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GERMANY

Bylaws of (ISC)² U.S. Military Germany Chapter

UMSG Policy 01-01

This document records the official Bylaws of the (ISC)² U.S. Military Germany Chapter as authorized by signature of the officers of the Chapter on 1 March 2022.

These Bylaws are effective as of the date of the final signature.

Any existing policies or agreements that violate the terms of these Bylaws are immediately null and void.

Any existing policies or agreements that comply with the terms of these Bylaws remain in effect.

The proponent for this document is the Chapter secretary secretary@ic2chapter-usmg.org

Throughout this document, the pronouns they/their will be used as gender neutral constructs instead of he/she or his/her.

Throughout the document, items that are included to meet requirements of a governing agency (e.g. (ISC)², USAG Wiesbaden) will be annotated in the text with superscripts. A list of these agencies is in the Appendices Throughout the document, the terms "Officer" and "Board" variously refer to members of the Board of Directors. The term "Officer" is specifically reserved for those positions recognized and mandated as Chapter Officer positions (President, Secretary, Treasurer, Membership) by (ISC)². The Board of Directors may include positions other than (ISC)² defined Officers.

Throughout this document, you will see certain paragraphs ending with * or ². * = sourced by (ISC)² doctrine. ² = sourced by USAG-W doctrine.

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Section 1 Establishment and Authorities to Operate

(ISC)² U.S. Military Germany (hereinafter referred to as the Chapter) has entered into a Chapter Affiliation Agreement with the International Information Systems Security Certification Consortium ((ISC)²) as of 8 July 2013 and updated 23 February 2017 pursuant to which the organization is established as a chapter of (ISC)² with certain rights and obligations as set forth in the Charter.

The Chapter operates as a Private Organization (PO) according to Army Regulation (AR) 210-22, Army in Europe Regulation (AER) 210-22, and Department of Defense Instruction 1000.15. on the installations and within areas under the control of USAG Wiesbaden and US Army Europe, under an Authority to Operate (ATO) granted by US Army Garrison Wiesbaden (USAG-W). The approval authority is the Commander, US Army Garrison Wiesbaden. The approval authority may revoke permission to operate at any time.⁹

The following are specific conditions of the USAG-W ATO:

- The Chapter is not an instrumentality of the United States, will be self-sustaining, and may not receive financial assistance from the Department of the Army or any non-appropriated fund (NAF) activity in the form of contributions, repairs, services, dividends, or other donations of money or other assets.
- The Chapter will not use army services, except as specifically authorized, including legal, audit, transportation, postal (APO), printing, information management activities, clerical, financial, copying, management and procurement services. Note: Specific APO services are authorized in the current Chapter ATO.
- The United States government, the Army, USAREUR-AF, and USAG Wiesbaden will not assume liability for any of the Chapter's activities or debts.
- Neither NAF nor appropriated funds (APF) activities may incur or assume any obligation of the Chapter, except as may arise out of contractual relationships.
- The Chapter will comply with applicable host nation laws, fire and safety regulations, environmental laws, and any other applicable statutes or regulations. The Chapter is responsible for obtaining private counsel to provide assistance in determining whether the Chapter is in compliance with such laws.
- The Chapter will obtain adequate insurance as protection against public liability, claims, property damage claims, or other legal actions arising from Chapter activities, one or more of the Chapter's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the PO. Any member of the PO with access to cash on hand, cash in the bank, or merchandise with a value of over \$500.00 will be bonded at PO expense in an amount sufficient to provide full protection of assets.
- The Chapter agrees to reimburse the Army for utility expenses, unless use is incidental (would cost more to bill and collect than it costs to provide the utility).
- On request of the Garrison Commander (but not less than annually) the Chapter will supply to the Garrison Commander or their designee the information set forth in AR 210-22, para. 2-1c.

The activities and affairs of the chapter may not conflict with the (ISC)² Charter, Bylaws, Articles of chapter, or any policies applicable to chapters.*



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The activities and affairs of the chapter may not conflict with the Department of the Army, US Army Europe and Africa, or US Army Garrison Wiesbaden regulations or guidelines.

Section 2 Chapter Operations

2.1 Name

The name of the chapter shall be **(ISC)² US Military Germany** as set forth in its (ISC)² Chapter Affiliation agreement.

2.2 Purpose

The purpose of this chapter is to be an approved chapter of (ISC)² and in such capacity promote an interest in the information security field and otherwise support the mission of (ISC)². In furtherance of such purpose, the chapter shall carry out activities for its members and the local community appropriate to its legal and tax status and in compliance with its (ISC)² Chapter Affiliation Agreement. The highest goals of the chapter are to uphold security practices and education, serve members, serve and support sponsors, and align chapter activities with the principles of (ISC)².

2.3 Location

The principal office of the chapter is in Lucius D. Clay Kaserne, Wiesbaden, Germany. The Board may change the location of the principal office after filing notice with USAG-W and (ISC)².

2.4 Fiscal Year

The fiscal year of the chapter shall end on December 31 in each year. The Board may change the fiscal year by filing with USAG-W.º

2.5 Board of Directors

The affairs of the chapter shall be managed by a Board of Directors (Board) elected by the members, as provided for below, who shall have and may exercise all the powers of the chapter, except those powers reserved to the members by law, the (ISC)² Chapter Affiliation Agreement or these Bylaws. Members of the Board shall serve a term of two years, as provided for below, commencing 15 April of the year of election.

2.6 Execution of Papers

Except as the Board may generally authorize the execution thereof in some other manner, all deeds, leases, transfers, contracts, bonds, notes, checks, drafts, and other obligations made, accepted, or endorsed by the chapter shall be signed by the president or the treasurer.

2.7 Conduct of Meetings

Unless specifically provided otherwise, a quorum (as may be specifically defined in each section below) must be present to conduct any chapter business or actions described in these Bylaws. Unless otherwise specified, a quorum shall consist of a simple majority of the members eligible to vote on issues at hand.



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Whether or not a quorum is present, any meeting may be adjourned by a majority vote of those qualified voters present to such date or dates not more than thirty days after the first session of the meeting, and the meeting may be held as adjourned without further notice.

All meetings, including committees, shall be conducted in accordance with a subset of Robert's Rules of Order (Newly Revised) (RONR) as determined by the secretary.

2.8 Control, Receipt, and Disbursement of Finances

Funds of the chapter may be deposited in a bank or credit union as the president or the Board may from time to time designate.

The Chapter must have a treasurer who is an elected officer or who serves as a member of its governing board. The treasurer must be an active member and must have SOFA status if the organization has an account with a military banking facility.⁹

The Treasurer shall be the primary account holder for all Chapter accounts and hold debit/credit cards for such accounts to pay legitimate Chapter expenses.

At least two officers shall be signature authorities on such accounts and shall hold debit/credit cards for such accounts, to pay legitimate Chapter expenses.

The Board of Directors may designate other agents who shall be authorized to receive and receipt for all monies due and payable to the chapter from any source, to endorse for deposit checks, drafts, notes, or other negotiable instruments, and to give full discharges and receipts.

The Treasurer shall promptly pay and record all bills properly presented for Chapter operations.

The Chapter will arrange for an audit, at the Chapter's expense, every two years if the organization has a gross annual revenue of \$1,000 or more. Audits will be conducted in accordance with Army Regulation 210-22, para. 3-3.⁹

The Chapter will arrange for an audit at its own expense on the change of its treasurer, regardless of the time elapsed since its last audit.⁹

Periodic audits and financial records review may be requested by the board.

2.9 Chapter Website and Social Media Presence

The Chapter shall establish a publicly available website, and such other social media accounts as the Board shall approve. Primary management of the social accounts shall be with the Webmaster, but management of the various social media accounts may be delegated as they or the Board designate. Portions of the Chapter website may be restricted to Chapter Members, to the Board, or to Chapter administrators as the managing agent deems appropriate.

In all cases, content of the chapter website and any other accounts is subject to approval by the Board.

2.10 Establishment of Chapter Data Archival Storage

The Board shall establish a data storage capability (Chapter archive) and relevant policies that preserves and archives Chapter documents for historical and documentation purposes, retrieval for audit,



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submission to external agencies, or other purposes. Such storage and its contents shall be visible to all Board members.

2.11 Fund Raising Activities

The chapter shall comply with USAG-W directives, AR 600-29, AER 210-22, and DOD 5500.7-R in fundraising activities.⁹

2.12 Statements of Non-Discrimination and Compliance

The chapter does not discriminate on the basis of race, color, creed, sex, disability, or national origin.

The chapter neither propagates extremist activities nor advocates violence against others or the violent overthrow of the Government.

The chapter does not seek to deprive individuals of their civil rights.

The chapter does not engage in activities that compete with those of any APF or NAF activity.

2.13 Prohibition of Conflicts of Interest

This provision shall serve as the Chapter's Conflict of Interest policy.

All members owe a fiduciary duty to the chapter to act in good faith and in a manner that they reasonably believe to be in the chapter's best interests.

Chapter members will not personally profit from the Chapter's income except through salaries and wages of the Chapter's employees, award recognition for services rendered to the organization or community, or membership in an investment club as defined in AR 210-22.⁹

Members must disclose any personal financial interest in a transaction being considered by the chapter, and unless the Board determine that such personal financial interest is immaterial, such member shall recuse themselves from discussion and voting on any matter concerning said interest, and shall not be counted for purposes of a quorum (where applicable),

All members, with regard to their chapter association, will avoid the appearance of conflicts of interest.

No board member may use their association with the Chapter for any personal or commercial benefit or financial gain.

Outside of the activities authorized by their position or otherwise authorized by the Board, no member may represent themselves to external agencies purporting to speak for the Board or the Chapter.

Violation of these provisions shall be considered "actions harmful to the chapter" and subject the member to immediate removal, as prescribed below.

2.14 Intellectual Property

All data collected, whether electronic or physical, and organized for chapter use, including but not limited to, emails, spreadsheets, lists, email contacts, sign-in sheets, databases, or contact lists are the exclusive property of the chapter and must be safeguarded and provided to officers upon request.

When possible, this data should be protected and/or encrypted. All data collected shall be stored in the Chapter archive.



2.15 Establishment and Posting of Governance Documents

These Bylaws and other Governance Documents shall be made available to all members (including on the Chapter website and Chapter archive).

Authorizing Documents (e.g. (ISC)² and Garrison Authority to Operate) shall be published and available to all members (including on the Chapter website and Chapter archive)

The Board shall establish and make available Standard Operating Procedures (SOP) delineating the details to implement provisions of these Bylaws and Chapter operations.

Charters of standing committees shall be published as Governance Documents. These charters will contain the information establishing the committee. Additionally, the establishment of such committees will be documented in the Chapter SOPs.

Guidance and requirements published by such committees shall be published as Governance Documents.

Section 3 Members and Membership

Membership in the Chapter shall not require membership in (ISC)² and shall not confer membership in (ISC)² on any Chapter member. Membership in (ISC)² is separate from, and unrelated to, Chapter membership.*

In no case may the percentage of non-U.S. forces personnel exceed 49 percent.º

3.1 Qualification

The membership shall consist of individuals interested in the information security field.

Membership shall be denied to:*

- A. any person convicted of criminal activity or conduct that is considered contrary to community standards of justice, honesty, or good morals in the past four years,
- B. any person convicted at any time of any crime of violence, fraud, embezzlement, murder, rape, or any form of computer related crime, or
- C. any person decertified by (ISC)² for ethics violation.

The members, at any chapter meeting, may change the criteria for membership, and may fix a maximum number of members. Such changes may not conflict with Army, USAG-W, or (ISC)² requirements.

3.2 Classes and Good Standing

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

3.2.1 Membership

Currently, the chapter establishes the following classes of members:



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Regular: Full voting rights and privileges. Multiple year memberships may be established with possible discounts as determined by the Board. A special category of one (1) year membership is established for active duty military members.

Bronze: Members from Bronze level sponsors. Full voting rights and privileges.

Silver: Members from Silver level sponsors. Full voting rights and privileges.

Gold: Members from Gold level sponsors. Full voting rights and privileges.

Platinum: Members from Platinum level sponsors. Full voting rights and privileges.

To be considered a member in good standing, the member must be current in their dues to the Chapter and any other certifying professional security organization (such as, but not limited to, (ISC)², CompTIA, SANS, or ISACA), and must not be barred from any professional chapter.

Corporate (sponsor) memberships (awarded ICW the Chapter sponsorship program) shall run for the term of the sponsorship.

3.2.2 Sponsorship

Currently, the chapter established the following classes of sponsorship:

Bronze: Includes one (1) catered Lunch & Learn event in a 12-month period, two (2) complimentary memberships with voting rights, two (2) complimentary seats at the annual dinner/breakfast, and a small logo displayed on both our website and sponsor banner.

Silver: Includes two (2) catered Lunch & Learn events in a 12-month period, three (3) complimentary memberships with voting rights, three (3) complimentary seats at the annual dinner/breakfast, and a medium logo displayed on both our website and sponsor banner.

Gold: Includes three (3) catered Lunch & Learn events in a 12-month period, four (4) complimentary memberships with voting rights, four (4) complimentary seats at the annual dinner/breakfast, and a large logo displayed on both our website and sponsor banner.

Platinum: Includes four (4) catered Lunch & Learn events in a 12-month period, five (5) complimentary memberships with voting rights, five (5) complimentary seats at the annual dinner/breakfast, and a jumbo logo displayed on both our website and sponsor banner.

3.2.3 Withdrawal of Membership

At any time, a member may request to withdraw their membership by contacting membership@isc2chapter-usmg.org. Early membership cancellations are not subject to refunds.

3.3 Application for Membership

Application for any non-corporate membership may be made to any Board member, or by requesting membership on the Chapter website (currently <https://isc2chapter-usmilitarygermany.org/join>).

Applications for corporate member sponsorship will be recommended by the individual paying the corporate sponsorship.



3.4 Voting Rights

Voting rights in the chapter shall be vested solely on members in good standing. A lapsed or suspended member is not a member in good standing for purposes of these Bylaws.

3.5 Tenure

Each member shall, subject to the provisions herein relating to suspension or removal, enjoy membership for a period of one year or such period of time as corresponds to payment of membership dues, if different.

3.6 Dues

The Board shall annually establish the dues necessary to maintain membership in the chapter and maintain financial stability. Any change in the dues shall be ratified by a majority vote of the membership at any chapter meeting.

Dues shall be payable annually based on the member's initial membership date. Members shall, within thirty (30) days from the date of notification of expiration of dues, pay dues for the current period.

Non-payment of dues for thirty (30) days from the due date shall place the member in a "Lapsed" state. Efforts will be made to contact such members and encourage them to renew their membership. During the period of "Lapsed status, such members will hold no voting rights in Chapter events.

Non-payment of dues for sixty (60) days from the due date shall automatically suspend a member. Notice of such suspension shall be sent to such member. A member so suspended may be reinstated at the discretion of the Board upon receipt of their application and payment of dues owed. Or such members may reapply for membership via the website, and membership privileges will restart as of the date of payment,

Members who have been in a Suspended status for thirty (30) days, shall be purged from the rolls (archived) in the chapter membership management application.

Members of the Board shall, for the duration of their term of office, not be assessed dues, in recognition of the additional effort expended for the Chapter operations. For Board members serving at the time of the adoption of these Bylaws, this policy shall apply to the next occurrence of membership renewal during their term of office.

3.7 Hosting of Guests

Members in good standing may host guests at Chapter events for the purpose of enhancing discussions or encouraging them to pursue Chapter membership. If the event requires payment for attendance (e.g., restaurant menu choice), the sponsor will be responsible that they, or the guests, pay the appropriate costs, according to the event registration. While such guests may participate in event discussions, as recognized by the event director, they shall have no voting status. They shall be only observers.



3.8 Resignations

Any member may resign at any time by delivering their resignation in writing (including email) to an officer or to the official Board email. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

3.9 Removals

A member may be removed or suspended with cause by the vote of 2/3 of the members present at a meeting of members. Before a member may be removed or suspended by the members, the member shall be given at least seven (7) days' notice of the proposed removal or suspension and the reasons therefor and an opportunity to be heard at the meeting.

Any member who engages in conduct harmful to the interests of the chapter may be removed or suspended by the Board or the members at any meeting and without providing notice or an opportunity to be heard by such person.

3.10 No Right of Compensation

No member resigning, and no member removed (except where a right to receive compensation shall be expressly provided in a duly authorized written agreement with the Chapter) shall have any right to any compensation as such member for any period following their resignation or removal, or any right to damages on account of such removal, unless in the case of a resignation, the Board, or in the case of a removal, the body taking action on the removal, shall in their or its discretion provide for compensation.

3.11 Member meetings

3.11.1 Quorum

A quorum is defined as a simple majority of members in good standing and entitled to vote, except where a larger quorum is required by law or other sections of these Bylaws.

No member whose dues have not been paid may be counted for purposes of establishing a quorum.

Proxy ballots shall be counted for purposes of establishing a quorum.

3.11.2 Types of Meetings

Annual General Meeting

There shall be held an annual meeting of members.* This for the purpose of receiving election results, meeting newly elected board members, and considering any other business brought before the members. The annual meeting shall be held on the date, location and time as determined by the Board, but shall be scheduled to occur between the end of the annual elections for Board and the start of the new terms of office.

Regular Meetings

Regular meetings of the members may be held at such places and times as the Board may determine.



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Special Meetings

Special meetings of the members may be called by the president or the majority of the Board, upon written application of members representing at least ten percent of the smallest quorum of members required for a vote upon any matter at the annual meeting of members.

3.11.3 Notice of Meetings

Except as otherwise required by law or the (ISC)² Chapter Affiliation Agreement, notice of the time and place of each meeting of the members shall be given to each member at least seven (7) days before the meeting, addressed to the member as it appears in the records of the chapter.

Additionally, meetings shall be publicized in the chapter's social media accounts, as applicable.

Whenever notice of a meeting is required under any provision of these Bylaws, such notice need not be given to any member who executes a written waiver of notice before the meeting. Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the articles of chapter or these Bylaws.

3.11.4 Proxies

Members may vote by written proxy dated not more than one month before the meeting named, which shall be filed with the secretary or other person responsible for recording the proceedings of the meeting.

3.11.5 Action by Vote

Each voting member in good standing shall have one vote and a majority of the votes properly cast by members present at a properly convened meeting or participating in electronic vote shall decide any other question, unless otherwise provided by law or these Bylaws. When voting electronically, all actions requiring a vote of the members will provide a minimum three (3) working days to vote on the presented issue.

Section 4 Board of Directors

4.1 Powers

The affairs of the chapter shall be managed by a Board of Directors (Board) who shall have and may exercise all the powers of the chapter, except those powers reserved to the members by law, the (ISC)² Chapter Affiliation Agreement or these Bylaws.

The Board shall have and may exercise all their powers notwithstanding the existence of one or more vacancies in their number.

4.2 Number and Qualification

The Board shall, at a minimum, consist of the positions defined as Officers in the (ISC)² Chapter Affiliation Agreement: president, vice-president (optional), treasurer, secretary, and membership chair.

For this chapter, the Board shall consist of not more than thirteen (13) members. The delineation of the Board members and their duties is specified in Section 5.



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Board members must hold at least one (ISC)² certification and be a member in good standing with (ISC)² and the chapter.

A person who is not an (ISC)² member or who is not (ISC)² certified, may be approved to fulfill a non-officer position on the board for a period not to exceed one year. See 4.3 for election proceedings. At the one year mark, if they have not satisfactorily met the (ISC)² requirements for certification, they will be removed from the board.

Positions designated by (ISC)² as officers may not concurrently serve as an officer of another similar chapter organization.*

The president or the vice president must have SOFA status.

4.3 Election to Office

Members of the board shall be elected by annual election of the chapter membership, as described below. Vacancies of Board positions may be filled outside of the annual election cycle by the board ratified by a majority vote.

A vacancy of a Board position may be filled with a person who is not an (ISC)² member or who does not hold an (ISC)² certification by a unanimous approval by quorum of board members.

4.4 Term of Office

Each board member shall be elected to serve a term of two (2) years or until they sooner die, resign, are removed, disqualified, or are no longer a member in good standing.

Board members may serve not more than 2 consecutive terms (except as provided below). Thereafter the member may run for another position or wait for one year and run for their previously held position if available.

The regular term of office for all board members shall begin on 15 April in the year of election, and end on 14 April two years hence, except as prescribed below.

To provide continuity in chapter management, the President and Vice President shall serve terms that are offset by 1 year. In the event that both the positions of President and Vice President are open during the same election, the Vice President shall be elected to a one-year term. At the next election, the Vice President may stand for a full two (2) year term without restriction, as if they were first standing for election.

If a position is filled by appointment, of the Board the appointee will serve until the next annual election. The appointee may stand for election for a full two (2) year term without restriction (e.g., as if they stand for the position for the first time). Restrictions on term offset for Vice President will apply.

If a position is filled outside of the annual elections through election by chapter members (subject to provisions below), the term of the elected shall run as if it had started on the previous 15 April. Restrictions on term offset for Vice President will apply.

In the event that extenuating circumstances dictate that elections must be held until after the conclusion of a Term of Office, the incumbent's term shall be extended until elections may be held.

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All board members serving at the time of the approval of these Bylaws shall have their term extended until 14 April following the scheduled end of their current term of office.

4.5 Waiver of Dues

In recognition of the effort given on behalf of the Chapter, dues renewals for Board members during their term of office shall be waived,

4.6 Provision for Resignations

Any board member may resign at any time by delivering their resignation in writing (including email) to another officer or to the official Board email. Such resignation shall be effective upon receipt unless specified to be effective at some later time.

4.7 Provision for Removal from Office

Except as otherwise set forth in this section, a board member may be removed or suspended with cause by an anonymous vote of 2/3 of the Chapter members present at a meeting of members. Before such action, the board member shall be given at least seven (7) days' notice of the proposed removal or suspension and the reasons therefore and an opportunity to be heard at the meeting. The form of the meeting (e.g., virtual or in person) will be at the discretion of the Officers.

Any board member who engages in conduct harmful to the interests of the chapter may be removed or suspended by the members at any meeting and without providing notice or an opportunity to be heard by such person. During the period between the notification and the meeting, the person conducting the alleged misconduct will not have access to chapter assets to include, but not limited to email accounts, finances, and other accounts.

Any Board member who fails to attend three (3) consecutive meetings of the Board or otherwise neglects their duties may be suspended by the Board at that meeting with notice sent.

After three (3) consecutive absences from board meetings, or continued neglect of duty after notice, the Board member may be removed by the Board and replaced by an appointee approved by vote of Board and notice sent.

A Board member who is removed or suspended may be reinstated by an anonymous vote of 2/3 of the members or the Board present at a properly convened meeting of members or the Board with a quorum of at least 2/3 of eligible voters. The form of the meeting (e.g., virtual or in person) will be at the discretion of the Officers.

4.8 No Right of Compensation

No board member resigning or removed shall have any right to any compensation or damage for any period following their resignation or removal. The Board may, at its discretion, provide for compensation.

4.9 Provision for Filling Vacancies

If the office of President becomes vacant, the Vice President shall succeed to that role, serve the remainder of the President's term, and vacate the position of Vice President.



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If any of the positions of the officers (vice president, treasurer, secretary, or membership chair) become vacant, the Board shall appoint a qualified successor, who shall serve until the next election, as described above.

The Board may choose to appoint a qualified successor for other vacancies on the Board.

4.10 Prohibition of Conflicts of Interest

The Board members are expected to subscribe to the ideal that “leadership is stewardship” and owe a higher fiduciary duty to the Chapter than that required of members. While they are required to exercise independent judgment on behalf of the chapter and act in good faith and in a manner that they reasonably believe to be in the chapter's best interests, their special position charges them to exercise exceptional concern to place the chapter's best interests ahead of personal interests, and to avoid conflicts of interest, or the appearance of conflicts of interest.

In furtherance of this fiduciary responsibility, over and above the Chapter conflict of interest policy, Board members are specifically charged and required to disclose any personal financial interest in a transaction being considered by the Board or Chapter, and unless the Board determines that such personal financial interest is immaterial, such member shall recuse themselves from discussion and voting on the matter and shall not be counted for purposes of a quorum (where applicable),

Board members are prohibited from using their position on the Board in furtherance of any personal or commercial interest.

Outside of the activities authorized by their position, no Board member may represent themselves to external agencies purporting to speak for the Board or the Chapter without explicit authorization from the Board.

Violation of these provisions shall be considered “actions harmful to the chapter” and subject the member to immediate removal, as prescribed previously.

4.11 Elections

4.11.1 Annual Elections

The Board shall schedule annual elections for all vacant or expiring board positions, as required, for a period of at least 7 days, this period ending not later than 3 weeks before the start of the Term of Office. In the event of exceptional external events affecting members (Deployment, increased military OPTEMPO, the board may elect to vary this timeline. Such shall be published, with justification, before the scheduled elections. Board members whose terms would end with this election shall have their Term of Office extended until the conclusion of the elections.

Not later than 2 months before the elections, the board shall appoint an independent elections committee (as provided below) to receive and vet nominations, publicize the elections process, announce the candidates, prepare the ballot, and to conduct, review, and officially declare the results of the election.

At the establishment of the election committee, the Board shall announce the election, identify the election committee, and call for nominations (directed to the election committee).



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The Board will provide such support as technically needed in support of the committee's efforts (e.g., nominations webpage, publicity, ballot). Members of the board, even if standing for election, may provide technical support to the election committee in their current capacity (e.g., webmaster, communications, membership). These board members must scrupulously maintain the distinction between technical support for the chapter operations and personal interest as candidates. In all cases, the Election Committee chair shall decide regarding such support.

The election committee shall notify the secretary of its final nominations in writing at least fourteen (14) days before the annual elections. The intent is that the chapter membership shall have a sufficient period to evaluate the candidates before elections begin.

Voting shall be conducted online, using the chapter's membership management software, or such other method as the board shall determine.

Board members shall be elected by a majority of the vote of Chapter members voting. In the case that no candidate has a majority, a runoff election of the top two candidates shall be conducted NLT 7 days following the scheduled election.

4.11.1.1 Elections Committee

The Election committee shall be an independent committee consisting of 3-5 members in good standing, chaired by a non-board Chapter member, to conduct the annual elections. No more than two of the committee members may be Board Members.

No member of the election committee may be a candidate in the current election cycle.

The term of service for the committee shall be from the date of establishment by the board until two weeks after the Chapter Annual General Meeting.

The committee shall collect and qualify nominations for election, publicize and conduct the elections, and collect, validate, and report the election results to the secretary.

4.11.1.2 Nominations

Chapter members in good standing may self-nominate, or be nominated by any chapter member, to the election committee following the call for candidates.

Each nominee will provide a Curriculum Vitae addressing their InfoSec experience and thoughts about executing the position they are nominated for, using such format as directed by the election committee. These will be publicized with the announcement of candidates.

Open nominations will close fourteen (14) days before the scheduled elections.

4.11.1.3 Additional Nominations

The Board, by majority vote at a properly convened meeting, may nominate additional candidates. The elections committee must receive notice of such nomination at least sixteen (16) days before the elections, and the elections committee shall communicate the names of such additional candidates to the members and schedule them on the ballot.



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4.11.2 Elections by Membership Meeting

At any properly convened meeting of the membership, or by electronic polling using the chapter management software or other means as determined by the Board, the membership may, by plurality, vote to fill vacancies on the Board.

4.12 Meetings

4.12.1 Types of Meetings

Annual Meeting

The Board shall meet within 7 days of the annual membership meeting.

Regular Meetings

Regularly scheduled meetings of the Board (at least five per year) may be held at such times and places as the Board may determine.

Special Meetings

Special meetings of the Board may be held at such time and place when called by the president, vice president, or at least two officers.

4.12.2 Quorum

At any meeting of the Board and subject to Section 2.7 a 2/3 majority of Board then in office shall constitute a quorum.

4.12.3 Presence Through Conferencing Technology

Board members may participate in meetings by means of a telephone conference bridge or other conference technology, including video bridge or web conferencing, provided all persons participating in the meeting can hear each other at the same time.

Participation by such means shall constitute presence in person at a meeting.

4.12.4 Notice of Meetings

Notice of the time and place of each meeting of the Board shall be given to each board member at least seven (7) days before the meeting, addressed to the board member's email address as it appears in the records of the chapter, or to their official chapter email.

Whenever notice of a meeting is required, such notice need not be given to any board member if a written waiver of notice, executed by the board member before or after the meeting, is filed with the records of the meeting, or to any board member who attends the meeting without protesting prior thereto or at its commencement.

Neither such notice nor waiver of notice need specify the purposes of the meeting, unless otherwise required by law, the (ISC)² Chapter Affiliation Agreement or these Bylaws.

4.12.5 Action by Vote

When a quorum is present at any meeting, the board members present and voting shall decide any questions, unless otherwise provided by law, the (ISC)² Chapter Affiliation Agreement or these Bylaws. Proxy voting will be authorized, but only for items on the published agenda.

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4.12.6 Action by Writing

Any action required or permitted to be taken at any meeting of the Board may be taken without a formal meeting of the Board if a quorum of the board members consent to the action in writing (including electronic media such as email to conduct voting or consent.) and the consents are filed with the records of the meetings of the Board. Participation in votes of such meetings shall be considered consent.

Such consents and vote results shall be treated for all purposes as a vote at a meeting and recorded in the Chapter archives. Such votes shall also be formally recognized in the next board meeting minutes.

4.13 Committees

The Board may establish one or more committees and may delegate to any such committee any or all of their powers; provided, that any committee to which these powers are delegated shall consist of members in good standing and be chaired by a board member.

Unless the Board otherwise determine, the committees shall have the power to act on all matters requiring prompt action between meetings of the board members.

Unless the Board otherwise designate, committees shall conduct their affairs in the same manner as is provided in these Bylaws.

Each such committee shall establish a charter, and such charter shall be ratified by the Board and validated by signature of the President. This charter shall be publicly distributed as Chapter policy. The Elections Committee is exempted from this requirement, as its structure and authorities are described in these Bylaws.

The members of any committee serve at the pleasure of the Board, with the exception that members of the Elections Committee may only be removed for cause, with public notice given to the membership.

Section 5 Board Members' Roles and Responsibilities

5.1 General Responsibilities

- All board members shall understand the priorities of the chapter, these Bylaws, (ISC)² chapter requirements, and Army and Garrison requirements.
- All board members should be prepared to faithfully attend meetings and perform assigned duties in a timely fashion.
- All board members shall be familiar with, and take training for, the Chapter management software (currently Wild Apricot).
- All board members shall be familiar with the responsibilities and reporting requirements as documented on the Chapter SOPs and as documented in the Chapter archive, and shall update them as necessary,
- All board members shall utilize the Chapter's management software in the execution of their duties to the maximum extent possible.
- All board members shall be familiar with RONR as modified by the Secretary.



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- Any board member that is unable to meet their obligations for a particular event are required to identify an alternate to execute their responsibilities. Failing that, they must notify the Board of their inability to meet their responsibilities in sufficient time for the Board to appoint an alternate to meet the responsibilities.
- Every board member, excepting the President and Vice President (unless acting in some other capacity), shall prepare an activity report (or other report as appropriate) for each Board meeting and archive on the Chapter archive.
- All board members shall promptly respond to correspondence addressed to their area of responsibility and shall ensure all records of such correspondence are maintained in their official chapter email, or otherwise documented on the Chapter archive.
- All board members shall share and communicate with other members of the Board all issues and correspondence conducted on behalf of their duties.
- All board members shall assist their successor in becoming acquainted with their duties and pass on all materials and knowledge base for their position.

5.2 President

- The primary leader of the chapter. Responsible for Chapter accountability to members.
- The principal Chapter representative, and accountable to, USAG-W, (ISC)², and other external governing agencies.
- Responsible for establishing chapter goals and strategies and presiding over the chapter.
- Responsible for ensuring all Chapter reporting and other legal and regulatory requirements are met.
- Directs and leads the Board of Directors in developing Chapter policies, strategies, financial goals, objectives, and budgets.
- Chairs Chapter and Board meetings
- Ensures all meetings and activities of the Chapter and Board adhere to these Bylaws and other legal and regulatory requirements.
- Develops and maintains relationships with (ISC)² agencies, other associations, industry, and government officials that are in the best interest of the chapter.

5.3 Vice President

- Executes duties of the president in their absence.
- Assists the President in executing all of the duties of the President, executing such duties as assigned.
- Assumes the office of President if it becomes vacant.
- May be assigned a special area of responsibility,

5.4 President Emeritus

- The most recent Chapter president
- Does not serve in any other official capacity.
- Chapter member.
- Serves as advisor to the Board regarding any issues or questions before the chapter.
- Not entitled to vote on issues before the Board.

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- May be asked to attend board meetings to assist where needed.

5.5 Treasurer

- Oversees all financial activities and operations of the Chapter, insures appropriate and best practice financial systems and controls are in effect, and ensures compliance with Federal, DoD, USAGW, or other applicable agencies, or other laws and regulations.
- Immediately reports to the Board any irregularities in Chapter financial operations or activities.
- Serves as financial advisor to the Board, advising on financial considerations of Chapter strategies and operational plans.
- Ensures financial reporting requirements to external agencies (e.g., Federal, (ISC)², USAG-W) are accomplished by required dates.
- Pays all legitimately presented bills and debts in a timely manner, ensures that recurring bills are paid in sufficient time that they do not lapse.
- Develops and presents budgets, accounts, and financial statements to the Board of Directors.
- Manages, and is the primary account holder of, the Chapter's financial management software.
- Manages, and is the primary account holder of, the Chapter's bank accounts.
- Manages and controls the Chapter's petty cash account, and cash on hand for Chapter events.
- Establishes policies for accountability of cash received at Chapter or other events.
- Ensures that all cash transactions are properly and promptly receipted, recorded, deposited, or disbursed, and recorded in Chapter accounting system.
- Maintains a roster of personnel authorized as signatories on Chapter accounts and communicates this to appropriate financial agencies and the Board.,
- Prepares monthly financial statements and monthly bank account reconciliations (Auditor) Archives on the Chapter archive. These reports shall include a projection of upcoming income and obligations.
- Archives records of all Bank, PayPal, and other financial instruments on the Chapter archive.
- Serves as principal liaison with audit agencies, and prepares documentation for audit, as required.
- Prepares and archives monthly financial statements.
- Prepares detailed records for transparency on request by the board.

5.6 Secretary

- Maintains and archives all records, files and documents related to Chapter operations.
- Maintains, records, and archives the inventory of all Chapter property.
- Keeps and maintains chapter governance documents, including Chapter Bylaws. Manages the change management process for Chapter governance documents.
- Maintains master index of Chapter Documents (does not include working documents relevant only to a specific board member's conduct of their area).
- Keeps and maintains the Chapter Guidebook. SOPs?????
- Meetings
 - Records, maintains, and archives minutes of all Chapter and Board meetings. USAG-W



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- Schedules, and arranges logistics for, all Board and Chapter meetings, including facility reservation, food choice, seating layout, creating, and releasing the event for RSVP on the chapter management application, and other such details.
- Chapter Events (e.g., Lunch and Learn) will be scheduled by the Events chair.
- ICW the president, prepares, publishes, and archives Board and Chapter meeting agendas.
- Publishes the Attendance Report, as specified in Chapter SOPs, for all Chapter Events, Chapter Meetings, and Board meetings.,
- Maintains master roster with names and contact information of Board members.⁹ Archives when changed. Notifies (ISC)² and USAG-W when Board composition changes.
- Maintains and archives master roster of committee chairs and members.
- Maintains the Board critical events master calendar.
- Sends thank you and/or congratulatory notes on behalf of the Chapter.

5.7 Membership Chair

- May serve as single board member, or as chair of a membership committee, as determined by the Board.
- Serves as the primary representative on the Board for the membership and their interests.
- Plans and implements membership promotion and retention programs. Recommends policies and strategies concerning membership issues to meet Chapter goals, objectives, and strategies.
- Gathers, records, and retains membership statistics for the chapter, including a monthly membership report as described in the Chapter SOPs.
- Manages and establishes policies for the membership portion of the Chapter management software and website.
- Generates and transmits CPE submission and CPE Attendance Certificates for individuals attending Chapter and Board meetings and Chapter events.
- Maintains the master index of CPE events and certificates.

5.8 Webmaster

- Serves as the principal administrator, advisor and subject matter expert on Chapter websites, Virtual Hosting environments, chapter data management software, Email and Domain Hosting, and Chapter management software (excluding separate financial apps (e.g., QuickBooks)).
- Is the principal account holder, administrator, and Chapter representative for Chapter website, Virtual Hosting environments, chapter management software, Email & Domain Hosting, storage, and all other applications, excluding financial apps (e.g., QuickBooks).
- Delegates administrative rights for these areas to other Board members and committee members as required by their position.
- Principal architect of the Chapter website, as directed by the Board.
- Principal architect, ICW the Data committee, for developing and managing the Chapter storage solutions.
- Principal security architect, ICW the Data committee, for developing and recommending security practices to protect Chapter information.



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- Ensures Chapter websites, email, domain hosting, and storage are, as applicable, maintained to the latest stable security updates.
- Ensures backups of all Chapter applications and storage are accomplished as Chapter SOPs require and are regularly tested to insure validity of such backups. This applies to all Chapter software and storage, including financial applications.
- Is responsible for ensuring all chapter websites, storage, and shares operate accurately and as intended. This includes testing with various browsers and Operating Systems commonly used by Board and Chapter members.

5.9 Events Chair

- May serve as single board member, or as chair of an events committee, as determined by the Board.
- ICW Corporate Advisor and Community Outreach, schedules speakers, vendors, and other participants for Chapter events. Establishes and maintains the Chapter yearly event calendar.
- Publicizes future events on the Chapter website and social media accounts.
- Coordinates and monitors event timelines to ensure deadlines are met.
- Coordinates with Treasurer and Board to adhere to budgets and other scheduling constraints.
- Conduct of Events
 - Schedules, and arranges logistics for, Chapter events (as opposed to Chapter meetings). This includes facility reservation, food choice, seating layout, creating the event, and releasing for RSVP on the chapter management application, and other such details.
 - Coordinates with, and assists, communications chair in publicizing events.
 - Reviews presentations for compliance with (ISC)² and chapter policies.
 - Communicates attendance count and meal selection to catering facility, as appropriate.
 - Designs and provides table “tent cards” or other printed / advertising items as required.
 - Arranges for site setup, display of chapter banners, and personnel to conduct sign-in for the event.
- Manages and establishes policies for the events portion of the Chapter management software and website.
- Maintains master event statistics spreadsheet.

5.10 Community Outreach

- Serves as principal advisor to the Board regarding strategies and policies to engage in events supporting science and Info security in our local community.
- Explores, develops, and recommends to the Board opportunities to present, operate, or sponsor qualified community programs, such as cyber / InfoSec programs or needs in local schools, STEM programs, scholarships or stipends, outreach to our local community (e.g., presentations to youth / seniors on cybersecurity) or any other events that further the Chapter’s stated mission to support the local community.
- Manages outreach activities and events approved by the Board.
- Coordinates with Communications Chair and Corporate Advisor to publicize events.



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- Coordinates with Events chair to ensure personnel are available for support and sign-in, and to ensure Chapter banners are available at the event, as appropriate.
- Creates and publishes events on the Chapter management software events.
- Engages with other organizations to identify partnership opportunities for community outreach programs.

5.11 Corporate Advisor

- Serves as principal advisor to the Board regarding strategies and policies to recruit and retain corporate sponsors.
- Is the primary point of contact between the Chapter and corporate entities.
- Engages with corporate contacts to develop new, or retain existing, corporate sponsorship opportunities.
- Maintains an active engagement with corporate sponsors.
- Coordinates with the Events chair and Communications chair to schedule events with corporate contacts.
- ICW the Events chair, engages with Chapter membership to identify potential sponsors, or potential presentations of interest to the membership.
- Maintains the Chapter sponsorship program, subject to approval by the Board.
- Manages and establishes policies for the sponsorship / donor portion of the Chapter management software and website.

5.12 Communications Chair

- The Communications Chair may serve alone, or as head of a committee as determined by the Board.
- Serves as principal advisor to the Board regarding strategies and policies regarding Chapter public relations and publicity for Chapter events and concerns.
- Is the public relations director for the Chapter, communicating with the Chapter membership and external agencies to publicize Chapter events, activities, and items of interest to our Information Security community.
- Publicizes upcoming Chapter meetings and events with social media and physical advertisements, according to Chapter SOPs.
- Manages the Chapter social media accounts and is primary agent for posting to these accounts.
- Coordinates with Events chair, Membership Chair, Community Outreach, Webmaster, and Corporate Advisor to identify and coordinate publicity requirements.
- Edits, publishes, and archives Chapter newsletters.

5.13 Board Members At Large

- The number of Board Members At Large will be determined by the Board prior to each election.
- Members at Large do not have a predefined role but serve to represent and champion the Chapter members and their concerns.
- Members at large may fill additional duties in support of the Chapter, based on their interests, skills, and experience, and as appointed by the Board.



6. Personal Liability

Members, according to host nation laws, may be personally liable to creditors if the assets of the PO are insufficient to discharge liabilities.⁹

Unless subject to the foregoing, members of the chapter shall not be liable for any debt, liability, or obligation of the chapter. All persons, chapters or other entities extending credit to, contracting with, or having any claim against, the chapter for the payment of any such contract or claim, or for the payment of any debt, damages, judgment, or decree, or of any money that may otherwise become due or payable to them from the chapter)

7. Indemnification of Directors and Employees

The chapter shall to the extent legally permissible and consistent with the chapter's tax status and with the Employee Retirement Income Security Act of 1974, as amended, indemnify each of its present and former board members and any person who serves or has served, at the chapter's request, as board member or member of another chapter or in a capacity with respect to any employee benefit plan (and the heirs, executors and administrators of the foregoing) (the "Indemnified Person") against all expenses and liabilities which the Indemnified Person has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Indemnified Person may be involved, directly or indirectly, by reason of serving or having served in a capacity identified above. Such expenses and liabilities shall include, but not be limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements. If authorized by the Board of Directors, the chapter may to the extent legally permissible and consistent with the chapter's indemnify each of its present and former employee or agent ("Agent"), defined to include those employees and agents other than Indemnified Persons as defined in the preceding paragraph, against all expenses and liabilities which the Agent has reasonably incurred in connection with or arising out of any action or threatened action, suit or proceeding, whether civil, criminal, administrative or investigatory, in which the Agent may be involved, directly or indirectly, by reason of being or having been an Agent. Such expenses and liabilities may include, and are not limited to, judgments, fines, penalties, court costs and attorney's fees and the cost of reasonable settlements.

Section 8 Applicability and Amendments

These Bylaws, when signed, supersede all previous versions and are immediately in effect.

Any existing policies or agreements that violate the terms of these Bylaws are null and void.

Any existing policies or agreements that comply with the terms of these Bylaws remain in effect.

8.1 Submission of Changes

These By-laws may be amended by submitting Requests for Change (RFC) through the Chapter RFC process and the Chapter Secretary. RFCs will be collected and reviewed at least quarterly by the Board for approval for debate. RFCs not approved for debate may be raised at a properly assembled meeting



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of Chapter members (see below). RFCs approved for debate will be scheduled and processed IAW the paragraphs below.

8.2 Modification by Membership Action

These Bylaws may be amended or modified by approval of a properly submitted RFC approved for debate at any properly convened meeting of the members. Such action shall require a quorum of a majority of the members entitled to vote and shall be decided by majority vote.

Such amendment or modification may be proposed by the Board of Directors or by petition of 10% of the members in good standing,

Notice of the proposed action shall be served not less than thirty (30) days before the meeting.

8.3 Modification by Called Vote

These Bylaws may be amended or modified by online vote by approval of a properly submitted RFC approved for debate by such means as determined by the Board. Notice of such vote and proposed changes shall be advertised to the membership NLT 30 days before such vote. Dates of such vote shall be advertised to the membership NLT two weeks before the vote and voting shall be available to the membership for a minimum of 7 days. Such action shall be decided by majority vote of those members eligible to vote who participate in the vote.

8.4 Modification by Board Action

Except with respect to any provision of these Bylaws which by law, the (ISC)² Chapter Affiliation agreement or these Bylaws requires action by the members, these Bylaws may also be altered, amended, or repealed by approval of a properly submitted RFC approved for debate at any regular or special meetings of the Board, notice of which shall specify the subject matter of the proposed changes and the sections to be affected thereby.

Not later than the time of giving notice of the meeting of members next following such changes by the Board, notice stating the substance of such changes shall be given to all members.

Any Bylaws so changed by the Board may be further altered or revoked by the members as described in the manner above. In the absence of successful votes to alter or revoke, the changes shall stand.

Section 9 Dissolution of the Organization

The Chapter may be dissolved for reason of losing its affiliation with (ISC)² or if in the determination of the Board that it is necessary or desirable to do so. To be effective, a proposal to dissolve the Chapter must be passed at a special meeting by a two-thirds' majority of the Board.

If the Chapter is dissolved, all funds in the treasury at the time will be used to meet any outstanding debts, liabilities, or obligations. The balance of these assets will be disposed of as determined by the membership. USAG-W Priority shall be given to supporting community support organizations in the USAG-W area (e.g., High School scholarship or STEM programs, other educational activities related to science or cyber education).



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Section 10 Adoption and Signatures

Approved and Effective: 2 March 2022

MICHAEL VOTAW
President

BRIAN BLANK
Secretary

MICHAEL VOTAW
Treasurer

BRIAN BLANK
Membership



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Appendix 1 (Glossary and Abbreviations)

APF – Appropriated Fund Activity

ATO – Authority to Operate

Board – Chapter Board of Directors

Chapter – The entire organization, including the entire membership, regardless of standing.

Chapter Meeting – A meeting of the members held for the specific purpose of conducting Chapter business (including the Annual General Membership meeting).

Chapter Event – Any other event sponsored by the chapter to promote and implement the Chapter mission (e.g., Lunch and Learn, community presentations, Safe and Secure Online).

Director – All members of the Board of Directors, including officers.

DoD – Department of Defense

IAW – In Accordance With

ICW – In Coordination With

(ISC)² – International Information Systems Security Certification Consortium

Lapsed – A member who has lost membership privileges because of unpaid membership fees. A member's status may be set to lapsed if they have not renewed their membership within a certain period following their renewal date. A lapsed member does not receive automatic renewal notices or appear in member directories and is not allowed to view member-only pages. Unlike a suspended member, a lapsed member can restore their membership by paying the renewal fee.

Member – All members of the Chapter including board members and officers. Members are only in good standing as defined in section xxxxxx.

NAF – Non-Appropriated Fund

Officer – Those members of the Board of Directors identified as officers by (ISC)² (president, treasurer, secretary, membership chair). Certain (ISC)² functions and responsibilities are reserved to chapter officers.

RONR – Robert's Rules of Order (Newly Revised)

SOP – Standard Operating Procedures

Suspended – A member whose membership has been revoked and now appears as a non-member contact. Suspended members do not appear in member directories, and do not receive emails sent to all members. A suspended member can apply for membership just like any other contact.

USAG-W – US Army Garrison Wiesbaden

USAREUR-AF – US Army Europe and Africa



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Appendix 2 (Garrison ATO Requirements)

The following appendix incorporates updated requirements from the US Army Wiesbaden Garrison. This is required for the (ISC)² US Military Germany Chapter to remain in good standing and continue to operate as an Army Private Organization.

This organization is established according to Army Regulation (AR) 210-22, Army in Europe Regulation (AER) 210-22, and Department of Defense Instruction 1000.15.

Name and location of the PO. If affiliated with a national, regional, or State organization, include documentation of the parent organization.

The approval authority is the Commander, US Army Garrison Wiesbaden. The approval authority may revoke permission to operate at any time.

This organization is not an instrumentality of the United States, will be self-sustaining, and may not receive financial assistance from the Department of the Army or any non-appropriated fund (NAF) activity in the form of contributions, repairs, services, dividends, or other donations of money or other assets.

This organization will not use army services, including legal, audit, transportation, postal (APO), printing, information management activities, clerical, financial, copying, management and procurement services.

The United States government, the Army, USAREUR-AF, and USAG Wiesbaden will not assume liability for any of the organization's activities or debts.

Neither NAF nor appropriated funds (APF) activities may incur or assume any obligation of the organization, except as may arise out of contractual relationships.

The organization will comply with applicable host nation laws, fire and safety regulations, environmental laws, and any other applicable statutes or regulations. The organization is responsible for obtaining private counsel to provide assistance in determining whether the organization is in compliance with such laws.

The organization shall comply with AR 600-29, AER 210-22, and DOD 5500.7-R in fundraising activities. Members, according to host nation laws, may be personally liable to creditors if the assets of the PO are insufficient to discharge liabilities.

The organization will obtain adequate insurance as protection against public liability, claims, property damage claims, or other legal actions arising from organization activities, one or more of the organization's members acting on its behalf, or the operation of any equipment, apparatus, or device under the control and responsibility of the PO. Any member of the PO with access to cash on hand, cash in the bank, or merchandise with a value of over \$500.00 will be bonded at PO expense in an amount sufficient to provide full protection of assets.

Specify the number of individuals in the governing body, their position titles, and an explanation for all management functions, including the accountability for assets, satisfaction of liabilities, disposition of any residual assets on dissolution, and other documentation that shows responsible financial management.

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The organization must have a treasurer who is an elected officer or who serves as a member of its governing board. The treasurer must be an active member and must have SOFA status if the organization has an account with a military banking facility.

This organization does not discriminate on the basis of race, color, creed, sex, disability, or national origin

This organization will neither propagate extremist activities nor advocate violence against others or the violent overthrow of the Government.” AR 210-22 para 2-1a(2)(f).

This organization’s activities will not seek to deprive individuals of their civil rights.” AR 210-22 para 2-1a(2)(g).

State the nature, functions, objectives, purpose, and activities of the PO. AR 210-22, para. 2-1a(2)(b).

The PO will not engage in activities that compete with those of any APF or NAF activity.” AR 210-22, paras. 2-1a(2)(b) and 3-1b; DODI 1000.15.

Identify specific types of membership, qualifications for each type, application methods, procedures for withdrawal of membership, and rules about guests. AR 210-22, paras. 2-1c and 3-7; AER 210-22, para. 5; DODI 1000.15.

State the percentage of the membership that may be non-U.S. Forces personnel (in no case may it exceed 49 percent). AER 210-22, para. 5.

Specify the number of individuals in the governing body, their position titles, and an explanation for all management functions, including the accountability for assets, satisfaction of liabilities, disposition of any residual assets on dissolution, and other documentation that shows responsible financial management. AR 210-22, para. 2-1c; AER 210-22, para. 5c; DODI 1000.15.

Include the following statement: “The organization must have a treasurer who is an elected officer or who serves as a member of its governing board. The treasurer must be an active member and must have SOFA status if the organization has an account with a military banking facility.” AER 210-22, para. 5c.

The president or vice president must have SOFA status.



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Appendix 3 (Regulatory and Guidance Documents)

The following are additional sources of regulatory requirements and guidance that are included in these Bylaws.

(ISC)² Official Chapter Handbook (Policies and Guidelines for Managing an (ISC)² Chapter) January 2017

(ISC)² Chapter-Sample-Bylaws September 2013

Army Regulation (AR) 210–22 Private Organizations on Department of the Army Installations

Army in Europe Regulation (AER) 210-22 Private Organization and Fundraising Policy

Department of Defense Instruction (DODI) 1000-15 Procedures and Support for Non-Federal Entities Authorized to Operate on DoD Installations

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