

# (ISC)<sup>2</sup> Amended and Restated Bylaws

## *I. Preamble*

1. International Information System Security Certification Consortium, Inc., hereinafter referred to as (ISC)<sup>2</sup> 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)<sup>2</sup> is a not-for-profit corporation operating under the provisions of Section 501(c)(6) of the United States Internal Revenue Code.
3. (ISC)<sup>2</sup> is global in scope.
4. (ISC)<sup>2</sup> 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)<sup>2</sup> 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)<sup>2</sup> itself or by business partners of (ISC)<sup>2</sup> 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)<sup>2</sup>. 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)<sup>2</sup> 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.