

BYLAWS OF  
**Minnesota Security Professionals**

ARTICLE I — NAME AND PURPOSE

*Section 1 — Name:* The name of the organization shall be **Minnesota Security Professionals**. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota

*Section 2 — Purpose:* **Minnesota Security Professionals** is organized exclusively for education purposes. Provide regular education opportunities to the benefit of information security professionals.

*Section 3 — Limitations:* The Articles of Incorporation contain certain limitations on corporate activities. These are incorporated in and made a part of these bylaws.

ARTICLE II — MEMBERSHIP

*Section 1 — Eligibility for membership:* Membership is immediately granted after enrolling online.

*Section 2 — Annual dues:* **Membership is free and no annual dues are required.**

*Section 3 — Rights of members:* Each member shall be eligible to attend monthly meetings and have access to online content.

*Section 4 — Resignation and termination:* Any member may resign membership by contacting the secretary.

*Section 5 — Non-voting membership:* The board shall have the authority to establish and define non-voting categories of membership. Any vendor sponsorship is not a voting member.

ARTICLE III — MEETINGS OF MEMBERS

*Section 1 — Regular meetings:* Regular meetings of the members shall be held monthly, at a time and place designated by the chair and vice-chair.

*Section 2 — Annual meetings:* An annual meeting of the members shall take place in the month of December, the specific date, time and location of which will be designated by the chair or vice-chair. Prior to the annual meeting members will be provided opportunities to provide feedback on the year so far and suggestions for the upcoming year. At the annual meeting the members will receive reports on the activities of the association, the results of the annual survey feedback, vote on new board members, and direction for the upcoming year. The financial state of the association will be made public at this meeting.

*Section 3 — Special meetings:* Special meetings may be called by the chair or a simple majority of the board of directors.

*Section 4 — Notice of meetings:* Notice of each meeting shall be distributed to each member, by electronic mail, not less than 7 days prior to the meeting.

*Section 5 — Voting:* All issues to be voted on shall be decided by a 51% or more of those present at the meeting in which the vote takes place. Absentee votes will be considered. In the event of a tie, the board members will make a decision. If a tie still exists among board members, the chair will make the final decision.

#### ARTICLE IV — BOARD OF DIRECTORS

*Section 1 — Board role, size, and compensation:* The board is responsible for overall policy and direction of the association, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have up to 8, but not fewer than 6 members. The board receives no compensation other than reasonable expenses.

*Section 2 — Terms:* All board members shall serve a 1-year term, or resign, or are removed by a simple majority vote of the remaining directors.

*Section 3 — Meetings and notice:* The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have electronic notice at least two weeks in advance.

*Section 4 — Board elections:* Board members will be elected by 51% or more of members present at the annual meeting. Absentee votes will be considered. In the event of a tie, the board members will make a decision. If a tie still exists among board members, the chair will make the final decision.

*Section 5 — Election procedures:* A Board Development Committee shall be responsible for nominating a slate of prospective board members representing the associations diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. Elections will be held during an annual meeting scheduled by the current chair. Voters must be a member of MN Security Professionals and must be in attendance at the annual meeting.

*Section 6 — Quorum:* A quorum must be attended by at least forty percent of board members for business transactions to take place and motions to pass.

*Section 7 — Officers and Duties:* There shall be five officers of the board, consisting of a chair, vice-chair, secretary, communications manager, and treasurer. Their duties are as follows:

*The chair* shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer, communications manager. Chair position must be elected from the existing officer pool.

*The vice-chair* shall chair committees on special subjects as designated by the board.

*The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

The *communications manager* shall be responsible for distributing content and updates to all members of the group. This includes emails, social media updates, updates to the website, and any other forms of communicating to the group members.

The *treasurer* shall make a financial report for each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

*Section 8 — Vacancies:* When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members two weeks in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon only by board members at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

*Section 9 — Resignation, termination, and absences:* Resignation from the board must be in writing and received by the Secretary. The resignation of any director shall take effect at the time, if any, specified therein, or if no time is specified therein, immediately upon receipt thereof by the officer of this Corporation to whom it is given; and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A board member shall be terminated from the board due to excess absences. Unexcused absences include missing more than two board meetings in a year, and/or missing more than four monthly meetings due to an unexcused absence. Any director may be removed, with due cause, at any time by an affirmative vote of a majority of the directors. Any person proposed to be removed is entitled to at least five (5) days written notice of the meeting at which the removal is to be voted upon and may appear before and be heard at the meeting.

*Section 10 — Special meetings:* Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

*Section 11 — Voting:* All issues to be voted on by board members shall be decided by a 51% or more of those present at the meeting in which the vote takes place. These items may include funding allocation, replacing board positions midyear, making amendments to the bylaws, or other issues related to the association. Members of the association may reach out to board member representatives to raise issues. In the event of a tie, the chair will make the final decision.

*Section 12 — General powers:* The Board of Directors shall manage the property and affairs of the Corporation to carry out the purposes of the Corporation stated in the Articles of Incorporation.

## ARTICLE V — COMMITTEES

*Section 1 — Committee formation:* The board may create committees as needed, such as fundraising, sponsorship, public relations, marketing, etc. The board chair appoints all committee chairs.

*Section 2 — Executive Committee:* The five officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

*Section 3 — Finance Committee:* The treasurer is the chair of the Finance Committee, which includes two other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

#### ARTICLE VI — CODE OF ETHICS

As a professional association, the Corporation aspires to, abides by, and promotes the highest standards of ethical and professional conduct. Abiding by the Code of Ethics is a requisite for initial and continuing connection in the association and shall govern the conduct of all representatives.

All representatives or anyone acting as an agent, in conjunction with any or all Corporation activities, shall:

- (a) Conduct themselves and their activities according to the highest of ethical principles and in a professional, business-like manner.
- (b) Abide by the Corporation's articles, bylaws, and policies.
- (c) Respect the purpose and goals of the Corporation, ensuring the Minnesota Security professionals and SEC.MN names are used only in the conduct of Corporation business and never for personal advancement or gain.
- (d) Refrain from any activities that might constitute a conflict of interest at Corporation functions or events, including engaging in sales activities or solicitation, engaging in personnel recruiting, posting displays, distributing materials without prior Board approval, or conducting any other activity contrary to the purpose and policies of the Corporation.
- (e) Maintain the security and confidentiality of all proprietary Corporation documents and information, restricting their use to those purposes prescribed or intended by the policies and procedures of the Corporation or its Board of Directors, including special restrictions on the Corporation mailing lists.
- (f) Not intentionally injure or impugn the professional reputation or practice of colleagues, clients, or employers.

## ARTICLE VIII — FINANCIAL MANAGEMENT

### *Section 1 — Books and Records:*

The Board of Directors of this Corporation shall cause to be kept:

- (a) Records of all financial proceedings of the Board of Directors and the Executive Advisory Committee, if any; and
- (b) Such other records and books of account as shall be necessary and appropriate to the conduct of the corporate business.

### *Section 2 — Permanent Documents Kept Readily Available:*

The Board of Directors shall cause to be kept by the Treasurer of this Corporation originals or copies of:

- (a) Records of all proceedings of the Board of Directors and the Executive Advisory Committee, if any; and
- (b) All financial statements and tax returns of this Corporation; and
- (c) The Articles of Incorporation and Bylaws of this Corporation, and all amendments and restatements thereof.

### *Section 3 — Contracts:*

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation to enter into any contract or to execute and deliver any instrument in the name of or on behalf of the Corporation. This authority may be general or confined to specific instances.

### *Section 4 — Checks, Drafts, etc.:*

All checks, drafts, or orders for payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, must be signed by the officer or officers, agent or agents of the Corporation, and in the manner specified by the Board of Directors. In the absence of a determination by the Board of Directors, the instruments must be signed by the Treasurer or the Chair of the Corporation.

### *Section 5 — Fiscal Year:*

The fiscal year of the Corporation shall be as determined from time to time by the Board of Directors; provided, however, that until such time as the Board of Directors may otherwise direct, the Corporation's fiscal year shall commence on the first (1<sup>st</sup>) of January of each year and end on the thirty-first (31<sup>st</sup>) of December.

### *Section 6 — Accounting System:*

The Board of Directors shall establish and maintain, in accordance with generally accepted accounting principles applied on a consistent basis, an appropriate accounting

system for the Corporation. The Board of Directors may cause the books and records of the Corporation to be audited annually, and may retain such person or firm for such purposes as it may deem appropriate.

*Section 7 — Authority to Borrow, Encumber Assets:*

No director, officer, agent, or employee of this Corporation shall have the power or authority to borrow on its behalf, to pledge its credit, or to mortgage or pledge its property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board of Directors. The authority must be given by the Board of Directors for any of the above purposes and may be general or limited to specific instances.

ARTICLE VIII — AMENDMENTS

*Section 1 — Amendments:* These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

ARTICLE IX — CONFLICT OF INTEREST

This Corporation shall not enter into any contract or transaction with (a) its director or a member of the family of a director; (b) a director of a related organization (within the meaning of Minnesota Statutes § 317A.011, subd. 18) or a member of the family of a director of a related organization; or (c) an organization in or of which this Corporation's director, or a member of the family of its director, is a director, officer, or legal representative or has a material financial or beneficial interest; *unless* the material facts as to the contract or transaction and as to the director's interest are fully disclosed or known to the Board of Directors, and the Board of Directors authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote (without counting the interested director) of a majority of the entire Board of Directors, at a meeting at which there is a quorum without counting the interested director. For the purposes of these Bylaws, "member of the family of a director" shall mean a spouse, parent, child, spouse of a child, brother, sister, or spouse of a brother or sister, of the director. Failure to comply with the provisions of this Section shall invalidate any contract or transaction to which this Corporation is a party.

ARTICLE X — DISSOLUTION

*Section 1 — Distribution of Assets Upon Liquidation, Dissolution, or winding up the Corporation:*

In the event of liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, or by operation of law, except as and to the extent otherwise provided or required by law, the remaining property and assets of the Corporation shall be distributed to one or more funds, foundations, or Corporations organized and operated exclusively for one or more of the exempt purposes described in Section 501 (c)(3) or Section 501(c)(6) of the Code, or to the federal government, or to one or more state or local governments for a public purpose, all as the directors of the Corporation

shall determine what is best suited to carry out the purposes for which the Corporation was formed. No director or officer of the Corporation shall be entitled to share in the distribution of the corporate assets.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on October 27<sup>th</sup>, 2015.

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Chair

Date