date. Secretary shall also maintain a complete and accurate record of the membership of the corporation, including their names, addresses and the class of membership held, as well as a record of the proceedings of all meetings of the membership.
2. Notices, Seal and Other Duties. The Secretary shall give, or cause to be given, notice of all meetings of members, the Board of Directors and of committees of the Board required by these Bylaws to be given. The Secretary shall keep the seal of the corporation in safe custody and shall have such other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

(d) Treasurer or Chief Financial Officer.

1. Books of Account. The Chief Financial Officer of the corporation shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times.
2. Deposit and Disbursement of Money and Valuables. The Chief Financial Officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board, shall disburse the funds of the corporation as may be ordered by the Board, shall render to the President or Chairperson of the Board, when requested, an account of all financial transactions and

of the financial condition of the corporation, and shall have other powers and perform such other duties as may be prescribed by the Board or the Bylaws.

3. Bond. If required by the Board of Directors, the Chief Financial Officer shall give the corporation a bond in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of his or her office and for restoration to the corporation of all its books, papers, vouchers, money and other property of every kind in the possession or under the control of the Chief Financial Officer upon his or her death, resignation, retirement or removal from office.

ARTICLE VIII RECORDS AND REPORTS

Section 8.1. Maintenance Of Articles and Bylaws

The corporation shall keep at its principal office, or if its principal office is not in California, at its principal business office in this state, the original or a copy of its Articles of Incorporation and Bylaws, as amended to date, which shall be open to inspection by the members at all reasonable times during office hours. If the principal office of the corporation is outside California, and the corporation has no

principal business office in this state, the Secretary shall, on the written request of any member, furnish to that member a copy of the Articles of Incorporation and Bylaws, as amended to date.

Section 8.2. Maintenance Of Other Corporate Records

The corporation shall keep:

- (a) Adequate and correct books and records of account;
- (b) Minutes in written form of the proceedings of the Board.
- (c) If applicable, a record of its members, giving their names and addresses and the class of membership held.

The accounting books, records, and minutes of the proceedings of the Board of Directors and any committee(s) of the Board of Directors shall be kept at such place or places designated by the Board of Directors, or, in the absence of such designation, at the principal office of the corporation. The minutes shall be kept in written or typed form, and the accounting books and records shall be kept in either written or typed form or in any other form capable of being converted into written, typed, or printed form.

Section 8.3. Inspection Rights

- (a) Inspection by Voting Members. Unless the corporation provides a reasonable alternative as provided below, any voting member may do either or both of the following for a purpose reasonably related to the member's interest as a member:

1. Inspect and copy the records containing members' names, addresses, and voting rights during usual business hours on five (5) days' prior written demand on the corporation, which must state the purpose for which the inspection rights are requested; or
2. Obtain from the Secretary of the corporation, on written demand and tender of a reasonable charge, a list of names, addresses and voting rights of members who are entitled to vote for Directors as of the most recent record date for which that list has been compiled, or as of the date, after the date of demand, specified by the member. The demand shall state the purpose for which the list is requested. The Secretary shall make this list available to the member on or before the later of ten (10) days after the demand is received or the date specified in the demand as the date as of which the list is to be compiled.

The corporation may, within ten (10) business days after receiving a demand under this Section, make a written offer of an alternative method of reasonable and timely achievement of the proper purpose specified in the demand without providing access to or a copy of the membership list. Any rejection of this offer must be in writing and must state the reasons the proposed alternative does not meet the proper purpose of the demand.

If the corporation reasonably believes that the information will be used for a purpose other than one reasonably related to a person's interest as a member, or if it provides a reasonable alternative under this Section, it may deny the member access to the membership list.

Any inspection and copying under this Section may be made in person or by the member's agent or attorney. The right of inspection includes the right to copy and make extracts. The right of inspection extends to the records of any subsidiary of the corporation.

- (b) Accounting Records and Minutes. On written demand presented to the corporation, any voting member may inspect, copy, and make extracts of the accounting books and records and the minutes of the proceedings of the members, the Board, and committees of the Board at any reasonable time for a purpose reasonably related to the member's interest as a member. Any such inspection and copying may be made in person or by the member's agent or attorney. Any right of inspection extends to the records of any subsidiary of the corporation.
- (c) Inspection by Directors. Every acting Director shall have the absolute right at any reasonable time to inspect all books, records and documents of every kind and the physical properties of the corporation and the records of each of its subsidiary corporations, provided that such Director shall not have the right to inspect those books, records, or documents made privileged or confidential by law. This inspection by a Director may be made in person or by an agent or attorney of the Director, and the right of inspection includes the right to copy and make extracts of documents. All such information shall be retained as strictly confidential and shall not be released to anyone without the prior written consent of the Board of Directors.

Section 8.4. Annual Report

Except as provided for in Section 6324(a) of the California Corporations Code, not later than one hundred twenty (120) days after the close of the fiscal year of the corporation, the Board shall furnish or cause to be furnished a written annual report to all Directors and members. Such report may be furnished to the members and Directors by electronic transmission in accordance with Section 14.2 of these Bylaws, and shall contain the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year;
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year;
- (e) Any information required by Section 8.5 of these Bylaws; and
- (f) An independent accountants' report or, if none, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the corporation's books and records.

This requirement of an annual report shall not apply if the corporation receives less than \$25,000 in gross receipts during the fiscal year, provided, however, that the information specified above for inclusion in an annual report must be furnished annually to all Directors and to any member who requests it in writing. If the Board approves, the corporation may send the report and any accompanying material sent pursuant to this section by electronic transmission. If a report sent to the Attorney General in compliance with the requirements of Government Code sections 12580-12599.7 includes the information required in the annual report, then the corporation may furnish a copy of its report to the Attorney General in lieu of the annual report whenever it is required to furnish an annual report.

Section 8.5 Annual Statement of Certain Transactions and Indemnifications

As part of the annual report to all members, or as a separate document if no annual report is issued, the corporation shall annually prepare and mail or deliver to each member and furnish to each Director a statement of any transaction or indemnification of the following kind within one hundred twenty (120) days after the end of the fiscal year of the corporation:

- (a) Any transaction to which the corporation, its parent, or its subsidiary was a party, and to which an "interested person" had a direct or indirect material financial interest, which involved more than fifty thousand dollars (\$50,000.00) or was one of a number of transactions with the same interested person involving, in the aggregate, more than fifty thousand dollars (\$50,000.00). For this purpose, an "interested person" is either of the following:

1. Any director or officer of the corporation, its parent, or its subsidiary (but mere common directorship shall not be considered such an interest); or
2. Any holder of more than ten percent (10%) of the voting power of the corporation, its parent, or its subsidiary.

The statement shall include a brief description of the transaction, the names of interested persons involved, their relationship to the corporation, the nature of their interest in the transaction and, if practicable, the amount of that interest, provided that if the transaction was with a partnership in which the interested person is a partner, only the interest or the partnership need be stated.

(b) Any indemnifications or advances aggregating more than ten thousand dollars (\$10,000.00) paid during the fiscal year to any officer or Director of the corporation under Section 9.1 of these Bylaws, unless that indemnification has already been approved by the members under Corporations Code section 5034, or the loan or guarantee is not subject to Corporations Code section 7235(a).

Section 8.6. Financial Audit

The corporation shall obtain a financial audit for any tax year in which it receives or accrues gross revenue of TWO MILLION DOLLARS (\$2,000,000.00) or more, excluding grant or contract income from any governmental entity for which the governmental entity requires an accounting. Any audited financial statements obtained by the corporation, whether or not required by law, shall be made available for inspection by the Attorney General and by the general public within nine (9) months after the close of the fiscal year to which the statements relate. For three (3) years, such statements (a) shall be available at the corporation's principal, regional, and district offices during regular business hours and (b) shall be made available either by mailing a copy to any person who so requests in person or in writing, or by posting them on the corporation's website.

ARTICLE IX INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 9.1. Right To Indemnification

- (a) **Right of Indemnity.** To the full extent permitted by law, this corporation shall indemnify its Directors, officers, employees and other persons described in Section 5238(a) of the California Corporation Code, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any "proceeding", as that term is used in such Section and including any action by or in the right of the corporation, by reason of the fact that such person is or was a person described by such Section. "Expenses", as used in these Bylaws, shall have the same meaning as in Section 5238(a) of the California Corporation Code.
- (b) **Approval of Indemnity.** Upon written request to the Board by any person seeking indemnification under Section 5238(b) or Section 5238(c) of the California Corporation Code, the Board shall promptly determine in accordance with Section 5238(e) of the Code whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the Board shall authorize indemnification. If the Board cannot authorize indemnification

because the number of Directors who are parties to the proceeding with respect to which indemnification is sought is such as to prevent the formation of a quorum of Directors who are not parties to such proceeding, the Board shall promptly call a meeting of members. At that meeting, the members shall determine under Corporations Code Section 5238(e) whether the applicable standard of conduct set forth in Section 5238(b) or Section 5238(c) has been met and, if so, the members present at the meeting in person or by proxy shall authorize indemnification.

- (c) Advancement of Expenses. To the full extent permitted by law and except as is otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under these Bylaws in defending any proceeding covered by these Bylaws shall be advanced by the corporation prior to the final disposition of the proceeding upon receipt by the corporation of an undertaking by or on behalf of such person that the advance will be repaid unless it is ultimately determined that such person is entitled to be indemnified by the corporation therefor.

The indemnification provided herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled, and shall continue as to a person who has ceased to be an agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 9.2. Insurance

The corporation shall have the power and shall use its best efforts to purchase and maintain insurance to the full extent permitted by law on behalf of any Director, officer, employee, or agent of the corporation, against any liability asserted against or incurred by an officer, Director, employee or agent in any such capacity or arising out of the officer's, Director's, employee's or agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under Section 9.1 above; provided, however, that the corporation shall have no power to purchase and maintain such insurance to indemnify any Director, officer, employee or agent of the corporation for any self-dealing transaction, as described in Corporations Code Section 5233.

ARTICLE X CONTRACTS AND LOANS WITH DIRECTORS AND OFFICERS

Section 10.1 Contracts with Directors and Officers

- (a) No Director or officer of this corporation, nor any other corporation, firm, association, or other entity in which one or more of this corporation's Directors or officers are Directors or have a material financial interest, shall be interested, directly or indirectly, in any contract or other transaction with this corporation, unless:
1. the material facts regarding such Director's or officer's financial interest in such contract or transaction and/or regarding such common directorship, officership, or financial interest are fully disclosed in good faith and are noted in the minutes, or are known to all members of the Board of Directors prior to consideration by the Board of such contract or transaction;

2. such contract or transaction is authorized in good faith by a majority of the Board of Directors then in office by a vote sufficient for that purpose without counting the vote or votes of such interested Director(s);
 3. prior to authorizing or approving the transaction, the Board considers and in good faith determines after reasonable investigation under the circumstances that the corporation could not obtain a more advantageous arrangement with reasonable effort under the circumstances; and
 4. this corporation enters into the transaction for its own benefit, and the transaction is fair and reasonable to this corporation at the time the transaction is entered into.
- (b) The provisions of this Section 10.1 do not apply to a transaction that is part of an educational or charitable program of the corporation if it: (i) is approved of or authorized by the corporation in good faith and without unjustified favoritism; and
- (c) results in a benefit to one or more Directors or officers or their families because they are in the class of persons intended to be benefitted by the educational or charitable program of this corporation.

Section 10.2 Loans To Directors And Officers

- (a) Except as provided for below, the corporation shall not make any loan of money or property to or guarantee the obligation of any Director or officer, unless approved by the Attorney General of the State of California; provided, however, that the corporation may advance money to a Director or officer of the corporation for expenses reasonably anticipated to be incurred in the performance of the duties of such Director or officer, and provided that in the absence of such advance such Director or officer would be entitled to be reimbursed for such expenses by the corporation.
- (b) The provisions of subdivision (a) do not apply to the payment of premiums in whole or in part by the corporation on a life insurance policy on the life of a Director or officer so long as repayment to the corporation of the amount paid by it is secured by the proceeds of the policy and its cash surrender value.
- (c) The provisions of subdivision (a) also do not apply to a loan of money to or for the benefit of an officer in circumstances where the loan is necessary, in the judgment of the Board, to provide financing for the purchase of the principal residence of the officer in order to secure the services or continued services of the officer and the loan is secured by real property located in the State of California.

ARTICLE XI FISCAL YEAR

The fiscal year of the corporation shall begin on January 1 end on December 31, unless otherwise determined by resolution of the Board of Directors.

ARTICLE XII AMENDMENT OF BYLAWS

Section 12.1. Amendment By Board of Directors

Bylaws may be adopted, amended, or repealed by a majority vote of the Board of Directors.

ARTICLE XIII PRIVATE FOUNDATION RESTRICTIONS

In any period in which this corporation is a private foundation, as defined in Internal Revenue Code section 509, this corporation shall make distributions at such time and in such manner as not to subject the corporation to tax under Internal Revenue Code section 4942, and the corporation shall not (i) engage in any act of self-dealing, as defined in Internal Revenue Code section 4941(d), (ii) retain any excess business holdings, as defined in Internal Revenue Code section 4943(c), (iii) make any investments in such manner as to subject the corporation to tax under Internal Revenue Code section 4944, or (iv) make any taxable expenditures, as defined in Internal Revenue Code section 4945(d).

ARTICLE XIV CONSTRUCTION AND DEFINITIONS

Section 14.1 Construction and Definitions

Unless the context otherwise requires, the general provisions, rules of construction and definitions in the California Nonprofit Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural includes the singular, and the term "person" includes both a legal entity and a natural person. For the purpose of these Bylaws, "Board of Directors" or "Board" refers to the Board of Directors of the corporation, unless otherwise specifically indicated.

Section 14.2 Electronic Transmission

Subject to any guidelines and procedures that the Board of Directors may adopt from time to time, the terms "written", and "in writing" as used in these Bylaws include any form of recorded message in the English language capable of comprehension by ordinary visual means and may include electronic transmission, such as facsimile or email, provided:

- (a) for electronic transmission from the corporation, the corporation has obtained an unrevoked written consent from the recipient to the use of such means of communication;
- (b) for electronic transmission to the corporation, the corporation has in effect reasonable measures to verify that the sender is the individual purporting to have sent such transmission; and
- (c) the transmission creates a record that can be retained, retrieved, reviewed, and rendered into that clearly legible tangible form.

CERTIFICATE OF SECRETARY

I, the undersigned, certify that I am the presently elected and acting Secretary of INFORMATION SYSTEMS SECURITY ASSOCIATION, INC. - LOS ANGELES CHAPTER, a California nonprofit public benefit corporation, and do hereby certify:

That the foregoing Bylaws consisting of 29 pages were adopted as the Bylaws of the corporation by the Directors of the corporation on _____, 2024, and by the members on _____, 2023, and the same do now constitute the Bylaws of said corporation.

Executed on _____, 2024, at Los Angeles, California.

BARRY REIN, Secretary