



BELUX

BYLAWS

English version



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I. Preamble

International Information System Security Certification Consortium, Inc., hereinafter referred to as (ISC)², exists to support and provide members and constituents with credentials, training, education, resources, and leadership to manage and secure information and deliver value to society.

The BELUX Chapter association follows similar objectives and promotes the education and awareness on security matters in Belgium and Luxemburg. The BELUX Chapter creates local opportunities to all (ISC)² members, allowing them to extend their knowledge, share their own expertise and develop a network of trusted security professionals on whom they will be able to rely upon. Additionally, the association aims to provide insight and guidance to the public.

The BELUX Chapter adheres to high ethical standards, it is a non-profit organisation under European laws, more specifically an “A.S.B.L.” (“association sans but lucratif”) under the Belgian legislation where the Chapter has its headquarters. Its directors are not paid and pursue their engagement on a voluntary basis.

II. Organizational Structure

1. Membership

There is 4 different type of members in the BELUX chapter:

- a.) **Director of the board:** Directors of the board are (ISC)² members in good standing, who are also full members of the (ISC)² Belux chapter and have been elected by the Belux Chapter full members during one of the annual election.
- b.) **Officers:** Officers are members appointed by the board of directors to perform specific duties to help the chapter achieve its goals.
- c.) **Full Members:** The Full Members shall consist solely of individuals who obtain certification as granted by (ISC)² and whose certification is in good standing according to specifications that are from time to time approved by the (ISC)² Board of Directors. They have the right to vote at the (ISC)² Belux chapter annual elections.
- d.) **Guest members:** guest members are members of the chapter who aren't affiliated with (ISC)². They are entitled to participate to most of the events but are not allowed to vote at the annual elections.

2. Board of Directors

The Board of Directors shall have the powers and duties of a board of directors pursuant to the Belgian laws and shall be responsible for the policy and governance of the association.

3. President and chairman of the Board

The Chairman of the Board is the President of the association. In case of an indecisive vote (50/50), the president's voice count for two.

4. Committees of the association

Committees are meant to manage specific activities. All committees shall report to the Board and be chaired by one of its members. Although some committees can be created on a temporary basis or to tackle new needs, the following standing committees are mandatory constituents of the association:



- a) **Audit Committee:** this committee is composed of the Vice-President and at least two officers who are not Directors of the Board. The audit committee primarily ensures that all financial reports are accurate and that operations are performed according to the laws and the by-laws;
- b) **Events Committee:** lead by the Secretary of the Board and responsible of Operations, the Events committee is in charge of planning and organising events (e.g. annual meeting, workshops and conferences) according to the requirements defined by the Board of Directors. The committee can also suggest events to the Board.
- c) **Education Committee:** the education committee defines the different domains that require additional coverage. These domains can encompass new technological trends or any peripheral skill that might help the Information Security Professional in performing his job. The Membership officer is responsible for this committee.
- d) **Project Committee:** the project committee is led by the Treasurer and Finance director, it proposes which projects are supported by the Chapter based on criteria defined by the Board of Directors. Projects can be proposed by any constituent members, including members of the committee and Board members. The committee also ensures the follow-up of the projects. Creation of sub-committees dedicated to specific initiatives is possible. When the Board approves a sub-committee, the chairman of the Project committee will propose a member of the committee as chair of the sub-committee to the board of directors for approval.
- e) **IT Committee:** the IT committee is led by the Secretary and the Vice-President. It manages the IT infrastructure and services of the chapter and support the other committees with their IT needs.

III. Board of Directors, Officers & Committees

1. Qualification

The members of the Board of Directors (“Board”) are those members duly elected or appointed as provided in these Bylaws. Each Director shall have sufficient command of the English language as well as one local language (French, Dutch or German) such that he or she may carry out the duties of Director and ensure full comprehension of, and participation of, all activities of the association. In addition, Directors are required to have least one certification in good standing from the (ISC)².

2. Constitution of Board

The Board shall consist of a minimum of 5 Directors. A two-thirds majority of the Board shall set the exact number. The Board shall be composed of at least the following roles:

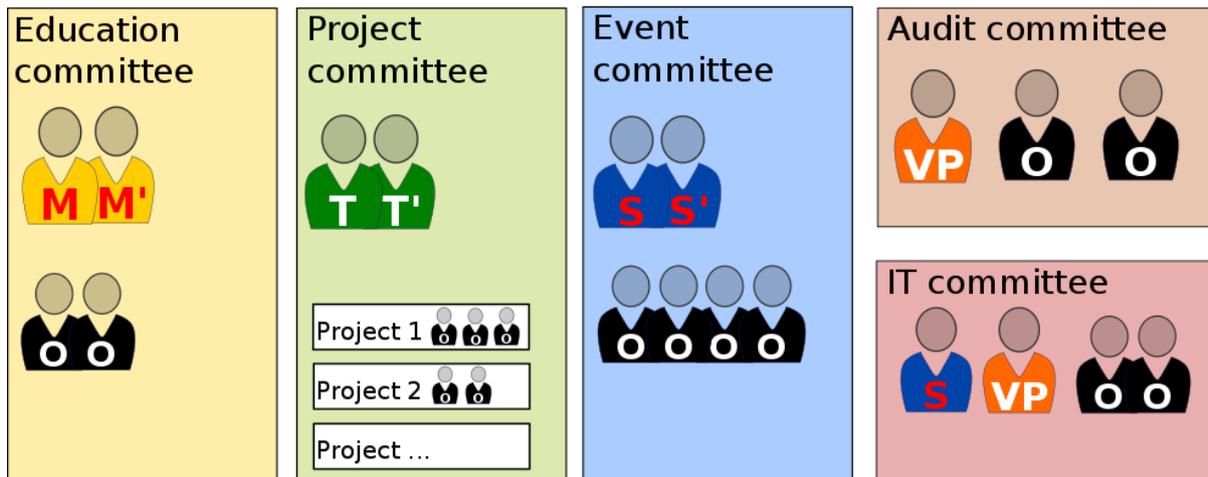
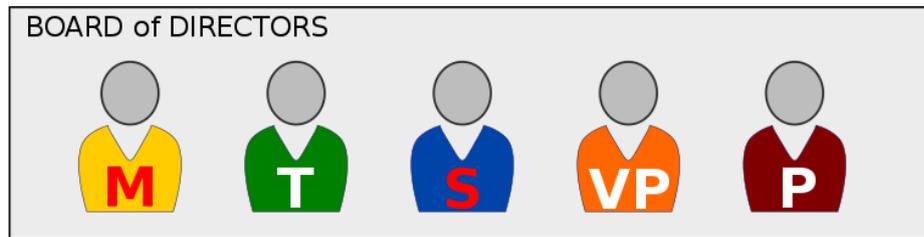
- The President and Chairman of the board;
- The Vice-President;
- The Treasurer and finance officer;
- The Director of operations and Secretary of the Board;
- The Membership Officer.

After the election or any change in the board of director’s composition, the board vote to elect the chairman of the board and president of the chapter. Then, the president and chairman of the board will propose the remaining assignments based on the outcome of the discussion he will have with each director. The assignments are then approved by the board with a vote at the simple majority.

Details of their duties and responsibilities:



- a) **President and chairman of the board**
- Leads the Board and is responsible for its effectiveness;
 - Chairs the meetings of the Board and ensures that all rules and regulations are observed;
 - Appoints committee members to Committees of the Board (subject to confirmation by the Board);
 - Performs all lawful functions of a non-profit association President;
 - Appoints and serves as a Member of all committees;
 - Decides tie votes and ensures that all officers faithfully perform their duties;
 - Defines the strategy of the Chapter with the members of the board and ensure the alignment with the defined objectives.
- b) **Vice-chairman and vice-president**
- Acts as Chairman in the absence of the Chairman;
 - Chairs the Audit Committee;
 - Is in charge of the relation with the partners and sponsors;
 - Measure and advise on the effectiveness of the processes and the achievement of the defined objectives;
 - Executes other duties as assigned by the Chairman.
- c) **The Director of operations and Secretary of the Board**
- Assures creation of minutes of meetings;
 - Responsible for recording the proceedings of the Chapter;
 - In charge of all official Chapter correspondence;
 - Prepares reports due to (ISC)²;
 - Manage the daily operations of the organization (e.g. general administration, organization of the Board meetings, organisation of events);
 - Chair the Events committee;
 - Executes other duties as assigned by the Chairman.
- d) **Treasurer and finance officer**
- Responsible for keeping an accurate record of all chapter receipts and expenditures;
 - Collect all dues and other monies, depositing in a repository in the name of the chapter;
 - Manage all the financial aspect of the non-profit organization (e.g. approve any expense beforehand, makes the payment of the suppliers);
 - Manage the purchasing and the relation with the suppliers (e.g. facilities, catering, communication services);
 - Ensure all members have paid their annual fees (if applicable);
 - Chairs the Audit Committee of the Board;
 - Chair the Project Committee;
 - Executes other duties as assigned by the Chairman.
- e) **The Membership Officer**
- Responsible for promoting the membership growth of the chapter,
 - Ensures new and potential members are able to take part as easily and smoothly as possible;
 - Responsible for maintaining membership records to ensure they are accurate and up-to-date;
 - Measure the satisfaction of the chapter members;
 - Chair the Education committee;
 - Executes other duties as assigned by the Chairman.



3. Term of Office

Directors are elected by the full members to serve for a three-year term or appointed by the Board to serve for terms lasting up to the next election in case an elected director is unable to serve. Each director shall serve until his or her successor is duly appointed or elected.

If a board member dies or is unable to perform his duty, the board can designate another person to fill his position. The first person to be considered as a replacement for each board position should be the officer acting as deputy-director for this position if he meets the requirements for the position.

The inability to serve of a director must be acknowledged by the board at a 75% majority of the remaining directors.

4. Term Limits

“Service” means occupying any position as a Director of the BELUX Chapter. Service as a Director may not exceed six consecutive years; provided, that all Directors currently serving in office as of the effective date of these Bylaws may complete their duly elected or appointed term of Service. An appointed Director may stand for election by the Members to a term subsequent to appointed service, subject to the term limitations stated herein.

5. Removal of a Director

The Board may remove any Director or Officer for cause by a vote of three-fourths of the remaining Directors. The vote ratio is reduced to two-thirds when a Director is not performing his duties (i.e. failure to perform any lawful mission he’s responsible for), does not follow the rules of ethics or uses the Chapter for commercial purposes, in which case the necessary supporting evidences will be presented to the Board before the vote.



6. Resignation

A Director may resign at any time by giving written notice of such resignation to the Chairman or Board Secretary.

7. Officers of the Board

The Board of directors is elected during the annual elections. The board of directors may also elect officers who will serve in different committee. Amongst the officers, 3 will be designated as deputy directors, one for each of the 3 following functions: Membership officer, Treasurer and Secretary. Officers are not required to be (ISC)² certified and have no time limit in their mandate. The board nominates and removed them from their duties as it wishes. Deputies and officers cannot cumulate with a charge as Director of the board. Officers, and even more deputies, will also help the newly elected directors when they take their new position in order to smooth the transition.

8. Board meetings quorum and voting

A majority of all Directors then in office shall constitute a quorum at all meetings. When a quorum is present, voting at any meeting shall be by majority vote except as required by law, the articles of association, or these Bylaws. The number of Directors necessary to establish a quorum shall be adjusted as necessary to follow conflict of interest procedures and policies.

All officers have the same weight on votes. In case the number of director present during a board meeting is even, the chairman vote count for two votes. If the Chairman is absent, the vice-chairman vote will count for two votes. The Chairman of the board or the Vice chairman shall be present in all the mandatory committees.

9. Mandatory meetings of the Board

The Board of Directors shall meet at least 4 times annually. The chapter's year starts immediately after the annual meeting of Members during which new board members are elected.

Regular meetings shall be held as determined by the Board. Special meetings may be called by the President or the Board of Directors, and shall be called by the Secretary of the Board (or in the case of the death, absence, incapacity, or refusal of the Secretary, by any other officer) upon the written application of two or more Directors.

A special meeting may be called in lieu of an annual meeting of Directors.

10. Notice

At least seven days' written notice (by email or any usual communication mean selected to communicate with the board member) shall be given to the Directors of all meetings stating the date, purpose, time and place of such meeting. However, except as otherwise required, separate notice of regular meetings, if fixed in advance or occurring on a regular schedule agreed upon in advance, is not required if all Directors have notice of such schedule.

11. Action Without a Meeting/Written Consent

Directors may vote without a meeting if (i) the vote being taken is in writing; (ii) all Directors (100%) consent in writing; and (iii) each Director's consent is included the Board records. Consent may be given by electronic means. Such consents shall be treated for all purposes as a vote at a meeting.



12. Telephonic Participation in Meetings

Other than during executive sessions, Directors may participate in any meeting by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at such meetings.

IV. Election of Board of Directors

1. One-third of the Director positions on the Board will stand for election by the Members each year.
2. Terms of Directors will begin during the month following their election with a transition period of maximum one month.
3. The collection of Members' votes for the election of Directors shall be conducted during an anonymous vote on paper held during the annual election's event.
4. The Board will announce the dates of the election at least sixty (60) days in advance of the election.
5. Each full member may vote for one candidate for each vacancy and has to provide a proof of their good standing (ISC)² certification.
6. The Board of Directors shall prepare and submit to the Members, at least thirty (30) days in advance of the election, a slate of qualified candidates who have agreed to serve and the number of available positions.
7. The name of any qualified person who agrees to serve if elected may be submitted by signed, written petition (or a scanned version of the document), of at least 5 full members to the Board at least thirty-five (35) days in advance of the date of the election. Nominees received under this process shall be included on the ballot.
8. The Directors must only allow for the election of candidates for the Board that meets the qualification requirements for Service set forth in these Bylaws.
9. All votes shall be cast using the voting method specified by resolution of the Board. No proxy will be allowed.
10. Full members proposing a candidate or candidates themselves must be members of the chapter at least 45 days before the date set for the election.

V. Meetings of Members

1. Annual Meeting

The members shall meet annually in Belgium or Luxemburg to conduct other business as properly brought before the members by the board of directors.



2. Annual Report to the Membership

The Board of Directors and other officers or committee chairpersons as directed by the Board shall report annually to the members on the state of the organisation.

3. Special Meetings

Special Meetings of the members may be called by 1) the Chairman, 2) upon the written application of at least three members of the Board of Directors, or 3) as otherwise provided by law. Notice of special meetings shall be given by the Secretary of the Board as provided below (or in case of the death, absence, incapacity, or refusal of the Secretary, by any Officer of the Board).

4. Notice of Meetings

The Secretary of the Board (or the person calling the meeting) shall give written notice of every meeting of the Members. Notice to Director Members shall be given as provided in Article III, Section 10 for meetings of the Board of Directors. Notice to the Members shall state the date, hour and place of the meeting, and the purposes for which the meeting is to be held. The notice to the Members shall be given at least fifteen (15) days before the meeting.

5. Quorum

For the elective meetings, at least two Officers of the Board and at least 10 other (ISC)² Belux Chapter members in good standing shall be required to constitute a quorum for election.

6. Voting

At all meetings, each Member eligible to vote on a particular matter shall have one vote, unless otherwise provided by law, the articles of (ISC)² or these Bylaws.

7. Action at Meeting

When a quorum is present at any meeting of the members, a majority of the full members present and voting on a matter, except where a larger vote is required by law, the articles of (ISC)², or these Bylaws, shall decide any matter to be voted on by the members.

8. Right of Petition

Members may petition in writing to add items to the official agenda of any meeting of the members or may petition in writing for a Special Meeting to address specific items of new business by presenting a signed petition for that purpose to the Chairman, Board Secretary, or (in their absence) any member of the Board of Directors.

Such petition must contain the valid signatures (or electronic equivalent) of at least 10 Members in good standing. If the petition is for a Special Meeting, the Chairman shall call a Special Meeting within 90 days.

9. Place of Meetings

Except as otherwise required by law, meetings of the Board and of the Members may be held at any location selected by the Board or even been held using teleconference technologies.



VI. Indemnification of Directors, Officers, and Others

The association, shall not indemnify elected or appointed a Director, officer, or agent of the association (including each person who serves at its request as a director, officer or agent of any other organization in which the association has any interest).

If the budget of the association allows it and upon prior approval of the Board of Directors, reimbursement of expenses directly related to the activities for the association can be considered.

VII. Conflict of Interest

1. Conflict of Interest

Members of the Board of Directors or Committees of the Board or Constitutional Committees of the Corporation must not have any undisclosed actual or potential conflict of interest with the activities or interests of the Corporation and must comply with the Conflicts of Interest Policy as provided in the (ISC)² Chapter Handbook and of the association as in effect at any time.

2. Disclosure and Recusal

Directors and Officers must disclose, in writing, actual or potential conflicts of interest to the Board of Directors. Where any action comes before the Board of Directors on which any Director has an actual or potential conflict of interest, that Director shall recuse herself/himself from voting on that matter.

VIII. Miscellaneous Provisions

1. Financial reports and review

The association shall have an annual financial report. The Chapter will follow the Belgian legislation in this matter. The Audit committee shall perform an annual review of the financial report. The Board, based upon recommendation by the Audit Committee, can appoint an external auditor. The financial report as well as audit reports shall be available to any Member upon written request.

2. Management of member's personal data

Except as may be otherwise required by law, by the Articles of (ISC)², or by these Bylaws, the association shall be entitled to treat the record address of a Director, officer or Member as shown on its books as the address of such person for all purposes, including the giving of any notices; and it shall be the duty of all such persons to notify the association of their latest mailing and e-mail addresses.

3. Means of notice

Whenever an announcement or notice is called for by these Bylaws, such announcement or notice may be given in writing, by e-mail, or any other similar and reasonable means.

4. Ratification

Any action taken on behalf of the association by a Director or any officer or representative of the association that requires authorization by the Members or by the Board of Directors shall be deemed to have been duly authorized if subsequently ratified by the Members, if action by them was necessary for authorization, or by the Board of Directors, if action by it was necessary for authorization.



5. Seal

The Board of Directors has adopted a seal of the association as defined by the (ISC)² chapters guidelines. When permitted by law, the Board of Directors may adopt a digital signature form for the seal of the association.

6. Execution of Instruments

All deeds, leases, transfers, contracts, notes and other obligations authorized to be executed by an Officer of the Corporation on its behalf shall be signed by the President and Chairman of the Board, subject to guidelines enacted by resolution of the Board, except as the Board of Directors may generally or in particular cases otherwise determine.

7. Voting of Securities

Except as the Board of Directors may otherwise designate, the Chairman of the Board may waive notice of and act on behalf of the association, or appoint any person or persons to act as proxy or attorney in fact for this association (with or without discretionary power and/or power of substitution) at any meeting.

8. Records and Writings

Wherever records, writings, or signatures or similar terms appear or are used in this document, they are to be interpreted to include electronic media or methods, except as may otherwise be required by law.

9. Merger, Consolidation, Disposal of Assets

In addition to any approvals required by applicable law, the Board of Directors must be notified by the Chairman of the Board of any intention to merge, consolidate, or dispose of substantial assets of the association. The Board must approve any merger, consolidation, or disposition of all or substantially all of the association's property and assets. Any such action shall require affirmative votes of two-thirds of all Directors and two-thirds of all Members in good standing present at any meeting called to address this item.

IX. Amendments

The board of directors as the power to ratify, amend, or repeal these Bylaws, in whole or in part. Any such action shall require an affirmative vote of 80% of all the directors present at any meeting duly called to address this item. The Board of Directors may propose amendments approved by vote of more than 50% of Directors then in office.