

**International Information System Security Certification Consortium, Inc.  
Special Meeting of the Members**

(ISC)<sup>2</sup> Corporate Headquarters  
311 Park Place Blvd. Suite 400  
Clearwater, FL 33716 USA

06 October 2015 at 9:00 am

**I. Call to Order of Special Meeting of the Members at 9:00am**

Present in Person: Corey Schou [Board Chairman], Diana Lynn-Contesti [Board Treasurer], Jennifer Minella [Board Secretary], Daniel Ryan [Board Advisor and Counsel], David Shearer [(ISC)<sup>2</sup> CEO], Hord Tipton [Former (ISC)<sup>2</sup> CEO], and Graham Jackson [Proxy Holder and Corporate Secretary].

The special meeting of the members (“meeting”) of the International Information System Security Certification Consortium, Inc. (“(ISC)<sup>2</sup>”) was called by Chairman Corey Schou for the purpose of voting upon the proposed amended and restated bylaws.

Notice of the meeting was delivered on August 6, 2015, 61 days prior to the meeting by Graham Jackson, Corporate Secretary.

Quorum for the meeting was confirmed by Dan Ryan, Board Advisor and Counsel. A total of 1214 members entitled to vote at the meeting were present in person or by proxy. This number includes all four (ISC)<sup>2</sup> Officers of the Board, and seven of the remaining nine Directors.

**II. Reading and Approval of Agenda**

A motion to approve the agenda was made by Jennifer Minella. The motion was seconded by Hord Tipton. Motion was unanimously approved.

**III. Approval of Amended and Restated Bylaws**

A motion was made by Jennifer Minella to vote on the Amended and Restated Bylaws. The motion was seconded by Hord Tipton.

The motion read as follows:

WHEREAS, The (ISC)<sup>2</sup> Bylaws Committee has recommended, and the Board has unanimously approved, the amended and restated changes to the (ISC)<sup>2</sup> bylaws; and

WHEREAS, The (ISC)<sup>2</sup> Bylaws Committee had the amended and restated bylaws reviewed by outside counsel to ensure compliance with the Articles of Organization and Massachusetts law.

THEREFORE, BE IT RESOLVED, that the (ISC)<sup>2</sup> membership approves modifying the (ISC)<sup>2</sup> bylaws currently in effect since July 17, 2004 and replacing them with the proposed amended and restated bylaws.

Chairman Schou allowed time for members to discuss the motion. No comments or questions were presented. The motion was voted on and the results are as follows: FOR – 1103 AGAINST – 67 ABSTAIN -44

The motion was adopted.

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**IV. Adjournment**

No other business was presented at the meeting. A motion to adjourn the meeting was made by Jennifer Minella and seconded by Hord Tipton. Motion was unanimously approved. Meeting was adjourned at 9:23am.

Respectfully submitted



Graham N Jackson  
(ISC)<sup>2</sup> Corporate Secretary