

YOUR VOTE IS IMPORTANT

INTERNATIONAL INFORMATION SYSTEM SECURITY CERTIFICATION CONSORTIUM, INC

PROXY MATERIALS FOR ANNUAL MEETING OF THE MEMBERS

International Information System Security Certification Consortium, Inc.

1650 King Street, Suite 200
Alexandria, VA 22314
United States

**NOTICE OF ANNUAL MEETING OF THE MEMBERS OF THE INTERNATIONAL INFORMATION
SYSTEM SECURITY CERTIFICATION CONSORTIUM, INC.**

The (ISC)² Board of Directors have proposed amended and restated bylaws for the association. It is the opinion of the Board of Directors that these bylaws be approved by the (ISC)² certified membership with a vote FOR the proposal.

Voting by proxy – ahead of the annual meeting on December 14 – will be available for (ISC)² certified members in good standing **October 19 – November 19, 2022**. Electronic voting will be available on the www.isc2.org website on your Member Dashboard.

The proxy votes will be recorded and applied to the final bylaw vote at the **Annual Meeting of the Members of (ISC)²** which will take place December 14, 2022 at 9:00 a.m. ET at the (ISC)² corporate headquarters, 1650 King Street, Suite 200, Alexandria VA 22314. The Annual Meeting of the Members will also include a report from the Chief Executive Officer.

(ISC)² will host a live webinar on Wednesday October 19, 2022 at 12:00 p.m. ET outlining the proposed changes and answering any questions you may have about the amendments and voting process. To register to attend, or to receive the recording afterwards, please log in to your BrightTALK account.

We have published a blog post detailing the proposed changes as well as the voting process which you can view at https://blog.isc2.org/isc2_blog/2022/10/proposed-amendments-to-isc2-bylaws-member-vote-opens-soon.html

Thank you,
Your (ISC)² Team

By Order of the Board of Directors,



GRAHAM N JACKSON

GENERAL COUNSEL AND CORPORATE SECRETARY

October 14, 2022

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QUESTIONS AND ANSWERS

1. What may I vote on?

A: The approval of the amended and restated (ISC)² Bylaws.

2. How does the Board recommend I vote on the proposal?

A: The Board recommends a vote FOR the approval of the amended and restated (ISC)² Bylaws.

3. Who is entitled to vote on the proposal?

A: All (ISC)² members in good standing as of October 2, 2022. To be a member in good standing, you must: (1) Hold an (ISC)² certification; (2) Abide by the (ISC)² Code of Ethics; (3) Submit Annual Maintenance Fees (AMFs) upon receipt of annual invoices; and, (4) Obtain and submit the required Continuing Professional Education (CPE) credits. Please note, Associates and Candidates are not considered members in good standing for voting purposes.

4. How do I vote on the proposal?

A: Further instructions on how to cast your vote electronically will be sent before voting opens on October 19, 2022. A member in good standing may also attend the meeting in-person. If you wish to attend in person you must send a request to legal@isc2.org to register.

5. Who will count the vote?

A: The electronic vote results will be tabulated and confirmed by an independent third-party accounting firm. (ISC)² General Counsel and Corporate Secretary and (ISC)² Board Counsel will also tabulate and confirm the votes independently.

6. Is my vote confidential?

A: Proxy cards, ballots and voting tabulations that identify individual members are returned directly to the Clerk of (ISC)² and are handled in a manner that protects your voting privacy. Your vote will not be disclosed to other (ISC)² staff except: (1) as needed to permit the third-party accounting firm, (ISC)² General Counsel and (ISC)² Board Counsel to tabulate and certify the vote; (2) as required by law; or (3) in limited circumstances such as a proxy contest in opposition to the Board.

7. How many times can I vote?

A: Every (ISC)² member in good standing as of October 02, 2022, is entitled to one vote.

8. What is a “quorum”?

A: A “quorum” is the minimum number of members present at any meeting of the members to make the proceedings of that meeting valid. The members may be present at the meeting or 5 represented by proxy. There must be a quorum for the meeting to be held, and the bylaws proposal must receive more than 66% of the shares voting to be adopted. If you submit a properly executed proxy, even if you abstain from voting, then you will be considered part of the quorum. However, abstentions are not counted in the tally of votes (FOR or AGAINST) for a proposal.

9. Who can attend the Annual Meeting of the members?

A: All (ISC)² members who are in good standing as of October 2, 2022, can attend. If you are attending the meeting in-person or wish to participate via Webex please write to Graham Jackson, General Counsel and Corporate Secretary, (ISC)², Inc., 1650 King Street, Suite 200 Alexandria, VA 22314 United States or email legal@isc2.org so that we may make the appropriate arrangements.

10. How will voting on any other business be conducted?

A: Since this is an annual meeting, no other proposals besides those described in this notice will be voted on.

11. Why should (ISC)² update its bylaws?

A: Over the past two years, the (ISC)² Board of Directors has dedicated significant attention to a review of the organization's practices related to committees, nominations, and governance. The goal of this effort has been to ensure that we are creating an inclusive organization that is well poised to serve the needs of the profession into the future. A combination of a review of our current practices with those of other similar global associations and the work of two member-led taskforces resulted in several recommendations that were submitted to the full Board for consideration. The proposed bylaws changes reflect many of the outputs of this work. Additionally, some bylaw changes are to ensure legal compliance with applicable state and federal laws. This practice of a periodic review of bylaws and governance is a basic part of every Board's legal duties. Well drafted bylaws are important for both the members and directors, and the amendments and restatements ensure better corporate governance.

12. What significant changes were made to the Amended and Restated Bylaws?

I. Preamble.

1. Updated to include the organization's new mission.

Rationale: (ISC)²'s refreshed mission is deeply rooted in tradition and support of certifications as well as a strategic direction that has increased focus on the cybersecurity profession as a whole and delivering value to members throughout your careers. The work of (ISC)² does not stop when a member is certified.

The refreshed mission shares a broader view of all activities (ISC)² undertakes to support members and the profession around the world.

Advocacy is about giving voice to members as governments and regulatory agencies around the globe look to implement laws and regulations that will impact your ability to practice.

Expertise is about your knowledge, skills and abilities and how they help to strengthen the cybersecurity community through the creation of education, certifications, resources and more.

Workforce empowerment is about addressing the workforce gap both in terms of creating certifications and resources employers need to be successful as well as supporting individuals on their entire career journeys, including attracting new, diverse individuals into the profession.

Our refreshed mission is delivering on our promise to you to be a more proactive and engaged (ISC)².

II. Organizational Structure

1. Added a provision to allow the establishment of other non-voting membership classes.

Rationale: This provision is included to reflect the organization's inclusion of current non-certification membership classes such as Associates of (ISC)², Candidates and Fellows of (ISC)² and future classes. However, this provision is structured so that any new classes of members, who are not certified members, are not considered voting members pursuant to the bylaws.

2. Updated the role of the CEO to include service as CEO for the Center for Cyber Safety and Education. Added the CEO is not a member of the Board of Directors.

Rationale: This section is updated to reflect the current CEO responsibilities relating to the Center, (ISC)² and the Board of Directors.

3. Updated language to better define the structure of Board committees, and updated the standing committees to include Audit, Compensation/CEO Succession, Nominations and Risk.

Rationale: (ISC)² Board of Directors conducted a governance, nominations and committee structure analysis over the last two years to identify improvements to its governance structure. The results of this taskforce recommended (ISC)² establish, or maintain, these four standing committees. For additional information related to the future state of the Professional Practices (Ethics) and Business Practices Committee, please questions 13 and 14 below.

III. Board of Directors; Officers; Committees.

1. Removed a qualification that Directors must have a sufficient command of the English language.

Rationale: As a global association, we want to ensure that any member, regardless of English fluency, has an opportunity to serve. Necessary accommodations, such as interpretation and translation services, will be provided as required. Additional information related to the removal of this provision can be found in question 17 below.

2. Modified term limits so that a Director may not exceed two terms. A Director may also be appointed to a vacancy one-time outside of the two-term limit.

Rationale: As a result of its governance assessment, the Board recognized a desire to ensure sufficient diversity and turnover on the Board to encourage new ideas and fresh

perspectives from our membership. Given this desire, the Board recommends a change to only allow two three-year terms, with the ability to be appointed once. This change, combined with the Board's open call for elections, will ensure improved engagement with the membership in the governance process.

3. Updated titles of the Officers of the Board to be gender neutral.

Rationale: We modified pronouns throughout the bylaws to ensure inclusivity.

4. Added the Chair as an Officer of ISC2.

Rationale: For business continuity purposes, the Board wanted to ensure that one of the Board officer positions was also designated as a corporate officer. This individual remains a volunteer member of the Board and is not a part of the management team.

IV. Election of Board of Directors

1. Updated election language to clarify the Board will submit a slate of qualified candidates to the membership equal to the number of open seats.

Rationale: All changes to the nominations and election process have been recommended to create a more inclusive and globally representative Board of Directors. This includes a new open call for nominations that permits **ANY MEMBER** to apply to be on the Board, which abolishes the previous closed-door process that only allowed a limited number of members to be considered by the Nominations Committee. For members, our change provides even greater access for members to be considered in the director election process. More information related to this provision can be found in question 15 below.

2. Modified the signed written petition rules to state that signatures of 1% of members in good standing are required.

Rationale: With the addition of an open call for nominations, member have increased opportunity to be considered for the Board. The 500-signature requirement for petitioners was last updated in 2014, when the organization had significantly fewer members. The update to 1% allows the petition threshold to scale with the membership and ensures a petitioner truly has broad support to warrant consideration for the Board outside the official nominations process. More information about this provision can be found in question 16.

3. Removed the option for write-in candidates to the Board.

Rationale: The open call for nominations allows for any member in good standing to be considered for the slate. Given the opportunity provided to each member, the Board believes a write-in is no longer necessary.

V. Officers of the Corporation

1. Retitled section name.

Rationale: Grammatical change to provide clarity.

2. Added language clarifying who is identified as an Officer of the Corporation, including specific roles within the Corporation.

Rationale: Historically, the three roles of President, Treasurer and Clerk have been filled by the Chief Executive Officer, Chief Financial Officer and General Counsel. This section was updated to ensure a seamless transition between individuals who are employed by the organization in these roles. We also updated the language to align the roles with other terms throughout the document.

VI. Meetings of Members

1. Updated right of petition language to be 1% of members in good standing.

Rationale: This change was made to align the threshold with the updated petition requirement. For more information on the adjustment of the 1% for elections, please see question 2 under section IV Election of Board of Directors.

VII. Indemnification of Directors, Officers, and Others

1. *No substantial changes*

VIII. Conflict of Interest

1. *No substantial changes.*

IX. Miscellaneous Provisions

1. *No substantial changes.*

X. Amendments.

1. *No substantial changes.*

13. What will happen to the Ethics Committee? How will (ISC)² continue to enforce the Code of Ethics?

The Ethics Committee will remain an (ISC)² standing committee, however, it will be a standing committee of the Association, not the Board. This is vital to our association and for maintaining the integrity of (ISC)² certifications.

The change represented in the bylaws is that the committee will no longer be appointed by the Board. Instead, to retain independence in adjudication issues, the Ethics Committee will be chaired by an (ISC)² member who does not sit on the Board of Directors, and members of the committee will be (ISC)²

members who do not sit on the Board of Directors. This move creates a critical level of independence necessary to fairly adjudicate ethics issues.

Additionally, as discussed during a breakout session at Security Congress 2022, Ethics and Professional Standards are more important than ever. (ISC)² is committed to expanding and strengthening the ethical guidance we provide to cybersecurity professionals. The amendment to the bylaws ensures the Board remains responsible for setting policy and procedures on how the Code of Ethics is maintained and enforced. However, Board members will no longer sit on this member panel responsible for reviewing alleged Code of Ethics violations. This panel – comprised exclusively of certified member volunteers – will be empowered to make ethical determinations based on Board-approved policies.

(ISC)² has and always will stand for the highest ethical practices.

14. Without a dedicated Business Practice Committee, how will the Board maintain necessary oversight of the association?

To ensure increased independence in the investigation of any suspected or reported unethical behavior by management or vendors with which our association does business, a taskforce of member and third-party experts can be created by the Board at any time to review such concerns. This remains codified within our Bylaws and offers a more rigorous level of oversight than a Board-only committee.

(ISC)² has and always will stand for the highest ethical integrity of our processes and practices. Management and our partners will always be held to those standards.

15. How will the proposed changes to the Bylaws impact Board elections?

All changes to the nominations and election process have been recommended to create a more inclusive and globally representative Board of Directors.

This includes a new open call for nominations that permits **ANY MEMBER** to apply to be on the Board, which abolishes the previous closed-door process that only allowed a limited number of members to be considered by the Nominations Committee.

This new process enables us to pull potential candidates from our immense membership base to find qualified individuals who bring new perspectives and varying skills sets to strengthen the Board. While 2022 was our first year conducting an open call, we had a tremendous success, interviewing more than 80 candidates and putting forth a Board slate that is perhaps the most geographically and experience diverse than we have ever had.

Moreover, the proposed changes also call for a new term limits for Board members. No member of the Board of Directors may be elected to serve more than two terms. This change is intended to encourage even more diversity and broader representation from our global members.

16. Why is the petitioning requirement being raised to 1% of membership?

In accordance with our new open call for Board nominations discussed above, the change to the petition process also supports an inclusive philosophy. Petitioning should not be a way to circumvent or avoid

the nominations process. And if a member wants to petition, the signatures required to be successful should be adequate to demonstrate a substantial amount of support amongst the membership. 500 signatures may have met that threshold when the organization was much smaller, but as the organization now comprises 180,000 certified members and growing, 500 no longer is representative of substantial support. The requirement for signatures equivalent to 1% of membership will scale appropriately with the growth of (ISC)².

Our new Board Slate selection and petition process is more equitable and inclusive than it has ever been, and that it is in the best interest of our global membership.

17. Won't Board members without English proficiency be at a disadvantage?

In the spirit of inclusion and accessibility, members who are not fluent in English should have the opportunity to serve, and accommodations in the form of translation services will be made available as necessary. We are growing globally. We need to hear member voices from all over the world.

PROPOSALS YOU MAY VOTE ON

Approval of Amended and Restated Bylaws

The (ISC)² Bylaws Committee has recommended, and the Board has unanimously approved, the Amended and Restated Bylaws. The (ISC)² Bylaws Committee had the amended and restated Bylaws reviewed by outside counsel to ensure compliance with the Articles of Organization and Massachusetts law.

Your Board unanimously recommends a vote FOR APPROVAL OF THE AMENDED AND RESTATED BYLAWS to go into effect on January 1, 2023.

By Order of the (ISC)² Board of Directors

Please Note. (ISC)² will soon be changing the styling of our name to ISC2. You will see the association referenced as ISC2 in the following bylaws.

ISC2 Amended and Restated Bylaws
(“Bylaws”)

I. Preamble

1. International Information System Security Certification Consortium, Inc., hereinafter referred to as ISC2 or Corporation, exists to strengthen the influence, diversity, and vitality of the cybersecurity profession through advocacy, expertise, and workforce empowerment that accelerates cyber safety and security in an interconnected world.
2. ISC2 is a not-for-profit corporation operating under the provisions of Section 501(c)(6) of the United States Internal Revenue Code.
3. ISC2 is global in scope.
4. ISC2 is incorporated in the Commonwealth of Massachusetts under the authority of Massachusetts General Laws c.180 and the Articles of Organization of the Corporation (“Charter”).

II. Organizational Structure

1. Membership

- a. **Directors of the Board:** Directors shall be those Members serving from time to time on the Board of Directors.
 - b. **Members:** The Members shall consist solely of individuals who obtain certification as granted by ISC2 and whose certification is in good standing according to specifications that are from time to time approved by the Board of Directors.
 - c. **Other Membership Classes:** The Board of Directors may establish additional membership classes that are ineligible to serve as Directors or officers. Such other classes shall have no voting rights and shall not be considered members under Massachusetts General Laws c.180, the Articles of Organization or these bylaws.
2. **Board of Directors (Board):** The Board of Directors shall have the powers and duties of a board of directors pursuant to the laws of the Commonwealth of Massachusetts and shall be responsible for the policy and governance of the Corporation. The Board shall hire, direct, and oversee the Chief Executive Officer and President.
 3. **Chief Executive Officer (CEO):** The CEO is an employee of the Corporation and shall report to and serve at the pleasure of the Board. The CEO also serves as CEO of the Center for Cyber Safety and Education, a separate segregated fund recognized by the IRS as a 501(c)(3) public charity. The CEO is not a member of the Board of Directors but shall receive notice of and may attend and participate in all Meetings of the Board, as defined in Section III (11), except as otherwise determined by the Board of Directors.
 4. **Committees:** The Board of Directors by resolution, may establish Board Committees

as they may from time to time determine necessary or advisable.

- a. Board Committees shall be composed of two (2) or more Directors, who shall be appointed by the Board of Directors, and the Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated, to any such Board Committee.
 - b. These Bylaws, or the Board of Directors by resolution, may also establish advisory committees composed of Directors and non-Directors selected in a manner determined by the Board. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Board of Directors but may make recommendations to the Board or Board Committees and implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.
 - c. All committees shall serve at the pleasure of the Board of Directors. Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, the business of Board Committees shall be conducted as nearly as may be in the same manner as is provided in these Bylaws for the conduct of business by the Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the Board of Directors no later than the date of the meeting of Board next following the date of such action.
5. **Standing Committees:** The Corporation shall have four standing Board Committees. The standing committees are:
- a. Audit Committee
 - b. Compensation/CEO Succession Committee
 - c. Nominations Committee
 - d. Risk Committee

III. Board of Directors and Officers of the Board

1. **Qualification:** The members of the Board of Directors are those Members duly elected or appointed as provided in these Bylaws.
2. **Constitution of Board:** The Board shall consist of a minimum of seven Directors. A two thirds majority of the Board shall set the exact number.
3. **Term of Office:** Directors are elected by the Members to serve for three-year terms or appointed by the Board to serve for terms lasting up to three years. Each Director shall serve until a successor is duly appointed or elected, or sooner dies, resigns, is removed or disqualified.
4. **Term Limits:** No Director may be elected to serve more than two terms. Notwithstanding the preceding sentence, the Board may appoint a Member to fill a

vacancy, subject to Section III (8), and such appointment shall not be counted toward a term.

5. **Recall of a Director:** In an election called specifically for the purpose of a recall, the Members entitled to elect a Director may recall such Director by a majority of those voting.
6. **Removal of a Director:** The Board may remove any Director for cause by a vote of three-fourths of the remaining Directors.
7. **Resignation:** A Director or Officer of the Board may resign at any time by giving written notice of such resignation to the Chair or Clerk. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is directed.
8. **Filling of Vacancies:** The Board may appoint a Member to fill an unexpired term at its discretion even if not filling the vacancy would result in an even number of Directors. No one may be appointed more than once, regardless of the duration of their appointment.
9. **Officers of the Board:** The Board shall elect annually from among its Directors the following Officers of the Board. Each Officer of the Board shall serve, except as otherwise provided by these Bylaws, until a successor is duly chosen and qualified, unless the Officer of the Board sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors may fill a board officer vacancy at any meeting. Except for the Chair, the Officers of the Board are not considered Officers in accordance with the laws of the Commonwealth of Massachusetts.

a. Chair

- i. Performs lawful duties of an Officer of ISC2 in accordance with the laws of the Commonwealth of Massachusetts
- ii. Leads the Board and is responsible for its effectiveness
- iii. Chairs the meetings of the Board
- iv. Chairs the Annual Meeting
- v. Appoints committee members to Committees of the Board subject to confirmation by the Board
- vi. Performs all lawful functions of a chairman of a board

b. Vice Chair

- i. Acts as Chair in the absence of the Chair
- ii. Executes other duties as assigned by the Chair

c. Board Secretary

- i. Assures creation of minutes of meetings
- ii. Executes other duties as assigned by the Chair

d. Board Treasurer

- i. Chairs the Audit Committee of the Board
- ii. Executes other duties as assigned by the Chair

- 10. Quorum and Voting:** A majority, including one Officer of the Board, of all Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization or these Bylaws. The number of Directors necessary to establish a quorum shall be adjusted as necessary to follow conflict of interest procedures and policies.
- 11. Meetings of the Board:** The Board of Directors shall meet on such date and time as determined by the Chair. Regular meetings shall be held as determined by the Board. Special meetings may be called by the CEO, Chair or the Board of Directors and shall be called by the Clerk (or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other Officer of the Corporation) upon the written application of two or more Directors. A special meeting may be called in lieu of an annual meeting of Directors.
- 12. Notice:** At least seven days' written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting. However, except as otherwise required, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance, is not required if all Directors have notice of such schedule.
- 13. Action Without a Meeting/Written Consent:** Directors may vote without a meeting if (i) the vote being taken is in writing; (ii) all Directors (100%) consent in writing; and (iii) each Director's consent is included the Board records. Consent may be given by electronic means. Such consents shall be treated for all purposes as a vote at a meeting.
- 14. Telephonic Participation in Meetings:** Directors may participate in any meeting by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in-person at such meetings.

IV. Election of Board of Directors

1. Except for the filling of vacancies, as described in Section III (8), terms of Directors will begin on January 1st of the year following their election.
2. The Board will announce the dates of the election at least one hundred and twenty (120) days in advance of the election.
3. Except for the filling of vacancies, as described in Section III (8), the Board of Directors shall prepare and submit to the Members, a slate of qualified candidates consisting of one candidate for each open position at least ninety (90) days in advance of the election.
4. The collection of Members' votes for the election of Directors shall be conducted over a term of at least two (2) weeks each year and only those Members in good standing as of the date of announcement of the election may vote.
5. Each eligible Member may vote for one candidate for each vacancy.
6. The name of any qualified person who agrees to serve if elected may be submitted by signed, written petition, of at least one percent (1%) of Members in good standing as of

the date of the election announcement, to the Board at least sixty (60) days in advance of the start of the election. Nominees received under this process shall be added to the slate of candidates for that year.

7. All votes shall be cast using an electronic voting method specified by resolution of the Board.
8. Any election shall be determined by a plurality of the votes cast by those entitled to vote in the election.

V. Officers of the Corporation

1. **Officers:** The Officers of the Corporation shall include a Chair, President, Clerk, Treasurer and such other officers and such titles and duties as shall be determined by the Board.
2. **Selection:** The Chair of the Board shall serve as Chair of the Corporation. The CEO of the Corporation shall serve as the President of the Corporation. The General Counsel of the Corporation shall serve as the Clerk. The Chief Financial Officer of the Corporation shall serve as the Treasurer of the Corporation. Other officer positions, if any, shall be approved by the Board. Any Officer who is an ISC2 employee and serves as an Officer solely due to employment with ISC2, will cease to hold the position as an Officer when no longer employed by ISC2.
3. **Term of Office.** Each Officer appointed by the Board and not serving as an Officer solely due to employment with ISC2 (“Appointed Officer”) serves at the pleasure of the Board.
4. **President**
 - a. The President is the individual appointed by the Board as CEO. The President shall run the day-to-day affairs of the Corporation in accordance with policies established by the Board, and report to and be accountable to the Board of Directors. The President shall also perform the lawful duties of President in accordance with the law of the Commonwealth of Massachusetts.
5. **Clerk**
 - a. The Clerk shall perform lawful duties of Corporate Secretary in accordance with the laws of the Commonwealth of Massachusetts and performs other duties as directed by the President. If the Clerk is not a resident of the Commonwealth of Massachusetts, then the Corporation shall appoint a qualified Resident Registered Agent residing in Massachusetts.
6. **Treasurer**
 - a. The Treasurer shall perform the lawful duties of Treasurer in accordance with the laws of the Commonwealth of Massachusetts, and performs other duties as directed by the President.

VI. Meetings of Members

1. **Annual Meeting:** The Members shall meet annually within the United States to conduct other business as properly brought before the Members.
2. **Annual Report to the Membership:** The Board of Directors and the CEO of ISC2 and other officers or committee chairs as directed by the Board shall report annually to the Membership on the state of the organization.
3. **Special Meetings:** Special Meetings of the Membership may be called by 1) the Chair, 2) upon the written application of at least three members of the Board of Directors, or 3) as otherwise provided by law. Notice of special meetings shall be given by the Clerk as provided below, or in case of the death, absence, incapacity, or refusal of the Clerk, by any Officer of the Board.
4. **Notice of Meetings:** The Clerk (or the person calling the meeting) shall give written notice of every meeting of the Members. Notice to the Members shall state the date, hour and place of the meeting, and the purposes for which the meeting is to be held. The notice to the Members shall be given at least sixty (60) days before the meeting.
5. **Quorum:** For meetings of the Members, at least two Officers of the Board, a minimum of 50 percent of the remaining Directors, and at least 50 other Members in good standing shall be required to constitute a quorum for the transaction of business.
6. **Voting:** At all meetings of the Membership, each Member eligible to vote on a particular matter shall have one vote, unless otherwise provided by law, the Articles of Organization or these Bylaws.
7. **Action at Meeting:** When a quorum is present at any meeting of the Membership, a majority of the Members present and voting on a matter, except where a larger vote is required by law, the Articles of Organization, or these Bylaws, shall decide any matter to be voted on by the Members.
8. **Right of Petition:** Members may petition in writing to add items to the official agenda of any meeting of the Members or may petition in writing for a Special Meeting to address specific items of new business by presenting a signed petition for that purpose to the Board Chair, Clerk, or (in their absence) any member of the Board of Directors. Such petition must contain the valid signatures (or electronic equivalent) of at least one percent (1%) of Members in good standing. If the petition is for a Special Meeting, the Chair shall call a Special Meeting within 90 days.
9. **Place of Meetings:** Except as otherwise required by law, meetings of the Board and of the Members may be held at any location selected by the Board.

VII. Indemnification of Directors, Officers, and Others

1. The Corporation, upon authorization by a disinterested majority of the Directors then in office, may indemnify all persons now or hereafter elected or appointed a Director, officer, employee or agent of the Corporation (including each person who serves at its request as a director, officer, employee or agent of any other organization in which the Corporation has any interest as a stockholder, creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) against all expense reasonably incurred or paid by them in connection with the defense or disposition of any

actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which they may be involved as a party or otherwise by reason of them having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these By-laws) by them while serving in any such capacity; except for expense incurred or paid by them with respect to (i) any matter as to which they shall have been adjudicated in any proceeding not to have acted in the reasonable belief that their action was in the best interests of the Corporation, or (ii) any matter as to which they shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation, or (iii) which the Corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying them. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of any undertaking by the person indemnified to repay such payment if they shall eventually be adjudicated to be not entitled to indemnification under these Bylaws.

2. No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the Corporation. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification herein provided for shall be severable, shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such Director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of any such person.

VIII. Conflict of Interest

1. **Conflict of Interest:** Directors or members of the board committees of the Corporation must not have any undisclosed actual or potential conflict of interest with the activities or interests of the Corporation and must comply with the Conflicts of Interest Policy of the Corporation as in effect at any time.
2. **Disclosure and Recusal:** Directors, Officers, and managers must disclose, in writing, actual or potential conflicts of interest. Where any action comes before the Board of Directors on which any Director has an actual or potential conflict of interest, that Director shall recuse themselves from voting on that matter.

IX. Miscellaneous Provisions

1. **Audit:** The Corporation shall have an annual financial audit by a licensed Certified Public Accountant. The Board, based upon recommendation by the Audit Committee, shall appoint the auditor. The audit report shall be presented to the Audit Committee. A summary of the audit report shall be available to any Member upon written request.
2. **Member Address of Record:** Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Corporation shall be entitled to treat the record address of a Director, Officer or Member as shown on its books as the address

of such person for all purposes, including the giving of any notices; and it shall be the duty of all such persons to notify the Corporation of their latest mailing and e-mail addresses.

3. **Means of Notice:** Whenever an announcement or notice is called for by these Bylaws, such announcement or notice may be given in writing, by e-mail, or any other similar and reasonable means.
4. **Evidence of Authority:** A certificate by the Clerk, or designee in the absence of the Clerk, as to any action taken by the Members, Directors, or any Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.
5. **Ratification:** Any action taken on behalf of the Corporation by a Director or any Officer or representative of the Corporation that requires authorization by the Members or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Members, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.
6. **Seal:** If the Board of Directors determines to adopt a seal of the Corporation, such seal shall, subject to alteration by the Board of Directors, bear the corporate name, the word "Massachusetts," and the year of its incorporation. When permitted by law, the Board of Directors shall adopt a digital signature form for the seal of the Corporation.
7. **Execution of Instruments:** All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the CEO, or the CEO's designees, subject to guidelines enacted by resolution of the Board, except as the Board of Directors may generally or in particular cases otherwise determine.
8. **Voting of Securities:** Except as the Board of Directors may otherwise designate, the CEO may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without discretionary power and/or power of substitution) at any meeting of incorporators or shareholders or beneficial owners of any other corporation or organization, any of the securities of which may be held by the Corporation.
9. **Records and Writings:** Wherever records, writings, or signatures or similar terms appear or are used in this document, they are to be interpreted to include electronic media or methods, except as may otherwise be required by law.
10. **Merger, Consolidation, Disposal of Assets:** In addition to any approvals required by applicable law, the Board of Directors must be notified by the CEO of any intention to merge, consolidate, or dispose of substantial assets of the Corporation. The Board must approve any merger, consolidation, or disposition of all or substantially all the Corporation's property and assets. Any such action shall require affirmative votes of two-thirds of all Directors at any meeting called to address this item and two-thirds of all Members in good standing.

X. Amendments

The power to ratify, amend, or repeal these Bylaws, in whole or in part, shall be in the Members. Any such action shall require an affirmative vote of two-thirds of all Members in good standing present at any meeting duly called to address this item. The Board of Directors may propose amendments approved by vote of two-thirds of Directors then in office.

(ISC)²

ISC2 Amended and Restated Bylaws
~~I-("Bylaws")~~

XI. Preamble

~~1.5.~~ International Information System Security Certification Consortium, Inc., hereinafter referred to as (ISC)²ISC2 or Corporation, exists to ~~support~~ strengthen the influence, diversity, and provide members vitality of the cybersecurity profession through advocacy, expertise, and constituents with credentials, training, education, resources, workforce empowerment that accelerates cyber safety and leadership to manage and secure information and deliver value to society. security in an interconnected world.

(ISC)²

~~2.6.~~ ISC2 is a not-for-profit corporation operating under the provisions of Section 501(c)(6) of the United States Internal Revenue Code.

(ISC)²

~~3.7.~~ ISC2 is global in scope.

(ISC)²

~~4.8.~~ ISC2 is incorporated in the Commonwealth of Massachusetts under the authority of Massachusetts General Laws c.180 and the Articles of Organization of the Corporation ("Charter").

XII. H-Organizational Structure

1. Membership

- a. Directors of the Board: Directors shall be those Members serving from time to time on the Board of Directors.
 - b. Members: The Members shall consist solely of individuals who obtain certification as granted by (ISC)²ISC2 and whose certification is in good standing according to specifications that are from time to time approved by the Board of Directors.
 - c. ~~Board of Directors:~~ Other Membership Classes: The Board of Directors may establish additional membership classes that are ineligible to serve as Directors or officers. Such other classes shall have no voting rights and shall not be considered members under Massachusetts General Laws c.180, the Articles of Organization or these bylaws.
2. **Board of Directors (Board):** The Board of Directors shall have the powers and duties of a board of directors pursuant to the laws of the Commonwealth of Massachusetts, and shall be responsible for the policy and governance of the Corporation. The Board shall hire, direct, and oversee the Chief Executive ~~Director~~ Officer and President.
 3. ~~Executive Director: The Executive Director is the~~ **Chief Executive Officer (CEO):** The CEO is an employee of the Corporation. ~~The Executive Director and~~ shall report to and serve at the pleasure of the Board. The CEO also serves as CEO of the Center for

Cyber Safety and Education, a separate segregated fund recognized by the IRS as a 501(c)(3) public charity. The CEO is not a member of the Board of Directors but shall receive notice of and may attend and participate in all Meetings of the Board, as defined in Section III (11), except as otherwise determined by the Board of Directors.

4. ~~Committees of the Corporation:~~ The Board of Directors by resolution, may establish Board Committees as they may from time to time determine necessary or advisable.

a. Board Committees shall be composed of two (2) or more Directors, who shall be appointed by the Board of Directors, and the Board of Directors may delegate such of its powers as it considers advisable, except those powers which by law, the Articles of Organization, or these Bylaws may not be so delegated, to any such Board Committee.

b. These Bylaws, or the Board of Directors by resolution, may also establish advisory committees composed of Directors and non-Directors selected in a manner determined by the Board. Advisory committees may not exercise the authority of the Board to make decisions on behalf of the Board of Directors but may make recommendations to the Board or Board Committees and implement Board or Board Committee decisions and policies under the supervision and control of the Board or Board Committee.

c. All committees shall serve at the pleasure of the Board of Directors. Except as the Directors may otherwise determine, any committee may make rules for the conduct of its business, but unless otherwise provided by the Directors or such rules, the business of Board Committees shall be conducted as nearly as may be in the same manner as is provided in these Bylaws for the conduct of business by the Directors, including the taking of minutes and requirements for establishing a quorum and voting. Any action taken by any committee shall be reported to the Board of Directors no later than the date of the meeting of Board next following the date of such action.

4.5. Standing Committees: ~~The Corporation shall have three~~four ~~standing committees and other committees as established by the Chairman or the Board. All committees shall report to and serve at the pleasure of the Board. The three~~Board Committees. ~~The~~ standing committees are:

a. Audit Committee ~~-this committee is composed of the Treasurer and at least two other Members who are not~~

b. Compensation/CEO Succession Committee

c. Nominations Committee

d. Risk Committee

~~a. XIII. *Board of Directors and Officers of the Board:*~~

~~a. Business Practices Committee -this committee is composed of the Vice Chairman and at least two other Members who are not Officers of the Board. This committee shall investigate any allegations of ethical misconduct by (ISC)2 itself or by business partners~~

of (ISC)² and recommend to the Board policies on ethical business practices.

~~b. **Professional Conduct (Ethics) Committee**—this committee is composed of one Director and at least two other Members who are not Directors. This committee shall review allegations of ethical misconduct by Members and recommend appropriate action for the Board.~~

~~III. Board of Directors; Officers; Committees~~

1. **Qualification:** The members of the Board of Directors (~~“Board”~~) are those Members duly elected or appointed as provided in these Bylaws. ~~Each Director shall have sufficient command of the English language such that he or she may carry out the duties of Director and ensure full comprehension of, and participation of, all business of the Corporation.~~

2. **Constitution of Board:** The Board shall consist of a minimum of seven Directors. A two thirds majority of the Board shall set the exact number.

3. **Term of Office:** Directors are elected by the Members to serve for three-year terms or appointed [by the Board] to serve for terms lasting up to three years. Each Director shall serve until ~~his or her~~^a successor is duly appointed or elected, or ~~he or she~~ sooner dies, resigns, is removed or disqualified.

~~a. **Term Limits:** “Service” means occupying any position as a Director of (ISC)². Service as a Director may not exceed six years in any ten year period; *provided*, that all Directors currently serving in office as of the effective date of these Bylaws may complete their duly elected or appointed term of Service. No one may serve as an appointed Director more than once, regardless of the duration of their appointment. An appointed Director may stand for election by the Members to a term subsequent to appointed service, subject to the term limitations stated herein~~

4. **Term Limits:** No Director may be elected to serve more than two terms. Notwithstanding the preceding sentence, the Board may appoint a Member to fill a vacancy, subject to Section III (8), and such appointment shall not be counted toward a term.

~~4.~~5. **Recall of a Director:** In an election called specifically for the purpose of a recall, the Members entitled to elect a Director may recall such Director by a majority of those voting.

~~5.~~6. **Removal of a Director:** The Board may remove any Director for cause by a vote of three-fourths of the remaining Directors.

~~6.~~7. **Resignation:** A Director or Officer of the Board may resign at any time by giving written notice of such resignation to the ~~Chairman~~^{Chair} or ~~Board Secretary~~^{Clerk}. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is directed.

~~7.~~8. **Filling of Vacancies:** The Board may appoint a Member to fill an unexpired term at its discretion even if not filling the vacancy would result in an even number of Directors; ~~subject to the provisions of Section 4 supra.~~ No one may be appointed more than once.

regardless of the duration of their appointment.

8.9. Officers of the Board: The Board shall elect annually from among its Directors the following ~~officers~~Officers of the Board. Each ~~officer~~Officer of the Board shall serve, except as otherwise provided by these Bylaws, until a successor is duly chosen and qualified, unless the ~~officer~~Officer of the Board sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors may fill a board officer vacancy ~~in any office~~ at any meeting. Except for the Chair, the Officers of the Board are not considered Officers in accordance with the laws of the Commonwealth of Massachusetts.

~~(i)~~ **Chairman**

a. Chair

i. Performs lawful duties of an Officer of ISC2 in accordance with the laws of the Commonwealth of Massachusetts

~~i.~~ii. Leads the Board and is responsible for its effectiveness

~~ii.~~iii. Chairs the meetings of the Board

~~iii.~~iv. Chairs the Annual Meeting

~~iv.~~v. Appoints committee members to Committees of the Board subject to confirmation by the Board

~~v.~~vi. Performs all lawful functions of a chairman of a board

~~a.~~b. **Vice Chairman**Chair

i. Acts as ~~Chairman~~Chair in the absence of the ~~Chairman~~Chair

~~i.~~ ~~Chairs the Business Practices Committee~~

~~i.~~ii. Executes other duties as assigned by the ~~Chairman~~Chair

~~b.~~c. **Board Secretary**

i. Assures creation of minutes of meetings

ii. Executes other duties as assigned by the ~~Chairman~~Chair

~~e.~~d. **Board Treasurer**

~~i.~~i. Chairs the Audit Committee of the Board

~~b.~~ii. Executes other duties as assigned by the ~~Chairman~~Chair

9.10. Quorum and Voting: A majority, including one ~~officer~~Officer of the Board, of all Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws. The number of Directors necessary to establish a quorum shall be adjusted as necessary to follow conflict of interest procedures and policies.

10.11. Meetings of the Board: The Board of Directors shall meet ~~annually immediately following the annual meeting of Members, or~~ on such ~~other~~ date and time as determined by the ~~Directors~~Chair. Regular meetings shall be held as determined by the Board. Special meetings may be called by the ~~President~~CEO, Chair or the Board of Directors, and shall be called by the Clerk (or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other ~~officer~~Officer of the Corporation) upon

the written application of two or more Directors. A special meeting may be called in lieu of an annual meeting of Directors.

~~11.~~ **12. Notice:** At least seven days' written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting. However, except as otherwise required, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance, is not required if all Directors have notice of such schedule.

13. Action Without a Meeting/Written Consent: Directors may vote without a meeting if ~~12.~~ (i) the vote being taken is in writing; (ii) all Directors (100%) consent in writing; and (iii) each Director's consent is included the Board records. Consent may be given by electronic means. Such consents shall be treated for all purposes as a vote at a meeting.

~~13.~~ **14. Telephonic Participation in Meetings:** Directors may participate in any meeting by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in-person at such meetings.

XIV. ~~IV.~~ Election of Board of Directors

~~a. One-third of the Director positions on the Board will stand~~ Except for election by the Members each year.

1. ~~Terms~~ the filling of vacancies, as described in Section III (8), terms of Directors will begin on January 1st of the year following their election ~~or, if the election is completed after January 1st but before July 31st, as soon as possible after the election.~~

2. The Board will announce the dates of the election at least one hundred and twenty (120) days in advance of the election.

3. Except for the filling of vacancies, as described in Section III (8), the Board of Directors shall prepare and submit to the Members, a slate of qualified candidates consisting of one candidate for each open position at least ninety (90) days in advance of the election.

~~2.~~4. The collection of Members' votes for the election of Directors shall be conducted over a term of at least two (2) weeks each year and only those Members in good standing as of the date of announcement of the election may vote.

~~3.~~ The Board will announce the dates of the election at least one hundred and twenty (120) days in advance of the election.

~~4.~~5. Each eligible Member may vote for one candidate for each vacancy.

~~b. The Board of Directors shall prepare and submit to the Members, at least ninety (90) days in advance of the election, a slate of qualified candidates who have agreed to serve.~~

~~5.~~6. The name of any qualified person who agrees to serve if elected may be submitted by signed, written petition, of at least ~~500 members~~ one percent (1%) of Members in good standing as of the date of the election announcement, to the Board at least sixty (60)

days in advance of the start of the election. ~~Any such petition shall identify the Board seat for which the nominee is to be considered.~~ Nominees received under this process shall be ~~included on the ballot.~~added to the slate of candidates for that year.

~~e. The Directors may allow for the election of write-in candidates for the Board; provided that such person so elected meets the qualification requirements for Service set forth in these Bylaws.~~

~~6.7.~~All votes shall be cast using an electronic voting method specified by resolution of the Board.

~~7.8.~~Any election shall be determined by a plurality of the votes cast by those entitled to vote in the election.

~~V. The Executive~~

~~1. Executive Director~~

~~XV. The Executive Director or Chief Executive Officer~~Officers of the Corporation

1. Officers: The Officers of the Corporation shall include a Chair, President, Clerk, Treasurer and such other officers and such titles and duties as shall be determined by the Board.

2. Selection: The Chair of the Board shall serve as Chair of the Corporation. The CEO of the Corporation shall serve as the President of the Corporation. The General Counsel of the Corporation shall serve as the Clerk. The Chief Financial Officer of the Corporation shall serve as the Treasurer of the Corporation. Other officer positions, if any, shall be approved by the Board. Any Officer who is an ISC2 employee and serves as an Officer solely due to employment with ISC2, will cease to hold the position as an Officer when no longer employed by ISC2.

3. Term of Office. Each Officer appointed by the Board and not serving as an Officer solely due to employment with ISC2 (“Appointed Officer”) serves at the pleasure of the Board.

4. President

a. The President is the individual appointed by the Board as CEO. The President shall run the day-to-day affairs of the Corporation in accordance with policies established by the Board, and report to and be accountable to the Board of Directors. The President shall also perform the lawful duties of President in accordance with the law of the Commonwealth of Massachusetts.

~~a. Corporate Secretary~~

5. Performs Clerk

~~(ii) The Clerk shall perform~~ lawful duties of Corporate Secretary ~~(“Clerk”)~~ in accordance with the laws of the Commonwealth of Massachusetts

~~(iii) Performs and performs~~ other duties as directed by the ~~Executive Director~~

a. President. If the ~~Corporate Secretary~~Clerk is not a resident of the

Commonwealth of Massachusetts, then the Corporation shall appoint a qualified Resident Registered Agent residing in Massachusetts.

~~1.6.~~ **Corporate** Treasurer

- ~~i.~~ **Performs** ~~The Treasurer shall perform the~~ lawful duties of **Corporate** Treasurer in accordance with the laws of the Commonwealth of Massachusetts
- a. **Performs, and performs** other duties as directed by the **Executive Director** ~~President~~.

~~XVI.~~ ~~VII.~~ **Meetings of Members**

- ~~a.~~ **1. Annual Meeting:** The Members shall meet annually within the United States to conduct other business as properly brought before the Members.
- 2. Annual Report to the Membership:** The Board of Directors and the **Executive Director** ~~CEO~~ of ~~(ISC)²ISC2~~ and other officers or committee ~~chairpersons~~ **chairs** as directed by the Board shall report annually to the Membership on the state of the organization.
- 3. Special Meetings:** Special Meetings of the Membership may be called by 1) the **Chairman** ~~Chair~~, 2) upon the written application of at least three members of the Board of Directors, or 3) as otherwise provided by law. Notice of special meetings shall be given by the ~~Corporate Secretary~~ **Clerk** as provided below, or in case of the death, absence, incapacity, or refusal of the ~~Secretary~~ **Clerk**, by any Officer of the Board.
- 4. Notice of Meetings:** The ~~Corporate Secretary~~ **Clerk** (or the person calling the meeting) shall give written notice of every meeting of the Members. ~~Notice to Director Members shall be given as provided in Article III, Section 11 for meetings of the Board of Directors.~~ Notice to the Members shall state the date, hour and place of the meeting, and the purposes for which the meeting is to be held. The notice to the Members shall be given at least sixty (60) days before the meeting.
- 5. Quorum:** For meetings of the Members, at least two Officers of the Board, a minimum of 50 percent of the remaining Directors, and at least 50 other Members in good standing shall be required to constitute a quorum for the transaction of business.
- 6. Voting:** At all meetings of the Membership, each Member eligible to vote on a particular matter shall have one vote, unless otherwise provided by law, the Articles of Organization or these Bylaws.
- 7. Action at Meeting:** When a quorum is present at any meeting of the Membership, a majority of the Members present and voting on a matter, except where a larger vote is required by law, the Articles of Organization, or these Bylaws, shall decide any matter to be voted on by the Members.
- 8. Right of Petition:** Members may petition in writing to add items to the official agenda of any meeting of the Members or may petition in writing for a Special Meeting to address specific items of new business by presenting a signed petition for that purpose to the ~~Chairman,~~ Board ~~Secretary~~ **Chair, Clerk**, or (in their absence) any member of the

Board of Directors. Such petition must contain the valid signatures (or electronic equivalent) of at least ~~500~~one percent (1%) of Members in good standing. If the petition is for a Special Meeting, the ~~Chairman~~Chair shall call a Special Meeting within 90 days.

9. **Place of Meetings:** Except as otherwise required by law, meetings of the Board and of the Members may be held at any location selected by the Board.

XVII. ~~VII.~~ *Indemnification of Directors, Officers, and Others*

~~a.~~3. The Corporation, upon authorization by a disinterested majority of the ~~members of the Board of~~ Directors then in office, may indemnify all persons now or hereafter elected or appointed a Director, officer, employee or agent of the Corporation (including each person who serves at its request as a director, officer, employee or agent of any other organization in which the Corporation has any interest as a stockholder, creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) against all expense reasonably incurred or paid by them in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which they may be involved as a party or otherwise by reason of them having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these By-laws) by them while serving in any such capacity; except for expense incurred or paid by them with respect to (i) any matter as to which they shall have been adjudicated in any proceeding not to have acted in the reasonable belief that their action was in the best interests of the Corporation, or (ii) any matter as to which they shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation, or (iii) which the Corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying them. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of any undertaking by the person indemnified to repay such payment if they shall eventually be adjudicated to be not entitled to indemnification under these Bylaws.

~~b.~~4. No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the Corporation. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification herein provided for shall be severable, shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such Director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of any such person.

XVIII. ~~VIII.~~ *Conflict of Interest*

1. Conflict of Interest: ~~Members of the Board of~~ Directors or ~~Committees~~members of the ~~Board or Constitutional Committees~~board committees of the Corporation must not have any undisclosed actual or potential conflict of interest with the activities or interests of the Corporation and must comply with the Conflicts of Interest Policy of the

Corporation as in effect at any time.

2. **Disclosure and Recusal:** Directors, Officers, and managers must disclose, in writing, actual or potential conflicts of interest ~~to the Board of Directors.~~ Where any action comes before the Board of Directors on which any Director has an actual or potential conflict of interest, that Director shall recuse ~~herself/himself~~ themselves from voting on that matter.

XIX. ~~IX.~~ *Miscellaneous Provisions*

1. **Audit:** The Corporation shall have an annual financial audit by a licensed Certified Public Accountant. The Board, based upon recommendation by the Audit Committee, shall appoint the auditor. The audit report shall be presented to the Audit Committee. A summary of the audit report shall be available to any Member upon written request.
2. **Member Address of Record:** Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Corporation shall be entitled to treat the record address of a Director, ~~officer~~ Officer or Member as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of all such persons to notify the Corporation of their latest mailing and e-mail addresses.
3. **Means of ~~notice~~ Notice:** Whenever an announcement or notice is called for by these Bylaws, such announcement or notice may be given in writing, by e-mail, or any other similar and reasonable means.
4. **Evidence of ~~authority~~ Authority:** A certificate by the ~~Secretary~~ Clerk, or designee in the absence of the ~~Secretary~~ Clerk, as to any action taken by the Members, Directors, or any ~~officer~~ Officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.
5. **Ratification:** Any action taken on behalf of the Corporation by a Director or any ~~officer~~ Officer or representative of the Corporation that requires authorization by the Members or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Members, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.
6. **Seal:** If the Board of Directors determines to adopt a seal of the Corporation, such seal shall, subject to alteration by the Board of Directors, bear the corporate name, the word "Massachusetts," and the year of its incorporation. When permitted by law, the Board of Directors shall adopt a digital signature form for the seal of the Corporation.
7. **Execution of Instruments:** All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the ~~Executive Director~~ CEO, or the CEO's designees, subject to guidelines enacted by resolution of the Board, except as the Board of Directors may generally or in particular cases otherwise determine.
8. **Voting of Securities:** Except as the Board of Directors may otherwise designate, the

~~Executive Director~~CEO may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without discretionary power and/or power of substitution) at any meeting of incorporators or shareholders or beneficial owners of any other corporation or organization, any of the securities of which may be held by the Corporation.

9. Records and Writings: Wherever records, writings, or signatures or similar terms appear or are used in this document, they are to be interpreted to include electronic media or methods, except as may otherwise be required by law.

10. Merger, Consolidation, Disposal of Assets: In addition to any approvals required by applicable law, the Board of Directors must be notified by the ~~Executive Director~~CEO of any intention to merge, consolidate, or dispose of substantial assets of the Corporation. The Board must approve any merger, consolidation, or disposition of all or substantially all of the Corporation's property and assets. Any such action shall require affirmative votes of two-thirds of all Directors at any meeting called to address this item and two-thirds of all Members in good standing ~~present at any meeting called to address this item.~~

~~X.~~

XX. *Amendments*

The power to ratify, amend, or repeal these Bylaws, in whole or in part, shall be in the Members. Any such action shall require an affirmative vote of two-thirds of all Members in good standing present at any meeting duly called to address this item. The Board of Directors may propose amendments approved by vote of two-thirds of Directors then in office.

(ISC)² Amended and Restated Bylaws

I. Preamble

1. International Information System Security Certification Consortium, Inc., hereinafter referred to as (ISC)² or Corporation, exists to support and provide members and constituents with credentials, training, education, resources, and leadership to manage and secure information and deliver value to society.
2. (ISC)² is a not-for-profit corporation operating under the provisions of Section 501(c)(6) of the United States Internal Revenue Code.
3. (ISC)² is global in scope.
4. (ISC)² is incorporated in the Commonwealth of Massachusetts under the authority of **Massachusetts General Laws c.180** and the Articles of Organization of the Corporation (“Charter”).

II. Organizational Structure

1. Membership

- a. **Directors of the Board:** Directors shall be those Members serving from time to time on the Board of Directors.
 - b. **Members:** The Members shall consist solely of individuals who obtain certification as granted by (ISC)² and whose certification is in good standing according to specifications that are from time to time approved by the Board of Directors.
2. **Board of Directors:** The Board of Directors shall have the powers and duties of a board of directors pursuant to the laws of the Commonwealth of Massachusetts, and shall be responsible for the policy and governance of the Corporation. The Board shall hire, direct, and oversee the Executive Director.
3. **Executive Director:** The Executive Director is the Chief Executive Officer of the Corporation. The Executive Director shall report to and serve at the pleasure of the Board.
4. **Committees of the Corporation:** The Corporation shall have three standing committees and other committees as established by the Chairman or the Board. All committees shall report to and serve at the pleasure of the Board. The three standing committees are:
 - a. **Audit Committee** - this committee is composed of the Treasurer and at least two other Members who are not Officers of the Board.
 - b. **Business Practices Committee** -this committee is composed of the Vice Chairman and at least two other Members who are not Officers of the Board. This committee shall investigate any allegations of ethical misconduct by (ISC)² itself or by business partners of (ISC)² and recommend to the Board policies on ethical business practices.

- c. **Professional Conduct (Ethics) Committee** -this committee is composed of one Director and at least two other Members who are not Directors. This committee shall review allegations of ethical misconduct by Members and recommend appropriate action for the Board.

III. Board of Directors; Officers; Committees

1. **Qualification:** The members of the Board of Directors (“Board”) are those Members duly elected or appointed as provided in these Bylaws. Each Director shall have sufficient command of the English language such that he or she may carry out the duties of Director and ensure full comprehension of, and participation of, all business of the Corporation.
2. **Constitution of Board:** The Board shall consist of a minimum of seven Directors. A two thirds majority of the Board shall set the exact number.
3. **Term of Office:** Directors are elected by the Members to serve for three-year terms or appointed [by the Board] to serve for terms lasting up to three years. Each Director shall serve until his or her successor is duly appointed or elected, or he or she sooner dies, resigns, is removed or disqualified.
4. **Term Limits:** “Service” means occupying any position as a Director of (ISC)². Service as a Director may not exceed six years in any ten year period; *provided*, that all Directors currently serving in office as of the effective date of these Bylaws may complete their duly elected or appointed term of Service. No one may serve as an appointed Director more than once, regardless of the duration of their appointment. An appointed Director may stand for election by the Members to a term subsequent to appointed service, subject to the term limitations stated herein
5. **Recall of a Director:** In an election called specifically for the purpose of a recall, the Members entitled to elect a Director may recall such Director by a majority of those voting.
6. **Removal of a Director:** The Board may remove any Director for cause by a vote of three-fourths of the remaining Directors.
7. **Resignation.** A Director or Officer may resign at any time by giving written notice of such resignation to the Chairman or Board Secretary. Such resignation shall be effective at the time specified therein, or if no time is specified, upon receipt by the officer to whom it is directed.
8. **Filling of Vacancies:** The Board may appoint a Member to fill an unexpired term at its discretion even if not filling the vacancy would result in an even number of Directors, subject to the provisions of Section 4 *supra*.
9. **Officers of the Board:** The Board shall elect annually from among its Directors the following officers of the Board. Each officer shall serve, except as otherwise provided by these Bylaws, until a successor is duly chosen and qualified, unless the officer sooner dies, resigns, is removed, or becomes disqualified. The Board of Directors may fill a vacancy in any office at any meeting.

a. Chairman

- i. Leads the Board and is responsible for its effectiveness
 - ii. Chairs the meetings of the Board
 - iii. Chairs the Annual Meeting
 - iv. Appoints committee members to Committees of the Board subject to confirmation by the Board
 - v. Performs all lawful functions of a chairman of a board
- b. Vice Chairman**
- i. Acts as Chairman in the absence of the Chairman
 - i. Chairs the Business Practices Committee
 - ii. Executes other duties as assigned by the Chairman
- c. Board Secretary**
- i. Assures creation of minutes of meetings
 - ii. Executes other duties as assigned by the Chairman
- d. Treasurer**
- 1. Chairs the Audit Committee of the Board
 - ii. Executes other duties as assigned by the Chairman

10. Quorum and Voting: A majority, including one officer, of all Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the Articles of Organization, or these Bylaws. The number of Directors necessary to establish a quorum shall be adjusted as necessary to follow conflict of interest procedures and policies.

11. Meetings of the Board. The Board of Directors shall meet annually immediately following the annual meeting of Members, or on such other date and time as determined by the Directors. Regular meetings shall be held as determined by the Board. Special meetings may be called by the President or the Board of Directors, and shall be called by the Clerk (or in the case of the death, absence, incapacity, or refusal of the Clerk, by any other officer) upon the written application of two or more Directors. A special meeting may be called in lieu of an annual meeting of Directors.

12. Notice. At least seven days' written notice shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting. However, except as otherwise required, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance, is not required if all Directors have notice of such schedule.

13. Action Without a Meeting/Written Consent. Directors may vote without a meeting if (i) the vote being taken is in writing; (ii) all Directors (100%) consent in writing; and (iii) each Director's consent is included the Board records. Consent may be given by electronic means. Such consents shall be treated for all purposes as a vote at a meeting.

14. Telephonic Participation in Meetings. Directors may participate in any meeting by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at such meetings.

IV. Election of Board of Directors

1. One-third of the Director positions on the Board will stand for election by the Members each year.
2. Terms of Directors will begin on January 1st of the year following their election or, if the election is completed after January 1st but before July 31st, as soon as possible after the election.
3. The collection of Members' votes for the election of Directors shall be conducted over a term of at least two (2) weeks each year and only those Members in good standing as of the date of announcement of the election may vote.
4. The Board will announce the dates of the election at least one hundred and twenty (120) days in advance of the election.
5. Each eligible Member may vote for one candidate for each vacancy.
6. The Board of Directors shall prepare and submit to the Members, at least ninety (90) days in advance of the election, a slate of qualified candidates who have agreed to serve.
7. The name of any qualified person who agrees to serve if elected may be submitted by signed, written petition, of at least 500 members in good standing as of the date of the election announcement, to the Board at least sixty (60) days in advance of the start of the election. Any such petition shall identify the Board seat for which the nominee is to be considered. Nominees received under this process shall be included on the ballot.
8. The Directors may allow for the election of write-in candidates for the Board; provided that such person so elected meets the qualification requirements for Service set forth in these Bylaws.
9. All votes shall be cast using an electronic voting method specified by resolution of the Board.
10. Any election shall be determined by a plurality of the votes cast by those entitled to vote in the election.

V. The Executive

1. Executive Director

The Executive Director or Chief Executive Officer shall run the day-to-day affairs of the Corporation in accordance with policies established by the Board, and report to and be accountable to the Board of Directors.

2. Corporate Secretary

- a. Performs lawful duties of Corporate Secretary ("Clerk") in accordance with the laws of the Commonwealth of Massachusetts
- b. Performs other duties as directed by the Executive Director

- c. If the Corporate Secretary is not a resident of the Commonwealth of Massachusetts, then the Corporation shall appoint a qualified Resident Registered Agent residing in Massachusetts.

3. Corporate Treasurer

- a. Performs lawful duties of Corporate Treasurer in accordance with the laws of the Commonwealth of Massachusetts
- b. Performs other duties as directed by the Executive Director

VI. Meetings of Members

1. **Annual Meeting:** The Members shall meet annually within the United States to conduct other business as properly brought before the Members.
2. **Annual Report to the Membership:** The Board of Directors and the Executive Director of (ISC)² and other officers or committee chairpersons as directed by the Board shall report annually to the Membership on the state of the organization.
3. **Special Meetings:** Special Meetings of the Membership may be called by 1) the Chairman, 2) upon the written application of at least three members of the Board of Directors, or 3) as otherwise provided by law. Notice of special meetings shall be given by the Corporate Secretary as provided below, or in case of the death, absence, incapacity, or refusal of the Secretary, by any Officer of the Board.
4. **Notice of Meetings:** The Corporate Secretary (or the person calling the meeting) shall give written notice of every meeting of the Members. Notice to Director Members shall be given as provided in Article III, Section 11 for meetings of the Board of Directors. Notice to the Members shall state the date, hour and place of the meeting, and the purposes for which the meeting is to be held. The notice to the Members shall be given at least sixty (60) days before the meeting.
5. **Quorum:** For meetings of the Members, at least two Officers of the Board, a minimum of 50 percent of the remaining Directors, and at least 50 other Members in good standing shall be required to constitute a quorum for the transaction of business.
6. **Voting:** At all meetings of the Membership, each Member eligible to vote on a particular matter shall have one vote, unless otherwise provided by law, the Articles of Organization or these Bylaws.
7. **Action at Meeting:** When a quorum is present at any meeting of the Membership, a majority of the Members present and voting on a matter, except where a larger vote is required by law, the Articles of Organization, or these Bylaws, shall decide any matter to be voted on by the Members.
8. **Right of Petition:** Members may petition in writing to add items to the official agenda of any meeting of the Members or may petition in writing for a Special Meeting to address specific items of new business by presenting a signed petition for that purpose to the Chairman, Board Secretary, or (in their absence) any member of the Board of Directors. Such petition must contain the valid signatures (or electronic equivalent) of at least 500

Members in good standing. If the petition is for a Special Meeting, the Chairman shall call a Special Meeting within 90 days.

- 9. Place of Meetings:** Except as otherwise required by law, meetings of the Board and of the Members may be held at any location selected by the Board.

VII. Indemnification of Directors, Officers, and Others

- 1.** The Corporation, upon authorization by a disinterested majority of the members of the Board of Directors then in office, may indemnify all persons now or hereafter elected or appointed a Director, officer, employee or agent of the Corporation (including each person who serves at its request as a director, officer, employee or agent of any other organization in which the Corporation has any interest as a stockholder, creditor, or otherwise, or who serves at its request in any capacity with respect to any employee benefit plan) against all expense reasonably incurred or paid by them in connection with the defense or disposition of any actual or threatened claim, action, suit, or proceeding (civil, criminal, or other, including appeals) in which they may be involved as a party or otherwise by reason of them having served in any such capacity, or by reason of any action or omission or alleged action or omission (including those antedating the adoption of these By-laws) by them while serving in any such capacity; except for expense incurred or paid by them with respect to (i) any matter as to which they shall have been adjudicated in any proceeding not to have acted in the reasonable belief that their action was in the best interests of the Corporation, or (ii) any matter as to which they shall agree or be ordered by any court of competent jurisdiction to make payment to the Corporation, or (iii) which the Corporation shall be prohibited by law or by order of any court of competent jurisdiction from indemnifying them. Such indemnification may include payment by the Corporation of expenses incurred in defending a civil or criminal action or proceeding in advance of the final disposition of such action or proceeding, upon receipt of any undertaking by the person indemnified to repay such payment if they shall eventually be adjudicated to be not entitled to indemnification under these Bylaws.
- 2.** No matter disposed of by settlement, compromise, or the entry of a consent decree, nor a judgment of conviction or the entry of any plea in a criminal proceeding, shall of itself be deemed an adjudication of not having acted in the reasonable belief that the action taken or omitted was in the best interests of the Corporation. The term expense shall include, without limitation, settlements, attorneys' fees, costs, judgments, fines, penalties, and other liabilities. The right of indemnification herein provided for shall be severable, shall be in addition to any other right which any such person may have or obtain, shall continue as to any such person who has ceased to be such Director, officer, employee, or agent, and shall inure to the benefit of the heirs and personal representatives of any such person.

VIII. Conflict of Interest

- 1. Conflict of Interest:** Members of the Board of Directors or Committees of the Board or Constitutional Committees of the Corporation must not have any undisclosed actual or potential conflict of interest with the activities or interests of the Corporation and must comply with the Conflicts of Interest Policy of the Corporation as in effect at any time.

- 2. Disclosure and Recusal:** Directors, Officers, and managers must disclose, in writing, actual or potential conflicts of interest to the Board of Directors. Where any action comes before the Board of Directors on which any Director has an actual or potential conflict of interest, that Director shall recuse herself/himself from voting on that matter.

IX. Miscellaneous Provisions

- 1. Audit:** The Corporation shall have an annual financial audit by a licensed Certified Public Accountant. The Board, based upon recommendation by the Audit Committee, shall appoint the auditor. The audit report shall be presented to the Audit Committee. A summary of the audit report shall be available to any Member upon written request.
- 2. Member Address of Record:** Except as may be otherwise required by law, by the Articles of Organization, or by these Bylaws, the Corporation shall be entitled to treat the record address of a Director, officer or Member as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of all such persons to notify the Corporation of their latest mailing and e-mail addresses.
- 3. Means of notice:** Whenever an announcement or notice is called for by these Bylaws, such announcement or notice may be given in writing, by e-mail, or any other similar and reasonable means.
- 4. Evidence of authority:** A certificate by the Secretary, or designee in the absence of the Secretary, as to any action taken by the Members, Directors, or any officer or representative of the Corporation shall, as to all who rely thereon in good faith, be conclusive evidence of such action.
- 5. Ratification:** Any action taken on behalf of the Corporation by a Director or any officer or representative of the Corporation that requires authorization by the Members or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Members, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.
- 6. Seal:** If the Board of Directors determines to adopt a seal of the Corporation, such seal shall, subject to alteration by the Board of Directors, bear the corporate name, the word "Massachusetts," and the year of its incorporation. When permitted by law, the Board of Directors shall adopt a digital signature form for the seal of the Corporation.
- 7. Execution of Instruments:** All deeds, leases, transfers, contracts, bonds, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the Executive Director, subject to guidelines enacted by resolution of the Board, except as the Board of Directors may generally or in particular cases otherwise determine.
- 8. Voting of Securities:** Except as the Board of Directors may otherwise designate, the Executive Director may waive notice of and act on behalf of the Corporation, or appoint any person or persons to act as proxy or attorney in fact for this Corporation (with or without discretionary power and/or power of substitution) at any meeting of incorporators or shareholders or beneficial owners of any other corporation or organization, any of the securities of which may be held by the Corporation.

- 9. Records and Writings:** Wherever records, writings, or signatures or similar terms appear or are used in this document, they are to be interpreted to include electronic media or methods, except as may otherwise be required by law.
- 10. Merger, Consolidation, Disposal of Assets:** In addition to any approvals required by applicable law, the Board of Directors must be notified by the Executive Director of any intention to merge, consolidate, or dispose of substantial assets of the Corporation. The Board must approve any merger, consolidation, or disposition of all or substantially all of the Corporation's property and assets. Any such action shall require affirmative votes of two-thirds of all Directors and two-thirds of all Members in good standing present at any meeting called to address this item.

X. Amendments

The power to ratify, amend, or repeal these Bylaws, in whole or in part, shall be in the Members. Any such action shall require an affirmative vote of two-thirds of all Members in good standing present at any meeting duly called to address this item. The Board of Directors may propose amendments approved by vote of two-thirds of Directors then in office.