



# Bylaws of ISC2

## Toronto Chapter

This document outlines the Bylaws of the ISC2 Toronto Chapter, which guide the chapter's governance and operations. These Bylaws align with the ISC2 organisation and define the relationship between the Toronto Chapter and ISC2. They cover important aspects such as membership, including qualifications, classes, voting rights, and the roles and responsibilities of the Board of Directors, Officers, Committee and Chairs. The Bylaws also outline procedures for resignation, removal, and vacancy, along with guidelines for compensation, conflicts of interest, and personal liability. Lastly, the document explains how the Bylaws can be amended to remain relevant and adaptable. These Bylaws provide the necessary structure and principles to guide the ISC2 Toronto Chapter's mission to advance cybersecurity professionalism and education within the Toronto community. Although the Chapter is affiliated with the ISC2 and is subject to the Chapter Affiliation Agreement and other directives of the ISC2 Board of Directors, the Chapter is a legally independent entity from the Corporate as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.



<b>I. Relationship to ISC2</b>	<b>4</b>
<b>II. Name, Purpose, Location, and Fiscal Year</b>	<b>4</b>
2.1 Name	4
2.2 Purpose	4
2.3 Location	4
2.4 Fiscal Year	4
<b>III. Members</b>	<b>4</b>
3.1 Type of Membership	4
3.2 Qualification and Admission	5
3.3 Voting Rights	6
3.4 Classes	6
3.5 Tenure	6
3.6 Dues	6
3.7 Chapter Meetings	7
3.8 Regular Meetings	7
3.9 Special Meetings	7
3.10 Notice	7
3.11 Quorum	7
3.12 Voting criteria	7
<b>IV. Board of Directors</b>	<b>8</b>
4.1. Powers	8
4.2. Number, Election and Qualification	8
4.3. Term of Office	8
4.4. Election Committee	8
4.5. Additional Nominations	8
4.6. Annual Meeting, Regular Board Meetings	8
4.7. Special Meetings	8
4.8. Notice of Meetings	9
4.9. Quorum	9
4.10. Action by Vote	9
4.11. Action by Writing	9
4.12. Presence Through Communications Equipment	9
<b>V. Officers and Directors</b>	<b>9</b>
5.1. Number and Qualification	9
5.2. Election	10
5.3. Term Limits	10
5.4. Committees	10
5.5. President	10
5.6 Vice-President	10
5.7. Treasurer	10
5.8. Secretary	11



5.9 Membership Chair	11
<b>VI. Chapter Advisory Board</b>	<b>11</b>
6.1. Composition and Purpose	11
6.2. Appointment and Roles	11
6.3. Chairman and Scribe Selection.	11
6.4. Responsibilities and Meetings	11
6.5. Term Limits	12
6.6. Removal, Vacancies and Amendments	12
<b>VII. Resignations, Removals and Vacancies</b>	<b>12</b>
7.1. Resignations	12
7.2. Removals	12
7.3. No Right to Compensation	12
7.4. Vacancies	12
<b>VIII. General</b>	<b>13</b>
8.1 Execution of Papers	13
8.2 Receipt and Disbursement of Funds	13
8.3 Communication by Facsimile or Electronic Means	13
<b>IX. Compensation, Conflicts of Interest, Personal Liability and Non Profit Status</b>	<b>13</b>
9.1. Compensation	13
9.2. Conflicts of Interest	13
9.3 No Personal Liability	14
9.4 Non Profit Status	14
<b>X. Amendments</b>	<b>14</b>



## I. Relationship to ISC2

On February 6, 2012, the organisation became a Chapter of ISC2 through a Chapter Affiliation Agreement called the Charter. The organisation has certain rights and obligations outlined in the Charter that it must follow.

## II. Name, Purpose, Location, and Fiscal Year

### 2.1 Name

The organisation's name will be ISC2 Toronto Chapter, referred to as Chapter throughout this document.

### 2.2 Purpose

The Chapter is recognized as an ISC2 Chapter and aims to advance the information security field while aligning with the mission of ISC2. To achieve this goal, the Chapter will engage in appropriate activities according to its legal and tax status while adhering to the Chapter Affiliation Agreement with ISC2.

### 2.3 Location

The organisation is based in the Greater Toronto Area (GTA) (see [https://en.wikipedia.org/wiki/Greater\\_Toronto\\_Area](https://en.wikipedia.org/wiki/Greater_Toronto_Area)).

### 2.4 Fiscal Year

The Chapter's fiscal year ends on December 31 of each year in the Greater Toronto Area. The Directors, however, can change the fiscal year by amending its bylaws through a majority vote at the annual meeting.

## III. Members

### 3.1 Type of Membership

There are three types of chapter membership defined below:

1. **Full Members:** A member in good standing holding any security certification awarded by ISC2. Note: Full members may also be called members throughout this document.
2. **Associate Members:** Any member who does not hold any ISC2 certification. Associate members may not be nominated, elected or vote upon any individual for any of the chapter elections.



3. **Student Members:** Student membership is granted to individuals currently enrolled in an undergraduate or postgraduate program related to cybersecurity or any relevant field at a recognized educational institution.

In addition to the above, we also distinguish between Voting Members and Non-Voting Members based on their eligibility for chapter elections:

1. **Voting Members:** These are members in good standing who hold any security certification awarded by ISC2, including both Full and Associate certifications, and who work and/or reside in the GTA (as defined in clause 2.3 above). Voting Members have the privilege of participating in chapter elections.
2. **Non-Voting Members:** This category includes members who either do not possess any security certification awarded by ISC2 or, if they do, do not live and/or work in the GTA. Non-voting members do not have the right to nominate, be elected, or vote in chapter elections.

## 3.2 Qualification and Admission

The membership is open to all individuals interested in information security. The board of directors holds the power to modify membership criteria and establish a maximum number of members. They are also authorised to elect new members and fill any vacant positions during regular or special meetings. In case a member departs due to resignation, removal, disqualification, or death, the board can only reduce the number of members to fill the vacancy. Nevertheless, the current criteria cannot disqualify an existing member from their position. Potential members are expected to:

1. Meet the membership requirements specified in **Section 3.1**.
2. Fill out an application form for Association membership.
3. Submit the necessary chapter dues.
4. Adhere to the ISC2 Code of Professional Ethics

Membership will be granted to individuals once their membership application has been accepted and processed by the Chapter and the required chapter dues have been received.

### **Student Membership Application Process for ISC2 Toronto Chapter:**

**Eligibility Check:** Students must be currently enrolled in an undergraduate or postgraduate program related to cybersecurity or any relevant field at a recognized educational institution.

#### **Online Application:**

1. Students should visit the ISC2 Toronto Chapter website and navigate to the 'Membership' section.
2. Complete the form under the 'Join Now' section. and click on 'Submit'.

#### **Submission of Required Documents:**

1. A digital copy of a valid student ID with an expiration date.
2. A current enrolment verification certificate or letter from the institution indicating the program of study and expected graduation date.



### **Application Review:**

The ISC2 Toronto Chapter Membership Committee will review the application and provide documents.

### **Notification:**

Applicants will receive a notification email regarding the status of their application – whether accepted or declined.

### **Membership Renewal:**

Student Membership is valid for one academic year and can be renewed by submitting updated academic documents.

Members transitioning from student status to professional status can apply for Full Membership or Associate Membership, as appropriate, upon graduation.

## **3.3 Voting Rights**

Only full members in good standing can vote in the ISC2 Toronto Chapter. If a member is suspended, they are not considered in good standing and cannot vote as per the Bylaws.

## **3.4 Classes**

The organisation may establish more than one class of members, provided that there is always at least one class with voting rights.

## **3.5 Tenure**

Every member must maintain their membership for one year or for the duration that corresponds to the payment of their membership dues unless they have been suspended or removed according to the provisions outlined in this document.

## **3.6 Dues**

To ensure the financial sustainability of our Chapter and to facilitate a transparent membership process, we have established the following rules and procedures regarding membership dues:

- Mandatory Annual Dues:** All members are required to make an annual payment of Chapter dues.
- Determination of Dues:** The Chapter's Board of Directors will decide on the membership dues for each year. Any adjustments to the dues require a formal vote by the Board.
- Payment Deadline:** Full payment of the annual dues is due by January 1st of each year.
- Forfeiture of Membership:** Failure to meet the payment schedule established by the Chapter's Board of Directors will result in the forfeiture of Chapter membership.
- Refund Policy:** It's important to note that, upon resignation, members will not be eligible to receive a refund of their annual Chapter dues.



## 3.7 Chapter Meetings

The Chapter shall hold the following meetings/events:

### 1. Annual General Meeting

**Notice of Meetings:** The Secretary (or the person calling the meeting) shall give written notice of every meeting of the Members. The notice to 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 members shall be given at least thirty (30) days before the meeting.

### 2. Educational events

Educational or any other knowledge sharing sessions shall be held once in a quarter unless otherwise decided by the Chapter Board of Directors.

### 3. Academic events (Campus Cyber Talk Series)

Academic events (Campus Cyber Talk Series) shall be held at least once in a quarter, this is exclusively designed for students and members of the academic environment.

## 3.8 Regular Meetings

Regular meetings of the Members may be held either online or at locations within the Greater Toronto Area (GTA) and at such times as the Directors may determine.

## 3.9 Special Meetings

The President or the Directors can call for special meetings of the members. The Secretary is responsible for calling the meeting, but if the Secretary cannot do so, any other Officer may do it. Written application from at least ten percent of the full members is required to call for a special meeting.

## 3.10 Notice

Unless required by law or the Chapter bylaws, members will receive notice of each meeting's time and place through electronic mail, social media, or an online event listing on the chapter website at least **seven (7)** days before the meeting.

## 3.11 Quorum

For the Annual General Meeting or any special meetings, 20 members shall form a quorum. If the quorum is not formed, the meeting shall be adjourned until a date set by the Board.

## 3.12 Voting criteria

Every full member in good standing shall be entitled to cast a single vote. Proxy voting is strictly prohibited.



## IV. Board of Directors

### 4.1. Powers

The Directors (Officers and other directors) shall manage all organizational affairs and possess all powers except those reserved to the members by law, the Chapter, or these Bylaws.

### 4.2. Number, Election and Qualification

The initial Board of Directors comprised the Chapter Officers: President, Vice President, Secretary, Membership Chair, and Treasurer. The newly elected President will appoint six Directors to expand the board each year. Directors must be active members in good standing.

### 4.3. Term of Office

1. For officers, including the President, their maximum service period is **four (4) years**, which can be a single term or until their successors take over, or until they voluntarily resign or are removed from their positions.
2. For non-official directors, their maximum term is **three (3) years**, single term or until their successors assume their roles, or until they choose to resign or are removed from their positions.

### 4.4. Election Committee

At least two months before the annual meeting, the Directors will appoint an election committee of full members. The committee will include a maximum of two Directors and supervise the election process. The Chapter's President will serve as the election committee chairperson but will not have voting privileges when selecting candidates.

### 4.5. Additional Nominations

N/A

### 4.6. Annual Meeting, Regular Board Meetings

The Directors will meet immediately after the annual members' meeting. They will also have regular board meetings, at least **four (4)** times a year, at locations and times of their choosing.

### 4.7. Special Meetings

The Directors can hold special meetings whenever and wherever necessary, as called by the President or two or more Directors.



## 4.8. Notice of Meetings

Directors will receive an email notice at least **five (5)** days before each meeting, stating the time and location. If a Director submits a written waiver or attends the meeting without objecting, notice is unnecessary. The notice does not need to specify the meeting's purpose unless required by law, the Chapter, or these Bylaws. The notice and waiver will be recorded with the meeting records.

## 4.9. Quorum

A majority of the directors present at a meeting, except in cases of conflict of interest as outlined in **Section 9.2**, will constitute a quorum. The meeting can be adjourned by a majority vote, even without a quorum, and the adjourned meeting can proceed without further notice.

## 4.10. Action by Vote

A majority vote of the Directors present and voting, excluding proxy voting, will decide matters at a meeting when a quorum is present unless otherwise specified by law, the Chapter, or these Bylaws.

## 4.11. Action by Writing

Directors can take action without a meeting if all Directors provide written consent, which must be filed with the meeting records. These written consents have the same effect as a vote at a meeting.

## 4.12. Presence Through Communications Equipment

Board members can join meetings through conference telephone or similar communication equipment, enabling all participants to hear each other simultaneously. This form of participation will be considered as being physically present at the meeting.

# V. Officers and Directors

## 5.1. Number and Qualification

The Chapter has **five (5)** Officer positions, President, Vice President, Secretary, Membership Chair and Treasurer. The Directors may also appoint additional agents. Officers must be in good standing as a member. The Vice President and Secretary Officers and Directors must reside in the Greater Toronto Area (GTA) unless the ISC2 Toronto Chapter has a resident agent for the service of process. Officers will need to provide a bond for the faithful performance of their duties, in an amount and with surety or sureties satisfactory to the directors.



## 5.2. Election

The first officers of the Chapter will be the President, Vice President, Secretary, Membership Chair, and Treasurer. The Officers shall then elect the Directors. If needed, the members can elect other officers at a meeting that is properly called. The Directors are responsible for selecting the Agents.

## 5.3. Term Limits

Officers will hold their positions for **four (4) years**, until their replacements are elected and qualified, or until they no longer meet eligibility requirements or decide to resign. Directors, Committee Chairs, Members and Agents can only serve a maximum of **three (3) terms**, and after that, they must wait for at least one year before being eligible for re-election. The Directors have the power to control the authority of each Agent.

## 5.4. Committees

The Directors are authorized to create one or more Committees and assign any or all of their powers to them. However, any Committee with directorial powers must be made up only of Directors. In cases where urgent action is required between Director meetings, the Executive Committee (if established) has the authority to act. Unless the Directors state otherwise, committees must follow the guidelines outlined in the Bylaws for their proceedings. Committee members serve at the discretion of the Directors.

## 5.5. President

The Chapter's President shall serve as its chief executive officer, overseeing all its affairs under the guidance of the board of directors. The President shall preside over all member meetings and be the board's chairperson. Additionally, the President shall provide quarterly written reports to the membership regarding the Chapter's activities during that period.

## 5.6 Vice-President

The Chapter's Vice-President will assist the chairperson in fulfilling their duties and responsibilities. Additionally, in the chairperson's absence, the Vice-President will take over their responsibilities.

## 5.7. Treasurer

The Chapter's Treasurer shall serve as the chief financial and accounting officer. Responsibilities include receiving and maintaining all funds, and making approved disbursements as directed by the board of directors. The Treasurer accounts shall undergo annual audits conducted by an audit committee elected by the members during the Chapter's annual meeting.



## 5.8. Secretary

The Chapter's Secretary is responsible for managing and retaining the organisation's records and those of the board of directors. They are also tasked with recording minutes during meetings and sending out notices in accordance with the Bylaws. Additionally, they will handle all correspondence related to the Chapter and complete any other duties assigned to them by the chair. It is within the Secretary's discretion to delegate the creation of meeting minutes to a Recording Secretary.

## 5.9 Membership Chair

The Membership Chair shall assume all duties relating to membership and membership record keeping. He or she shall also have the responsibility of processing membership applications and notifying all candidates about the membership base for elections.

# VI. Chapter Advisory Board

## 6.1. Composition and Purpose

The Chapter Advisory Board (Advisory Board) comprises five members: the immediate past president and four industry leaders. Its purpose is to provide strategic guidance and expertise to support the Chapter's growth and success.

## 6.2. Appointment and Roles

1. The immediate past president automatically becomes an Advisory Board member.
2. The four industry leaders on the Advisory Board are nominated and approved by the Board of Directors selected for their qualifications and contributions to the Board vision and the Chapter's goals.
3. The Advisory Board elects a Chairman and a Scribe from its members.

## 6.3. Chairman and Scribe Selection.

1. The Advisory Board members shall elect a Chairman by a majority vote. The Chairman shall preside over Advisory Board meetings and serve as the primary liaison between the Advisory Board and the Board of Directors.
2. The Advisory Board members shall elect a Scribe by a majority vote. The Scribe shall maintain records of Advisory Board meetings and communications.

## 6.4. Responsibilities and Meetings

Advisory Board members offer strategic counsel, participate in discussions, and attend advisory board meetings to enhance Chapter initiatives. Sessions can be conducted virtually or in person, with the Chapter President as the liaison.



## 6.5. Term Limits

Advisory Board members, including the Chairman and Scribe, shall serve renewable terms of **three (3) years**.

## 6.6. Removal, Vacancies and Amendments

Advisory Board members, including the Chairman and Scribe, can be removed by a Board of Directors majority vote following a formal review. Vacancies are filled through a nomination and approval process.

# VII. Resignations, Removals and Vacancies

## 7.1. Resignations

Any Member, Director, or Officer may resign by submitting a written notice of resignation to the President, Secretary, or at the Chapter's main office. The resignation will be considered effective upon receipt unless a later effective date is specified.

## 7.2. Removals

If any Member, Director, or Officer behaves in a way that goes against the Chapter's interests, the Directors have the authority to remove or suspend them without prior notice or a chance to defend themselves. Additionally, if a Director fails to attend two consecutive meetings or neglects their responsibilities, they may be removed by a vote of the remaining three-fourths of Directors. However, if a quorum exists, a Member, Director, or Officer who has been removed or suspended can be reinstated by a three-quarters majority vote of the members present at a meeting of members.

## 7.3. No Right to Compensation

If a Member, Director, or Officer of the Chapter resigns or is removed without a written agreement authorising compensation, they will not receive any compensation or damages after their departure. However, the Directors or body taking action on the removal may choose to provide compensation at their discretion.

## 7.4. Vacancies

When vacancies occur on the board of directors, they can be filled by a majority vote. If an Officer position becomes vacant, the Directors will elect a successor. To fill an unexpired term, the board of directors can appoint a Member. If the President resigns, the Vice-President will take over their responsibilities, and a new President will be nominated. Any other vacant positions will also be nominated for a replacement. Despite vacancies, Members and Directors retain their powers.



## VIII. General

### 8.1 Execution of Papers

Deeds, contracts, and other Chapter obligations shall be signed by the President or Treasurer unless authorised otherwise by the Directors. For real estate-related instruments, the President or a Vice-President and the Treasurer must sign. These instruments are legally binding on the Chapter when relied upon in good faith, despite any conflicting provisions in the Chapter, Bylaws, resolutions, or votes.

### 8.2 Receipt and Disbursement of Funds

The board of directors can choose other Officers, apart from the President or Treasurer, to receive payments owed to the Chapter and issue receipts. These Officers can also deposit checks, drafts, and other negotiable instruments and provide proper documentation. The Chapter's funds can be deposited in designated banks or with other Chapters, firms, or individuals as specified by the board of directors.

### 8.3 Communication by Facsimile or Electronic Means

Notices, waivers of notice, or any other required communication under these Bylaws may be given through fax or electronic, written methods.

## IX. Compensation, Conflicts of Interest, Personal Liability and Non Profit Status

### 9.1. Compensation

Members and Directors will not be paid for their roles, but they can still serve the Chapter in other positions and receive compensation for those services. However, any payment received should not put the Chapter's tax exemption at risk as a non-profit organisation (NPO).

An NPO is exempt from tax under Part I of the Act on all or part of its taxable income for a fiscal period if it meets all of the Canada Revenue Agency (CRA) requirements. (see [https://www.canada.ca/en/revenue-agency/services/forms-publications/publications/t4117/income-tax-guide-non-profit-organization-information-return.html#C1\\_NPO](https://www.canada.ca/en/revenue-agency/services/forms-publications/publications/t4117/income-tax-guide-non-profit-organization-information-return.html#C1_NPO))

### 9.2. Conflicts of Interest

The Directors and Officers of the Chapter must act in the Chapter's best interests. They must exercise independent judgement, prioritise the Chapter over personal interests, and act in good faith. To ensure this, the Chapter has a conflict of interest policy. This policy requires



Directors, Officers, and key employees other members to disclose any personal financial interest in transactions under consideration. If the interest is significant, the individual must abstain from discussions and voting, and their presence won't count towards a quorum (if applicable). Until an official policy is adopted, this provision serves as the Conflict of Interest Policy. The policy may adjust the requirements for independent directors handling potential conflicts of interest.

## 9.3 No Personal Liability

The Members, Directors, and Officers of the Chapter are not personally liable for any debts, liabilities, or obligations of the Chapter. Individuals or entities with claims, contracts, or debts with the Chapter cannot hold them personally responsible for payment.

## 9.4 Non Profit Status

ISC2 Toronto Chapter has achieved non-profit status in Ontario and Canada, ensuring transparency and accountability in its operations, fostering stronger partnerships and collaborations.

## X. Amendments

The Bylaws can be modified in two ways. First, it can be changed by vote at any member meeting or through online voting, provided that at least 20% of eligible members cast their ballot or written notice of the proposed amendment is given to the Secretary by ten members at least 30 days before the meeting. Additionally, the amendment must be sent to members at least ten days before the meeting. Second, the Bylaws can be altered, amended, or repealed at any regular or special meeting of the Directors, provided that the notice specifies the subject matter or sections to be affected. If the Directors make any changes to the Bylaws, a notice stating the substance of the change will be given to all members before the next member meeting. The members have the ability to make changes or reinstate any Bylaw that has been altered by the Directors. These Bylaws must be adhered to unless required by law or the Chapter.

**Adopted:** 30 November 2023