



# **By-Laws of the Federal IT Security Institute a Virginia, Non-Profit, Non-Stock Corporation**

## **Article One Offices**

### **Section 1.01 Principal Office**

The principal office in the Commonwealth of Virginia of the Federal IT Security Institute a non-profit, non-stock corporation (the "Institute") is 3213 Duke Street, # 190, Alexandria, Virginia 22314. The Board of Directors may change the principal office of the Institute in the Commonwealth of Virginia from time to time.

### **Section 1.02 Other Offices**

The Board of Directors may at any time establish branch or subordinate offices at those places where the Institute is qualified to conduct its activities.

## **Article Two Organization and Purpose**

### **Section 2.01 Organization**

The Institute shall be incorporated as a non-stock corporation under the Virginia Nonstock Corporation Act. The Institute will be a non-profit corporation and will seek tax-exempt status under Section 501(c)(6) of the Internal Revenue Code promptly after its formation.

### **Section 2.02 Purpose**

The purposes of the Institute shall be as set forth in the Institute's Articles of Incorporation.

### **Section 2.03 Prohibited Activities**

No part of the net earnings of the Institute shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Institute shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Articles. Notwithstanding any other provision of these Articles, the Institute shall not carry on any other activities not permitted to be carried on by a Institute exempt from federal income tax under §501(c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or a nonprofit Institute under Virginia law.

## **Article Three**

### **Members**

#### **Section 3.01      General**

The Institute shall be a membership organization. Members shall have all the rights and duties set forth in both the Articles of Incorporation as well as the By-Laws, and membership generally shall consist of information technology security assurance professionals and other persons that share and desire to further the common business interest of the Institute as set forth in the Articles.

#### **Section 3.02      Classes of Membership**

Initially, there shall be three (3) classes of Members: (1) Founding Members; (2) Associate Members; and (3) Certified Members.

The Founding Members shall be permanent members of the Institute and shall be selected by the Founding Directors. The Founding Members shall not be required to pay annual dues or other special assessments charged by the Institute to its other members. The Founding Members shall be the only class of members with voting privileges. The Founding Members shall be entitled to elect the Non-Founding Directors, as further set forth in Section 3.04 below. The Founding Members shall be entitled to earn, but shall not be required to earn or maintain, certifications offered by the Institute. Notwithstanding the foregoing, James L. Wiggins shall be a permanent Founding Member without any requirement to pay dues to the Institute.

The Associate Members shall pay annual dues established by the Board of Directors. The Associate Members shall be entitled to earn, but shall not be required to earn or maintain, certifications offered by the Institute. The Associate Members shall have no voting rights or other privileges.

The Certified Members shall pay annual dues established by the Board of Directors. The Certified Members shall be required to earn and maintain certifications offered by the Institute to maintain their status as Certified Members. The Certified Members shall have no voting rights or other privileges.

All members shall be entitled to attend events and seminars sponsored by the Institute, and to purchase publications or other products and services offered by the Institute, at discounted rates established by the Board of Directors.

#### **Section 3.03      Eligibility**

Every person that completes the standard application for membership published by the Institute from time to time shall be eligible to become an Associate Member and shall immediately become an Associate Member upon payment of the requisite membership dues. The Board of Directors shall establish such other criteria for eligibility to become Founding Members and Certified Members, as the Board may determine from time to time.

#### **Section 3.04      Election of Directors**

Each Founding Member shall have the right to one vote over the election of any director other than the Founding Directors (“Non-Founding Directors”) and the Founding Directors (other than James L. Wiggins) after expiration of their initial five-year term, as well as the right to one vote on any other matter for which membership votes are required. Collectively and except as provided in Section 5.03 below, the Founding Members shall have exclusive authority over the election of directors, as set forth in Article Five.

#### **Section 3.05      Replacement and Removal of Directors**

Each Founding Member shall have the right to one vote over election of any successor director for the director, whose place is vacant, and the method and manner for replacing and removing directors is set forth in Article Five.

#### **Section 3.06      Annual Dues**

The amount required for annual dues shall be determined by the Board of Directors. Continued membership for Associate Members and Certified Members is contingent upon being up-to-date on membership dues.

### **Section 3.07          Resignation and Termination**

Any member may resign by filing a written resignation with the Institute’s Secretary. Resignation shall not relieve a member of unpaid dues, or other charges previously accrued. A member other than a Founding Member can have his or her membership terminated by a majority vote of the Board of Directors. Founding Members can be removed by unanimous vote of the Board of Directors.

## **Article Four**

### **Meetings of Members**

#### **Section 4.01          Regular Meetings**

Regular meetings of the members shall be held annually, at a time and place designated by the Chairman of the Board of Directors.

#### **Section 4.02          Annual Meetings**

An annual meeting of the members shall take place in the month of November, the specific date, time and location of which will be designated by the Chairman of the Board of Directors. At the annual meeting the Founding Members shall elect Non-Founding Directors, receive reports on the activities of the Institute, and take any other actions as may be required by the Board of Directors or to comply with applicable law.

#### **Section 4.03          Special Meetings**

Special meetings may be called by the Chairman of the Board of Directors or a simple majority of the Board of Directors, including at least one (1) Founding Director.

#### **Section 4.04          Notice of Meetings**

Printed notice of each meeting shall be given to each Founding Member, by mail or email, not less than one week prior to the meeting.

#### **Section 4.05          Quorum**

The Founding Members present at any properly announced meeting shall constitute a quorum.

#### **Section 4.06          Voting**

All issues to be voted on shall be decided by a simple majority of those Founding Members present at the meeting in which the vote takes place.

## **Article Five**

### **Board of Directors**

#### **Section 5.01          General Powers**

The Institute is organized on a non-stock basis and will be managed by its Board of Directors. The Board of Directors will have authority for all affairs of the Institute and may exercise all powers of the Institute as permitted by federal law, state law, the Articles of Incorporation, and the Institute’s By-Laws as in effect from time to time.

Directors shall each have the right to cast a vote on matters before the Board of Directors and shall be responsible for making all decisions affecting the Institute, including, without limitation, decisions regarding operating budgets and expenses, decisions regarding use of the funds for the Institute’s tax-exempt purposes, investment decisions, and hiring and firing officers and employees, but excluding Director elections and any other decisions upon which a vote of members is required.

#### **Section 5.02          Number**

The Board of Directors shall consist of two classes of directors: the Founding Directors and the Non-Founding Directors (collectively, the “Directors”). All Directors shall be voting directors.

At all times there shall be no less than one (1) and no more than five (5) Directors. The number of Directors may be increased, but not decreased, by an affirmative vote of a majority of the Founding Directors and the Founding Members.

### **Section 5.03 Election and Tenure**

The initial Board of Directors shall consist of: (1) James L. Wiggins, who shall be a permanent member of the Board of Directors and whose address is [REDACTED]; (2) Taylor Devine, who shall serve an initial term of five (5) years and whose address is [REDACTED]; and (3) Louis Vescio, who shall serve an initial term of five (5) years and whose address is [REDACTED] (collectively, the "Founding Directors"). James L. Wiggins shall serve as the Chairperson of the Board of Directors at all times during his tenure and shall not be removed for any reason. *(Information above is redacted due to privacy reasons and publication on the FITSI website; all board members can be contacted via phone at the Institute's phone number).*

The remaining Directors ("Non-Founding Directors") shall be elected at any regular annual meeting of the members. Non-Founding Directors may, however, change or be fixed in number from time to time, as set forth in Section 5.02 above and in this Article Five.

Each Non-Founding Director shall serve until the earlier of (i) the next annual meeting of the members; (ii) his or her resignation; or his or her removal as set forth below in Section 5.04. The initial Non-Founding Directors shall be elected by the Founding Directors. The Founding Members shall have the right to appoint replacement or successor Founding Directors and Non-Founding Directors by majority vote of the Founding Members.

If the election of Founding Directors and Non-Founding Directors shall not be held at a regular annual meeting of the Founding Members, such election shall be held as soon thereafter as conveniently possible at a special meeting of the Founding Members. Each Founding Director and Non-Founding Director shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or, in the case of Non-Founding Directors, until his/her removal as set forth in Section 5.04. Founding Directors and Non-Founding Directors need not be residents of the Commonwealth of Virginia.

### **Section 5.04 Removal**

Any Non-Founding Director may be removed for cause by a vote of two-thirds (2/3) of all of the Founding Members. Such action shall be taken at a regular meeting of the Founding Members or at a special meeting called for such purpose, and the proposed removal shall be set forth in the notice of any such regular or special meeting, sent at least ten (10) days prior thereto. Any replacement Non-Founding Director shall be appointed by an affirmative vote of a majority of the Founding Members. Founding Directors may not be removed for any reason whatsoever.

### **Section 5.05 Compensation**

Directors, as such, shall not receive any stated compensation for their services, but, by resolution of the Board, a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; provided, that nothing herein contained shall be construed to preclude any Director from serving the Institute in any other capacity, including as an officer of the Institute, and receiving compensation therefor.

### **Section 5.06 Committees**

The Board, by resolution, may designate from among its members an executive committee, a nominating committee and other committees, each consisting of one (1) or more Directors. Each such committee shall serve at the pleasure of the Board.

## **Article Six**

### **Board of Director Meetings**

#### **Section 6.01 Place of Meeting**

The Board of Directors will hold its meetings at the Institute's principal office or at any place the Board of Directors may from time to time select by a majority vote or written consent of all the directors.

#### **Section 6.02 Annual Meeting**

The Board of Directors will hold its annual meeting on the first Friday of November commencing in 2010 or at another date designated by the Chairman for the purpose of transacting any business that may properly be brought before the Board of Directors.

#### **Section 6.03 Regular Meetings**

The Board of Directors may hold regular meetings as determined by majority resolution of the directors. The resolution may authorize the Chairman to fix the specific date and place of each regular meeting, in which case notice of the meeting date and place must be given in the manner provided in the By-Laws. Neither the business to be transacted at, nor the purpose of, the meeting need be specified in the notice unless specifically required by Virginia law or the By-Laws.

#### **Section 6.04 Special Meetings**

Special meetings of the Board of Directors may be called by the directors, or as otherwise provided by law. The Board of Directors may transact any business at the special meeting whether or not announced in the notice of the meeting.

#### **Section 6.05 Notice of Meetings**

Except as may be otherwise specifically provided in the By-Laws, the Secretary must give at least five (5) days' advance written notice of each regular or special meeting to all Directors at their post office address as shown by the Institute's records. Any person entitled to notice of a meeting may waive notice in writing either before or after the time of the meeting.

The attendance of a Director at any meeting will constitute a waiver of notice, except where a director attends a meeting for the express purpose of objecting to the transaction of business at the meeting because the meeting is not lawfully called or convened.

#### **Section 6.06 Quorum**

A majority of the Directors then in office and at least one Founding Director shall constitute a quorum to transact business at all meetings of the Board of Directors at which only a vote of the Directors is required.

#### **Section 6.07 Conduct of Meetings**

Meetings of the Board of Directors shall be presided over by the Chairman. The Secretary or an Assistant Secretary of the Institute or, in their absence, a person chosen at the meeting shall act as Secretary of the meeting.

#### **Section 6.08 Meetings of Directors**

If all of the Directors entitled to vote meet at any place and consent to hold a meeting, the meeting will be valid without call or notice, and any corporate action may be taken at the meeting.

#### **Section 6.09 Meetings by Telephone**

Any annual, regular or special meeting may be held by conference telephone or similar communication equipment, as long as all Directors participating in the meeting can hear one another. All participating Directors will be considered present in person at the meeting for all purposes.

#### **Section 6.10 Action without Meeting by Written Consents**

If all of the Directors severally or collectively consent in writing to any action taken by the Institute, whether before or after the action is taken, those consents will have the same force and effect as the unanimous vote of the Board of Directors at a duly called meeting. The Secretary shall file the consents with the minutes of the Board of Directors.

### **Section 6.11 Required Vote**

Except as may be provided otherwise in the By-Laws or the Articles of Incorporation, the action of a majority of the Directors at a meeting at which a quorum is present shall be the action of the Board of Directors.

## **Article Seven Officers**

### **Section 7.01 Election, Tenure and Compensation**

The officers of the Institute are the Chairman/CEO, the COO/Secretary, the Treasurer, and one or more Vice Chairs and one or more assistants to the foregoing officers as the Board of Directors may consider necessary.

The Board of Directors will elect the officers at each annual meeting of the Board of Directors. If no election is held at the annual meeting, the election will be held as soon as is conveniently possible after the scheduled meeting date. Each officer will serve until his or her successor has been elected or until his or her death, resignation or removal.

The Chairman/CEO shall be the chief executive officer of the Institute. The other officers shall be Directors. Any two or more of the offices, except those of Chairman/CEO and COO/Secretary, may be held by the same person. No officer, however, may execute, acknowledge or verify any instrument in more than one capacity if the instrument is required by law or by the By-Laws to be executed, acknowledged or verified by any two or more officers. The officers may serve for reasonable compensation, and they may be reimbursed for expenses incurred on behalf of the Institute with proper accounting as determined by the Board of Directors.

In the event that any office (other than an office required by law) is not filled by the Board of Directors, or, once filled, subsequently becomes vacant, then the office and all references to the office in these By-Laws will be treated as inoperative until the office is filled as provided in these By-Laws.

All corporate officers and agents are subject to removal at any time by the majority vote of the Board of Directors.

### **Section 7.02 Powers and Duties of the Chairman/CEO**

The Chairman/CEO is the Institute's principal executive officer and has general charge and control over all of the Institute's business affairs and properties. The Chairman/CEO shall preside at all meetings of the Board of Directors and members.

The Chairman/CEO may sign and execute all authorized bonds, contracts or other obligations in the name of the Institute. Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, the Chairman/CEO has all powers and authority otherwise permitted the president of a non-profit Institute under Virginia law. The Chairman/CEO is an ex-officio member of all the standing committees and will perform any other duties assigned to him or her from time to time by the Board of Directors. In the event the office of Treasurer is vacant and no successor is designated, the Chairman/CEO shall also have the duties and powers of the Treasurer as provided in Section 7.05.

### **Section 7.03 Powers and Duties of the Vice Chairman**

The Board of Directors may elect one or more Vice Chairs. Any Vice Chairman will perform any other duties assigned to him or her from time to time by the Chairman.

In case of the absence or disability of the Chairman/CEO, the Vice Chairman will perform the Chairman/CEO's duties and be subject to all restrictions and powers of the Chairman/CEO.

### **Section 7.04 Powers and Duties of the COO/Secretary**

The COO/Secretary shall:

- Give notice of all meetings of Board of Directors and all other notices required by law, the Articles of Incorporation or by the By-Laws.

- Keep minutes of the meetings of the Board of Directors in books provided for that purpose.

Perform all other duties that may be assigned to him or her from time to time by the Directors or the Chairman/CEO.

Have custody of the corporate seal and will affix the seal to all instruments requiring it, when authorized by the Board of Directors or the Chairman/CEO, and attest to the seal.

Unless otherwise specifically limited by the Articles of Incorporation and the By-Laws, the COO/Secretary has all powers and authority otherwise permitted the secretary of a non-profit corporation under Virginia law.

#### **Section 7.05 Powers and Duties of the Treasurer**

The Treasurer shall:

Have custody of all the Institutes and securities of the Institute.

Keep full and accurate account of receipts and disbursements in books belonging to the Institute.

Deposit all moneys and other valuables in the Institute's name and credit in those depositories as the Board of Directors may designate from time to time.

Disburse the Institutes of the Institute as ordered by the Board of Directors after taking proper vouchers for such disbursements.

Furnish to the Chairman/CEO and the Board of Directors, whenever either of them requests, an account of transactions as Treasurer and of the Institute's financial condition.

Furnish to the Board of Directors and to the members of the Institute within 60 days from the date that the Institute's Form 990, if any, is filed a written report of the Institute's activities, receipts and disbursements during the tax year for which the Form 990 was filed.

Unless otherwise specifically limited by the Articles of Incorporation and these By-Laws, the Treasurer has all powers and authority otherwise permitted the treasurer of a non-profit corporation under Virginia law.

#### **Section 7.06 Powers and Duties of the Assistant Secretary**

The Board of Directors may appoint one or more Assistant Secretaries. Except as otherwise provided by resolution of the Board of Directors, each Assistant Secretary has the power to perform all duties of the COO/Secretary in the absence or disability of the COO/Secretary and will perform all other duties assigned to him or her by the Chairman/CEO.

In case of the absence or disability of the COO/Secretary, the Assistant Secretary will perform the COO/Secretary's duties and be subject to all restrictions and powers of the COO/Secretary.

#### **Section 7.07 Powers and Duties of the Assistant Treasurer**

The Board of Directors may appoint one or more Assistant Treasurers. Except as otherwise provided by resolution of the Board of Directors, each Assistant Treasurers has the power to perform all duties of the Treasurer in the absence or disability of the Treasurer and will perform all other duties assigned to him or her by the Chairman/CEO.

In case of the absence or disability of the Treasurer, the Assistant Treasurer will perform the Treasurer's duties and be subject to all restrictions and powers of the Treasurer.

#### **Section 7.08 Agents**

The Board of Directors may designate agents of the Institute as it considers necessary or advisable to receive, deposit and otherwise handle contributions to the Institute.

## **Article Eight Committees**

#### **Section 8.01 Committees of Board of Directors**

The Board of Directors may, by majority vote, designate one or more committees. Each committee must consist of at least one director or officer of the Institute and, to the extent provided in the majority resolution, may exercise the powers of the Board of Directors. The resolution may authorize the corporate seal to be affixed to those papers and documents that may require it.



The designation of committees and delegation of authority to the committees will not operate to relieve the Board of Directors, or any individual director of any responsibility imposed on the Board of Directors or any individual members by law.

**Section 8.02      Term of Office**

Each committee member will serve until his or her successor is appointed unless the committee is terminated sooner by the Board of Directors, or the member is removed or resigns from the committee. Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee member will serve at the pleasure of the Board of Directors.

**Section 8.03      Chairman**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, each committee shall appoint a chairperson by majority vote of the committee.

**Section 8.04      Vacancies**

Vacancies in the membership of any committee may be filled by appointments in the same manner as the original appointments were made.

**Section 8.05      Quorum**

Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of committee members shall constitute a quorum to transact business at all meetings of a committee.

**Section 8.06      Rules**

Each committee may adopt rules for its own governance not inconsistent with the Articles of Incorporation and the By-Laws.

## **Article Nine**

### **Liability and Indemnification**

No director or officer of the Institute will be personally liable for the payment of the Institute's debts and liabilities except as any director or officer may be liable by reason of his or her own conduct or acts. Relief from liability for the Institute's debts will not, however, apply in any instance where that relief is inconsistent with any provisions of the Internal Revenue Code applicable to organizations described in Section 501(c)(6).

Subject to the previous paragraph and to any limitations imposed under Code Section 501(c)(6), the Institute shall indemnify every director or officer, his or her heirs, executors and administrators, to the maximum extent permitted under §§13.1-876 - 882 of the Code of Virginia, as amended and any successor provisions of law, against expenses actually and reasonably incurred by him or her, as well as any amount paid upon judgment, in connection with any action, suit or proceeding, civil or criminal, to which he or she may be made a party by reason of having been a director or officer of the Institute. Further, the Institute shall advance expenses to a Director to the extent permitted under §13.1-878 of the Code of Virginia, as amended and any successor provisions of law.

This indemnification is being given since the Directors will be requested to act by the Institute for the Institute's benefit.

This indemnification is exclusive of all other rights to which a Director may be entitled.

## **Article Ten**

### **Corporate Seal**

The Institute will have a seal. The corporate seal must be circular in form and contain the name of the Institute, the year of its organization and the word "Virginia." Duplicate copies of the corporate seal may be



provided for use in the different offices of the Institute, but the Secretary or an Assistant Secretary nominated by the Secretary must have custody and control of each copy of the corporate seal.

## **Article Eleven**

### **Financial Matters**

#### **Section 11.01      Delegation by Board of Directors**

The Board of Directors may authorize any officer, employee or agent to enter into any contracts or execute and deliver any instruments in the name of the Institute. The authority granted by the Board of Directors may be general or confined to specific instances.

#### **Section 11.02      Deposits**

All Institutes will be deposited to the credit of the Institute at those banks, trust companies or other depositories selected by the Board of Directors. The Board of Directors may, however, authorize any officer, employee or agent to select the banks, trust companies or other depositories into which the Institutes of the Institute will be deposited.

#### **Section 11.03      Checks and Drafts**

All checks, drafts and other orders for payments of money, notes or other evidences of indebtedness by the Institute must be signed by those officers, agents or employees selected by the Board of Directors, and in the manner determined by majority resolution of the Board of Directors

#### **Section 11.04      Loans**

The Institute is prohibited from making any loans or borrowing any Institutes unless specifically authorized by a resolution of the Board of Directors. The authority granted by the Board of Directors may be general or confined to specific instances. The Institute will not make any loans to its directors or officers.

#### **Section 11.05      Investments**

The Institute's Institutes may be invested in any investments selected by the Board of Directors or any investment manager appointed by the Board of Directors for that purpose. In making any investments, the Board of Directors or investment manager (as the case may be) should give due regard to balancing the need to preserve principal, produce income and capital gains, and achieve long-term growth of the Institute's assets.

#### **Section 11.06      Expenses**

The Board of Directors will pay all expenses of the Institute including, but not limited to, custodian, investment management fees, legal fees, and accounting fees and charges first from income and then from the principal assets of the Institute.

## **Article Twelve**

### **Miscellaneous Provisions**

#### **Section 12.01      Fiscal Year**

The fiscal year of the Institute shall end on the last day of June.

#### **Section 12.02      Singular and Plural; Gender**

Unless the context requires otherwise, words denoting the singular may be construed as plural and words of the plural may be construed as denoting the singular. Words of one gender may be construed as denoting another gender as is appropriate within the context. The word "or" when used in a list of more than two items may function as both a conjunction and a disjunction as the context requires or permits.

**Section 12.03      Headings of Articles, Sections, and Subsections**

The headings of Articles, Sections, and subsections used within the By-Laws are included solely for the convenience and reference of the reader. They have no significance in the interpretation or construction of this agreement.

**Section 12.04      Notices**

Unless otherwise stated, whenever these By-Laws call for notice, the notice must be in writing and personally delivered with proof of delivery, or mailed postage prepaid by certified mail, return receipt requested, to the last known address of the party requiring notice. Notice is effective on the date personally delivered or on the date of the return receipt. If a party giving notice does not receive the return receipt but has proof that he or she mailed the notice, notice shall be effective on the date it would normally have been received via certified mail. If notice is required to be given to a minor or incapacitated individual, notice shall be given to the parent or legal representative of the minor or incapacitated individual.

**Section 12.05      Waiver of Notices**

Whenever any notice is required to be given under federal or state law or under the Articles of Incorporation and the By-Laws, a waiver of the notice in writing signed by the person or person entitled to the notice, whether before or after the time stated in the notice, will be treated as the equivalent to the giving of the required notice.

**Section 12.06      Reference to Laws**

All general or specific references to the Internal Revenue Code are to refer to the Internal Revenue Code of 1986 as now in force or later amended, or the corresponding provision of any future United States revenue law. Similarly, any general or specific references to the laws of the Commonwealth of Virginia are to the laws of the Commonwealth of Virginia as now in force or hereafter amended.

**Article Thirteen**  
**Amendments**

The Board of Directors may amend, alter or repeal the By-Laws or any specific provision of the By-Laws, and may from time to time make additional By-Laws.