



**AMENDMENTS to the BYLAWS
OF
(ISC)² Richmond Metro Chapter**

Pursuant to a meeting of the Board of Directors held on September 21, 2017, attended by all directors, the following Amendments to the Bylaws were adopted.

AMENDMENT 1

Article and Title: 3.2. Voting Rights

Previously Read As: Voting rights in the corporation shall be vested solely in the voting members in good standing.

Amended To: Voting rights in the corporation shall be vested solely in the voting members in good standing, *to include Regular-Certified and Regular members as is defined in section 3.3.*

Rationale: Clarify that voting rights are reserved for members who have joined at the Professional membership level.

AMENDMENT 2

Article and Title: 3.3. Classes and Good Standing

Previously Read As: (ISC) 2-RMC shall have two (2) classes of members: Regular members and Associate members. Regular members shall be those members who possess an (ISC) 2® certification and are in good standing with (ISC) 2®. Associate membership shall be open to anyone interested in the Information Security field.

Amended To: (ISC) 2-RMC shall have *three (3)* classes of members: *Regular-Certified members, Regular members, and Associate members*. *Regular-Certified* members shall be those *professional-level* members who possess an (ISC) 2® certification and are in good standing with (ISC) 2®. *Regular members shall be those professional-level members who do not possess an (ISC) 2® certification.* Associate membership shall be open to *students* interested in the Information Security field.

Rationale: Define a third class of member as a distinction between certified and non-certified professional-level members.



AMENDMENT 3

Article and Title: 3.5. Dues

Previously Read As: No member whose dues have not been paid may attend or vote at any meeting of the corporation.

Amended To: No member whose dues have not been paid may ~~attend or~~ vote at any meeting of the corporation.

Rationale: Clarify that all are welcome at most meetings, but only those who have paid can vote.

AMENDMENT 4

Article and Title: 3.10. Quorum

Previously Read As: At any meeting of the members, 51% of members then in office (whether present in person or duly represented by proxy) and entitled to vote on the action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law, by the (ISC) 2-RMC as set forth in its Articles of Organization or by these Bylaws.

Amended To: At any meeting of the members, 51% of members then in office (whether present in person or duly represented by proxy *or accepted electronic means*) and entitled to vote on the action proposed at the meeting shall constitute a quorum, except where a larger quorum is required by law, by the (ISC) 2-RMC as set forth in its Articles of Organization or by these Bylaws.

Rationale: Introduce electronic means as a precursor for electronic voting.

AMENDMENT 5

Article and Title: 3.11. Action by Vote

Previously Read As: When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person or voting by proxy shall be necessary and sufficient for the election of directors and officers and a majority of the votes properly cast by members present in person or voting by proxy shall decide any other question, unless otherwise provided by law or these Bylaws.

Amended To: When a quorum is present at any meeting, a plurality of the votes properly cast by members present in person or voting by proxy *or by accepted electronic means* shall be necessary and sufficient for the election of directors and officers and a majority of the votes properly cast by members present in person or voting by proxy *or by accepted electronic means* shall decide any other question, unless otherwise provided by law or these Bylaws.

Rationale: Introduce voting by electronic means.



AMENDMENT 6

Article and Title: 4.2. Number, Election and Qualification

Previously Read As: Thereafter, the board of directors shall consist of four directors duly elected by voting members at the annual meeting;

Amended To: Thereafter, the board of directors shall consist of *five* directors duly elected by voting members at the annual meeting;

Rationale: Introduce the fifth director position to align with the vice president officer position.

AMENDMENT 7

Article and Title: 4.4. Nominating Committee

Previously Read As: At least two months before the annual meeting, the directors shall appoint a committee of nine regular members, of which not more than two of the remaining nine shall be directors, which shall nominate candidates for vacancies in the board of directors and officers about to occur... The nominating committee shall notify the secretary of its nominations in writing at least 45 days before the annual meeting of the corporation.

Amended To: At least two months before the annual meeting, the directors shall appoint a committee of *five* regular members, of which not more than two of the *five* shall be directors, which shall nominate candidates for vacancies in the board of directors and officers about to occur... The nominating committee shall notify the secretary of its nominations in writing at least *30* days before the annual meeting of the corporation.

Rationale: Nine committee members is an unnecessarily large number for an organization of our size, and 30 days is sufficient to perform the process.

AMENDMENT 8

Article and Title: 4.5. Additional Nominations

Previously Read As: Any ten members of the corporation may in writing nominate an additional candidate or candidates for the board of directors or officers.

Amended To: Any *five* members of the corporation may in writing nominate an additional candidate or candidates for the board of directors or officers.

Rationale: Five members is sufficient to nominate an additional candidate based on our size.



AMENDMENT 9

Article and Title: 5.1. Number and Qualification

Previously Read As: The officers of the corporation shall be a president, treasurer, secretary, membership chair, and such other officers, if any, as the directors may determine.

Amended To: The officers of the corporation shall be a president, *vice president*, treasurer, secretary, membership chair, and such other officers, if any, as the directors may determine.

Rationale: Include the new vice president officer position.

AMENDMENT 10

Article and Title: 5.2. Election

Previously Read As: Thereafter, the president, treasurer, secretary, and membership chair shall be elected at the annual meeting of members.

Amended To: Thereafter, the president, *vice president*, treasurer, secretary, and membership chair shall be elected at the annual meeting of members.

Rationale: Include the new vice president officer position.

AMENDMENT 11

Article and Title: 5.3. Tenure

Previously Read As: The president, treasurer, secretary, and membership chair shall each hold office until the next annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. No Director shall be entitled to serve more than three terms consecutively.

Amended To: The president, *vice president*, treasurer, secretary, and membership chair shall each hold office until the next annual meeting and until his or her successor is duly elected and qualified, and until he or she sooner dies, resigns, is removed, becomes disqualified, or is no longer a member in good standing. ~~No Director shall be entitled to serve more than three terms consecutively.~~

Rationale: Include the new vice president officer position and remove the director term limit.



AMENDMENT 12

Article and Title: 5.9. Vice President

Previously Read As: [New Article - The board unanimously voted to add a new board/officer position of Vice President]

Amended To: The vice president shall be an executive officer of the corporation and, subject to the control of the directors, shall have general charge and supervision of the affairs of the corporation in the absence of the president. The vice president shall preside at all meetings of the members and shall be chairman of the board of directors in the absence of the president. The vice president shall have the obligation, at the direction of the president, to ensure that an executive report is published to the membership in writing at least quarterly regarding the activities of the corporation during that quarter.

Rationale: Introduce the new vice president officer position.

CONCLUSION

This concludes the AMENDMENTS to the BYLAWS of the (ISC)² Richmond Metro Chapter as adopted on September 21, 2017.