

BY-LAWS OF
Cloud Security Alliance - Delaware Valley Inc.
December 18, 2021

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Cloud Security Alliance - Delaware Valley Inc.
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Article I. NAME

The name of this organization shall be Cloud Security Alliance - Delaware Valley Inc.

Article II. PURPOSE

This organization shall be a non-profit corporation qualifying under Title 15 of the New Jersey Statutes Annotated and under Section 501(c)(3) of the Internal Revenue Code, with the exclusive purpose of promoting cloud security practices to and from the Greater Philadelphia region, to educate about cloud computing, its risks, how to secure it, and to develop more cloud security professionals.

Article III. MEMBERSHIP

This organization will have members.

Membership is open to those having an interest or active involvement in cloud computing or information systems security in the educational, private or public sector. The Board shall adopt criteria for membership. The criteria for membership may be changed by a vote of two-thirds of the members of the Board. Members shall consist of "Voting Members" and "Non-voting Members," subject to the criteria adopted by the Board. Voting Members shall be entitled to vote and hold office.

Membership shall terminate upon request of the individual or decision by the Board of Directors for just cause.

As part of event registration, members will be informed that their contact information will be shared unless they explicitly opt out.

Article IV. FISCAL YEAR

The fiscal year shall be the period beginning January 1st and ending December 31st.

Article V. ORGANIZATION

Section 5.01 Board of Directors

The governance of this organization shall be vested in the Board of Directors, which shall consist of the Officers and Directors. The Board of Directors shall be responsible for establishing and

executing the policies, rules and regulations of the organization consistent with the purposes thereof.

Board Members shall give primary consideration to the best interests of all participants and the organization, ahead of individuals. Voting and leadership should be demonstrated with consistency and without personal bias.

Members of the Board shall act ethically and conduct themselves with decorum and professionalism. Members shall hold confidential all Board discussions and communications, and once decisions are made, faithfully represent and execute the spirit and will of the Board, putting aside individual preferences.

Board members must participate and contribute time to meaningful activities that will advance the Purposes of the organization. Board members must attend 75% of the Board of Directors meetings per year.

The Officers of the Board of Directors shall also be the Trustees of the corporation.

Section 5.02 **Officers**

The Officers of this organization shall be the President, Vice President, Secretary and Treasurer. The immediate Past-President of the organization shall be an *ex officio* (non-voting) officer of the organization.

Section 5.03 **Directors**

The Board of Directors shall include the Officers, a Director for Events, a Director for Sponsorships, a Director for Training and Certification, a Director for Communications, a Director for Membership and other *ex officio* (non-voting) and voting Directors-at-Large (as determined by the Board).

Section 5.04 **Elections**

Starting in 2022, Officers shall be elected by the members and serve two-year terms. Elections shall be held on the Board determined date and the new term begins on the reasonable date set by the Board. For elections held in December, the new term may be determined to begin on January 1st. Two officers will be elected in one year; and, the other two officers will be elected in the subsequent year election. The President and Vice President elections will be held in alternate years.

All Directors will be elected by the members to serve for two years. Elections shall be held on the Board determined date and the new term begins on the reasonable date set by the Board. For elections held in December, the new term may be determined to begin on January 1st. Approximately half of the directors will be elected in one year and the remaining directors will be elected in the subsequent year election to support continuity through overlap in service years.

Starting in 2022, for each election, the Executive Board will distribute to all CSA-DV members the Board determined nomination criteria and an invitation for members to nominate for each position. Nominations will be received for a reasonable period as determined by the Executive Board. The Executive Committee will review and approve nominations in accordance to Board determined criteria to affirm all nominees are members in good standing and will send members an email with the ballot and instructions on how to conduct their vote. Nominees receiving the highest number of votes for the position will win the election for the position.

In the event of a vacancy of an Officer or Director position, that vacancy shall be filled by prompt vote of the Board of Directors, and the Officer or Director so elected shall serve until the following December 31st.

Under no circumstances shall one individual simultaneously serve in more than one Officer capacity. Members may simultaneously serve in up to two Board positions, but this is strongly discouraged and should it happen, such member shall have only one vote.

Article VI. DUTIES OF OFFICERS AND DIRECTORS

Section 6.01 President

The President shall be the chief executive officer of this organization and shall preside over all the activities, including Board of Directors meetings. The President shall also be the agent of the organization, upon whom process against the corporation may be served, the President's residence serving as the location of the principal office of the organization and corporation. The President shall review and sign off on all periodic financial statements. Upon the unavailability of the President to perform any duty of the office, that duty shall be performed by the Vice President.

Section 6.02 Vice President

The Vice President shall assist the President in the normal operations of the organization, perform all duties and exercise all of the powers of the President during the President's absence or incapacity, and be responsible to perform such additional duties as requested by the President and/or the Board. Upon the unavailability of the Vice President to perform any duty of the office, that duty shall be performed by the Secretary with support from the Directors of Events and Sponsorships.

Section 6.03 Secretary

The Secretary shall be the recording officer of the organization and custodian of all its non-financial records, including the minutes of all general and Board of Directors meetings. The Secretary shall also be the corresponding officer of the organization, causing proper notice to issue of all its Board of Directors meetings at least five days before the dates thereof. Meeting minutes shall be distributed within ten days of the meeting. The Secretary shall also have other duties as may be designated by vote of the Board of Directors.

Section 6.04 Treasurer

The Treasurer shall be the financial officer of the organization and custodian of all its financial records. The Treasurer shall form a Finance Committee composed of at least one other member of the Board, plus other individuals as needed, to direct and manage the finances of the organization, such as preparation of budgets, and shall be responsible and accountable to the Board for them.

The Treasurer shall review all financial statements and expenditures, prepare and file all information returns required by state and federal governments, to be signed by the President (or Vice President should the President and Treasurer be related), and submit a report of the financial status of the organization at each regular meeting of the Board of Directors.

The Treasurer shall handle daily financial activities (deposits, payments), receive all funds deposited with the organization and deposit such funds in such bank accounts as directed by the Board of Directors. The Board of Directors shall authorize all separate and distinct expenditures of the organization greater than two hundred dollars. Funds shall not be withdrawn for purposes other than those of the organization.

The Treasurer shall also have other duties as may be designated by vote of the Board of Directors.

Section 6.05 Past President

The Past-President is an *ex officio* member of the Board of Directors without portfolio and shall have the responsibility for any activities as may be designated by vote of the Board of Directors. He or she is particularly expected to provide guidance and advice to the President.

Section 6.06 Director for Events

The Director for Events shall have responsibility for organizing and maintaining the activities of the organization relating to events for professional development and networking. To the extent the professional development events overlap with training and certification activities, they shall collaborate with the Director of Training and Certification.

They shall also have other activities as may be designated by vote of the Board of Directors.

Section 6.07 Director for Sponsorships

The Director for Sponsorships shall have responsibility for organizing and maintaining the activities of the organization relating sponsorships for advertising, charitable gifts, and so forth.

They shall also have other activities as may be designated by vote of the Board of Directors.

Section 6.08 Director for Training and Certification

The Director for Training shall have responsibility for organizing, maintaining and scheduling the activities of the organization relating to training and certification. To the extent these activities overlap with professional development events, they shall collaborate with the Director of Events.

The Director of Training may also have other duties assigned by vote of the Board of Directors.

Section 6.09 Director for Communications

The Director for Communications shall have responsibility for organizing and maintaining the organization's Website, social media, member email distribution and other activities as may be designated by vote of the Board of Directors.

Section 6.10 Director for Membership

The Director for Membership shall perform outreach at security events and also develop programs to solicit new members, retain existing members, and increase participation from all.

Section 6.11 Directors-At-Large

The Board may elect Directors-At-Large to annual terms to undertake or support special projects or to honor past service and contributions to the organization. Directors-At-Large shall be voting members of the Board of Directors and shall have responsibilities and activities as may be designated by vote of the Board of Directors.

Article VII. MEETINGS

Section 7.01 Annual Meeting

The annual meeting of the organization shall be held on such a date as determined by vote of the Board of Directors, for the nomination of candidates for Officer and Director positions, for elections of Officers and Directors, for presentation of the annual reports of the Officers, for presentation of the financial records of the organization, and for the transaction of any other business. Other meetings of the organization may be held at any other time, and include members, at the call of the President, or as directed by vote of the Board of Directors.

Section 7.02 Quorum Required

For all organization meetings, a simple majority of the voting members of the Board of Directors shall constitute a quorum, and a majority vote of those present shall govern except as hereinafter provided for Article VIII, Removal of the Officers and Directors, and Article X, Amendments to the By-Laws. Votes may be held via electronic mail if necessary, but such votes assume that all members of the Board are in attendance, and therefore require a majority of the full Board for approval. Members holding more than one voting position have only one vote and count only once in requirements for a quorum.

Article VIII. REMOVAL OF OFFICERS AND DIRECTORS

An Officer or Director may be removed by the Board of Directors only at a meeting at which there is present a quorum consisting of two-thirds of the voting members of the Board. An affirmative vote of two-thirds or more of those present at such a meeting shall be required in order for a motion for removal to be approved. In the event of a proposed removal of an officer or director, notice of this proposal must be delivered to all members of the Board, including the one being considered for removal, at least five days prior to the vote to remove the officer or director. This vote shall only be taken after providing all members with the opportunity to comment at an in-person meeting of the Board.

Upon such removal, the corresponding office or directorship shall become vacant.

Article IX. PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order shall govern this organization in all cases to which they are applicable, and in which they are not inconsistent with the By-Laws.

Article X. AMENDMENTS TO THE BY-LAWS

The By-Laws of this organization may be amended upon the affirmative vote of two-thirds of the members present at a Board of Directors meeting with a quorum of two-thirds of the voting members of the Board.

In the event of a proposed amendment to the By-Laws, a copy of the proposed amendment must be presented to all voting members of the Board of Directors at least five days prior to the actual vote to approve such proposed amendment. This presentation shall meet this Article's requirement whether delivered in person, in writing, by letter or via electronic mail. The proposal itself must be voted on only at an in-person meeting.

All other provisions of the By-Laws remain in full force and effect.

Article XI. MISCELLANEOUS PROVISIONS

Section 11.01 Private Inurement Prohibited

No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purpose of the organization set forth in Article II above.

Section 11.02 Limitation of Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on

behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

Section 11.03 Dissolution of Assets

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.