



(Updated and Last Revised August 2018)

**By-Laws
of the
International Security Management Association**

Article One - Name

Section 1. The name of the non-profit corporation is the International Security Management Association, hereinafter referred to as the "Association."

Article Two - Members

Section 1. Class of Membership. Association Members shall be divided into three (3) classes as follows: Active, Life, and Associate. The classifications for membership in each class shall be as follows.

(a) Active Member

Security Practitioners. Executives of private business enterprises whether profit or non-profit, whose primary responsibility in the enterprise is the development, formation, and execution of policies and controls for the protection of assets and revenues in all forms of the business enterprise. The Executive must be actively employed as the senior security official in a company, operating autonomously and with an international footprint, whose gross revenue exceeds one billion dollars (U.S. \$ 1,000,000,000) or equivalent sum in local currency per annum.

At the recommendation of the Membership Committee, one or more of the above requirements may be waived by the Board of Directors for entities that are global leaders in the new/knowledge economy or disruptive business models, or otherwise present a singular market presence. This would require that the entity in question has the direction and potential to fulfill the revenue and international footprint requirements in a near future, and that its inclusion would be of particular value to ISMA's purpose and objectives.

The revenue and/or international footprint criteria will be waived when an active member who is a security practitioner in good standing moves to another business enterprise that is not already represented in the ISMA membership as a security practitioner and meets all other membership requirements. In this case, the Member will be eligible to retain his/her Active Member status for a period of two (2) years after departing the role that met the revenue and/or international footprint criteria.

Suppliers of Security Services. The Chief Executive Officer, the Chief Security Officer (CSO), or a singular designated direct line report of the CEO of a business enterprise operating autonomously, engaged in supplying a full range of consultative security services, whose business revenues which derive from such services meet or exceed one hundred million dollars (U.S. \$100,000,000), or equivalent sum in local currency per annum.

The revenue requirement may be reviewed and adjusted by the Board every 5 years and will directly follow an internationally recognized economic measure determined by the Board.

The Active Member must also demonstrate a minimum of ten (10) years of relevant experience to include any of the following criteria or combination of criteria: time spent studying for and/or obtaining a degree from an accredited institution; military and/or law enforcement experience; and/or professional private sector experience as a security practitioner or supplier. The Board has the discretion to vary the experience criteria when to do so would be in the interests of the Association.

Any changes in membership criteria shall not affect an Active Member in good standing at the time of the change.

(b) Life Member

This class of membership may be awarded to any Active Member of the Association who has been in good standing for ten (10) or more years and has permanently retired from full-time employment from the position that qualified him/her for ISMA membership. The Board of Directors shall develop, approve, and distribute, on a continuing basis, a matrix for use in objectively assessing the eligibility of Life Member applicants based on significant contributions to the organization. Life Members shall be non-voting members and shall be exempt from payment of dues and the Minimum Engagement Requirements set forth in Article Two, Section 5(b).

If the criteria for Life Membership eligibility are changed, all active members who qualify for life membership at the time of the change will be grandfathered for the purposes of their life membership applications.

(c) Associate Member

This class of membership may be awarded to: 1) the senior-most security practitioner in an inter-governmental organization (“IGO”) or; 2) to a singular representative of a governmental agency.

Applicants representing IGOs shall be considered for membership if any of the following conditions are met:

- the IGO is a United Nations Organization Organ or Specialized Agency;
- the IGO is an entity that has a standing invitation to participate as observers in the sessions and work of the United Nations General Assembly or any other organ or specialized agency of the United Nations Organization; or

- the IGO is an entity that is a party to an official framework of cooperation with the United Nations Organization or any of its organs or specialized agencies.

Applicants representing Governmental Agencies shall be considered for membership if all of the following conditions are met:

- the agency mission must be national or international in scope;
- the agency mission must primarily pertain to law enforcement, national security, or defense; and
- the applicant representing the agency must occupy a job position that is primarily responsible within the agency for private sector outreach and engagement.

Section 2. Election of members. Any person interested in becoming a member of the Association shall submit to the Association a signed application on a form approved by the Board of Directors. Applicants for Associate membership must be nominated by an Active or Life member. All applications shall be accompanied by the written sponsorship of three (3) Active or Life members in good standing, two (2) of whom must be Active members. Members sponsoring an applicant for Associate Membership who represents a governmental agency must attest to direct first-hand experience with the governmental agency's private sector engagement activities or initiatives.

All applications for membership shall be submitted to the Membership Committee, duly considered by the committee, and approved or disapproved by a majority vote of the committee. Upon approval of the application by the Membership Committee and payment of the required initiation fee and dues, the applicant shall become a member of the Association.

Any applicant who has been disapproved by the Membership Committee, and/or the applicant's sponsors jointly, may request that the decision be reviewed by the Board of Directors. The decision of the Board shall be final.

Section 3. Annual Membership Review. The Membership Committee shall review annually the membership and the classifications of membership and shall provide notice to each member disqualified for failure to meet, or continue to meet, membership qualification standards with the right of hearing before the Board of Directors guaranteed to any member who objects to a proposed termination. The decision of the Board shall be final.

Section 4. Voting Rights. Each Active Member in good standing shall be entitled to one vote on each matter submitted to a vote of the membership.

Section 5. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3rd) of all of the members of the Board, may suspend or expel a member for cause after an appropriate hearing.

(a) Change in Employment Status. Any change in the employment or employment status of a member which does not satisfy the requirements of membership in the first instance will cause that membership to be automatically terminated without refund or rebate of dues previously paid, subject to Section 1(a) above. Members changing employment for future employment in a position that would qualify for Association membership may continue their membership for a period not to exceed one year while

seeking such employment. Governmental agencies may re-submit prospective successors to an individual Associate Member who changes employment status within the governmental agency and membership shall be automatically granted provided the representative meets the criteria of Article 2 (c) and the governmental agency is currently in good standing with respect to all other membership requirements, including those requirements outlined in Article 2, Section 5.

(b) **Minimum Engagement Requirements.** The ability of the Association to accomplish its mission is dependent upon the interest and the participation of its members in its affairs. The Membership Committee shall develop and maintain, on a continuing basis, a fair, transparent and objective matrix of various criteria for use in assessing membership engagement, which shall be approved and routinely communicated to the membership by the Board of Directors. Life Members are exempted from the Minimum Engagement Requirements.

(c) **Dues Payments.** Dues are payable on a calendar year basis. The Board of Directors in its discretion may institute different dues amounts based on membership class or upon any other criteria it finds appropriate to its interests. Failure to pay dues within three (3) months of due date shall constitute grounds for automatic termination of membership.

Section 6. Resignation of Membership. Any member may resign by filing a written resignation with the Association, but such resignation shall not relieve the member of the obligation to pay any dues, assessments, or other charges theretofore accrued and unpaid. No prorated refund of dues paid shall be permitted.

Section 7. Reinstatement of Membership. With the exception of Associate Members representing governmental agencies, former members will be required to apply for membership again under the provisions of Section 2. Associate membership status for governmental agencies runs with the governmental agency, not the individual representative, subject to Section 5(a), above.

Section 8. Transfer of Membership. Membership in the Association is not transferable or assignable.

Section 9. No member shall use the Association, its records or files for personal profit. All Association communications and resources are restricted to members only and shall not be shared outside of the Association.

Article Three - Meetings of Members

Section 1. Membership Meetings. A meeting of the membership shall be held at least annually at a time and in a place designated by the Board of Directors and communicated to the membership. Election results for the Board of Directors shall be reported annually at a membership meeting. If the election of Directors is not reported at an annual meeting, or at any adjournment thereof, the Board of Directors shall cause the report to be given at a special meeting of the members as soon thereafter as is convenient. Other general business of the Association may be conducted at any membership meeting.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors, or not less than one-third of the members having voting rights at a place designated and approved by the Board of Directors.

Section 3. Notice of Meetings. The membership shall be notified of a membership meeting not less than thirty (30) days before the date of such meeting.

Section 4. Quorum. Members holding one-third of the votes that may be cast at any meeting shall constitute a quorum at such meeting. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting from time to time without further notice.

Article Four - Board of Directors

Section 1. Number. The number of Directors shall be not less than five (5) and not more than fifteen (15), the exact number of Directors to be established from time to time by resolution of the Board. The Executive Director will be a Member of the Board of Directors ex-officio, but without voting rights.

Section 2. Board Member Eligibility. Only Active Members shall be eligible to participate as members of the Board of Directors.

Section 3. Classes and Tenure. The membership of the Board shall be divided into three classes in respect of term of office, each class to contain one-third ($1/3^{\text{rd}}$) of the whole number of the Board. Annually, one class of Directors shall be elected to serve until the annual membership meeting three years following and until his/her successor shall be elected and shall qualify. Each Director shall be an Active Member in good standing of the Association. Service on the ISMA Board of Directors shall be limited to two consecutive terms of office as a Director. Former Board members may run for the Board after an absence from the Board of three (3) years.

Section 4. General Powers and Duties. The Board of Directors shall have control and management of the affairs and business of the Association. The Directors shall in all cases act as a Board regularly convened and in the transaction of business. The act of a majority present at a meeting, except as otherwise provided by law or the Articles of Incorporation, shall be the act of the Board provided a quorum is present. The Board shall be vested with full power and authority to put into effect the laws, resolutions, and decisions of the Association, to exercise general supervision over receipts and expenditures, to approve budgets, to appoint employees or agents, to prescribe the duties of its officers, to fix compensation of employees, if any, and to do all other acts which are consistent with statute and the By-Laws.

The Board shall have authority to declare vacant the directorship of any Director who fails to attend at least fifty percent (50%) of the meetings of the Board in a twelve (12) consecutive month period without permission of the Board itself, as reflected by formal resolution of the Board in its meetings.

Directors are required to annually sign a conflict of interest statement and comply with its provisions during their term of directorship.

Section 5. Vacancy. Whenever any vacancy shall occur in the Board of Directors by means of death, resignation, removal, or otherwise, it will be filled by vote of the membership at the next meeting of the membership of the Association. If, however, a vacancy on the Board results in the impossibility of maintaining a quorum, the Board may fill the vacancy for the remainder of the vacant director's term by vote of a majority of the remaining Board members.

Section 6. Removal of Directors. Any Director may be removed either with or without cause at any time by a vote of a majority of the active members at any special meeting called for that purpose, or at the next membership meeting.

Except as otherwise prescribed by statute, a Director may be removed for cause by vote of a majority of the entire Board. Failure by a Director to attend meetings of the Board as set forth in Section 4 shall empower the Board to declare vacant the directorship of the particular Director by resolution entered in the minutes of the meeting of the Board.

Section 7. Resignation. Any Director may resign his/her office at any time, such resignation to be made in writing and to take effect immediately without acceptance.

Section 8. Quorum. At any meeting of the Board of Directors, the presence of a majority of the Board shall be necessary to constitute a quorum for the transaction of business. However, should a quorum not be present, a lesser number may adjourn the meeting to some future time, not more than fifteen (15) days later.

Section 9. Timing of Board Meetings. The Board of Directors shall hold regular meetings which shall occur immediately preceding and/or immediately following the adjournment of meetings of the membership of the Association. Other meetings of the Board shall be held at such times as the Board may from time to time determine. The Board shall meet, at a minimum, four (4) times per year consistent with a quarterly schedule.

Section 10. Notice of Board Meetings. The meetings of the Board of Directors, which shall occur at membership meetings, shall not require notice.

Special meetings of the Board may be called by order of the President or by one-third of the Directors. The Secretary shall give notice of the time, place, and purpose of each special meeting at least seventy-two (72) hours before such meeting.

At any meeting at which all of the Directors shall be present, although held without notice, any business may be transacted which might have been transacted if the meeting had been duly called.

At meetings of the Board, the President, the ranking Vice President, or if neither are present, a member of the Board selected by a majority of the Directors present, shall preside.

Before or at any meeting of the Board, any Director may, in writing, waive notice and such waiver shall be deemed equivalent to the giving of such notice. Attendance by a Director at any meeting of the Board shall be a waiver of notice by him/her of the time and place thereof.

Section 11. Nominating Committee and Elections. A Nominating Committee shall be formed annually for the purpose of selecting nominees for the Board of Directors. The Committee shall be the final authority of each candidate's qualifications.

The Committee shall be comprised of not less than three (3) nor more than five (5) individuals. The first Vice-President shall serve as a member and Chairman of the Nominating Committee; other members being selected by the First Vice President and confirmed by the Board.

The Nominating Committee shall have authority to function until the next membership meeting immediately following its appointment.

The Nominating Committee shall meet by direction of its Chairman, and in such manner as the Chair shall designate, not less than forty-five (45) calendar days prior to the annual membership meeting and shall designate the slate of eligible candidate(s) for each directorship for which elections are to be held.

The report of the Nominating Committee shall be delivered to the Board of Directors not less than thirty (30) calendar days prior to the annual membership meeting.

The Secretary shall prepare ballots listing all nominations and send them to the membership not less than twenty (20) calendar days prior to the next membership meeting accompanied by notice that they must be marked and received by the Secretary not less than five (5) calendar days prior to the next membership meeting. In the case of a tie vote in respect to any directorship, ballots carrying the names of the tied individuals shall be prepared and submitted for balloting at the annual membership meeting.

The Secretary shall notify the President of those persons elected to the Board. The President shall then notify all nominees in writing of their election or non-election, and the Board of Directors and the membership as soon as practicable. New Board members shall take office on the following first of July.

Article Five - Officers

Section 1. Officers. The officers of the Association shall be a President, a First Vice-President, a Second Vice-President, a Secretary, a Treasurer, and such other officers as may be elected in accordance within the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed from time to time by the Board of Directors.

Section 2. Election and Term of Office. The officers of the Association specified in Section 1 of this Article shall be nominated and elected annually by the Board of Directors following the annual election of directors, in accordance with the officer election process established by the Board. The elected First Vice-President in any year shall succeed in the next year to the office of President. The elected Second Vice-President in any year shall succeed in the next year to the office of First Vice-President. If the First Vice-President is serving in his/her last year on the Board, his/her term is automatically extended one year for the purpose of fulfilling the position of President. In the event that the incumbent First Vice-President is ineligible to succeed to the office of President, the Second Vice-President shall automatically succeed to the office of President. The automatic succession provision defined herein shall be operative only if the succession does not otherwise conflict with these By-Laws.

New offices may be created and filled with members of the Association at any meeting of the Board of Directors as may be desirable, provided the powers and duties vested in such offices are otherwise consistent with the By-Laws.

The term of elected officers shall be for one (1) calendar year and shall commence automatically on the first of July. No member shall hold the office of President for more than one term. Each officer shall hold office until his successor has been duly elected and qualified.

Section 3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the Board of Directors from among its members for the unexpired portion of the term.

Section 4. Powers and Duties. The several officers shall have such powers to perform such duties as may from time to time be specified in resolutions or other directives of the Board of Directors. In the absence of such specifications, each officer shall have the powers and authority to perform and discharge the duties of officers of the same title serving in non-profit professional associations having the same or similar general purposes and objectives as the Association.

Section 5. Office of the President. The President shall be the chief executive officer and top representative of the Association. The President shall preside at meetings of the Board of Directors, at all meetings of the general membership and of the Executive Committee. The President shall work closely with the Association's Executive Director to discharge and supervise all of the affairs of the Association, as well as other specific tasks as may, from time to time, be assigned by the Board. The President shall be ex-officio a member, without vote, of all standing committees.

Section 6. Vice-Presidents. The Vice-Presidents shall, in the order of their designation, discharge such duties as may be delegated by the President from time to time.

In the absence or disability of the President, the Vice-Presidents, in order of their rank as fixed by the Board of Directors, shall perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions of the President.

Section 7. Secretary. The Secretary shall record and keep the minutes of all meetings of the Board of Directors and of the membership. The Secretary shall cause notice to be given of meetings of the membership and of the Board of Directors. The Secretary shall have general charge of the records, documents and papers of the Association pertaining to the duties vested in other officers. The Secretary shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the By-Laws.

Section 8. Treasurer. The Treasurer shall have general custody of all the funds and securities of the Association, subject to such regulations as may be imposed by the Board or by the By-Laws of the Association. The Treasurer shall endorse on behalf of the Association for collection checks, notes, and other similar obligations, and shall deposit the same to the credit of the Association at such bank, banks and/or or depositories as the Board of Directors may designate. The Treasurer shall sign all receipts and vouchers. The Treasurer shall sign, with such other officer as the Board may designate, if any, all checks of the Association. The Treasurer shall issue promissory notes on behalf of the Association only when specifically directed by the Board to do so, and shall enter or cause to be entered regularly in the books of the Association full and accurate account of all moneys received and paid on account of the Association, shall at all reasonable times make available the books and accounts to any Director of the Association and

whenever required by the Board or the President, shall render a statement of accounts. The Treasurer shall perform such other duties as may be prescribed from time to time by the Board of Directors or by the By-Laws. The Treasurer shall give bond if required by the Board for the faithful performance of duties in such sum and with such surety as may be satisfactory to the Board. In the case of the absence or disability of the Treasurer or refusal or neglect to act, the Second Vice-President may perform all of the functions of the Treasurer, subject to the same bond requirements, if any, as may be approved by the Board of Directors.

Article Six – Executive Director

Section 1. An Executive Director will be employed by the Association and will report to the President and the Executive Committee. The role of the Executive Director is to work closely with the President and the Board of Directors to design, develop and implement strategic plans for the Association in a cost-effective and timely manner. The Executive Director is also responsible for the day-to-day operation of the Association which includes managing committees and staff and developing business plans in collaboration with the Executive Committee. The Executive Director will report on the state of the Association to the Board of Directors at the quarterly Board of Directors meetings. The Executive Director will also carry out other duties and responsibilities as delegated by the President and the Board of Directors including marketing and industry outreach. The Executive Director also will be a key representative and the spokesperson for the Association. The Executive Director is a Member of the Board of Directors ex-officio but does not count toward quorum or have voting rights.

Article Seven - Committees

Section 1. Standing Committees. The following Standing Committees are established by these By-Laws:

(a) Executive Committee

The Executive Committee shall be comprised of the President, Vice-Presidents, Treasurer, and Secretary. The Executive Committee shall provide the elected officers with counsel and assistance in managing the affairs of the Association.

The Board of Directors reserves to itself alone the power to recommend to the membership any action requiring their approval, change the membership of any committee at any time, fill vacancies therein, and discharge consistent with the By-Laws any committee either with or without cause at any time. Subject to the foregoing limitations, the Executive Committee shall possess and exercise all other powers of the Board during such time when the Board cannot be convened under the provisions of these By-Laws. The President shall act as Chairman of the Executive Committee, and the Secretary shall record and keep the minutes of its proceedings.

(b) Nominating Committee

The Nominating committee shall be formed annually with powers and duties as described in Article Four, Section 11 of these By-Laws.

(c) Membership Committee

The President of the Board of Directors shall appoint a Membership Committee of Active Members and/or Board Members. A member of the Board shall chair the Membership Committee. The Membership

Committee shall collectively review all applications for Association membership for all members and, in the case of Active and Associate members, continually monitor compliance with the Minimum Engagement Requirements. The Membership Committee shall also maintain and periodically evolve the membership eligibility criteria and Minimum Engagement Requirements for each class of membership subject to Board of Directors review and approval.

(d) Finance Committee

The Finance Committee shall be comprised of the Treasurer, one (1) person appointed by the President from the Board of Directors, and three (3) from the general membership. The Treasurer shall act as Chairman of the committee. The Finance Committee shall exercise such powers as may be specifically delegated to it by the Board and act upon such matters as may be referred to it from time to time for study and recommendation by the Board, the President or the Executive Director.

(e) Past Presidents Committee

The Past Presidents Committee shall be comprised of former presidents of the Association who remain in good standing and who desire to serve thereon. The Past Presidents Committee shall advise the incumbent president and the Board of Directors in matters related to the Association mission and objectives, and any other matters relative to the professional or business activities of the Association. The Past Presidents Committee shall be chaired by the immediate past president of the Board of Directors.

(f) Audit Committee

The Audit Committee shall be comprised of at least three (3) members: a Chairperson who is a member of the Board and at least two (2) other members. The Audit Committee shall advise the Board on the performance of the Association's internal audit function, internal controls, the integrity of the Association's financial statements, and the qualifications and independence of the independent auditor.

(g) Governance Committee. The Governance Committee shall be chaired by the Second Vice President and comprised of five (5) voting members, to include two (2) sitting Board members. The President and Executive Director shall serve as non-voting members of the committee. The Governance Committee shall be responsible for ongoing review and recommendations concerning the governance of the organization to enhance the leadership quality, effectiveness, and strategic impact of the Board and all elements of the governance structure.

Section 2. Other Committees. The Board of Directors may also appoint or approve a recommendation from the Executive Director for such other committees as the Board may determine necessary, which shall have such powers and duties as shall from time to time be prescribed by the Board. The President shall be a member ex-officio of each committee appointed by the Board of Directors. The President of the Board may appoint any class of Association membership on committees of the Association, unless otherwise proscribed in the By-Laws.

Section 3. Rules of Procedure. Committees should operate under prescribed standards, Committee Charters, and rules of procedure as established by the Board of Directors. All action by any committee shall be reported to the Board of Directors at a meeting succeeding such action and shall be subject to revision, alteration, and approval by the Board of Directors, provided that no rights or acts of third parties shall be affected by any such revision or alteration.

Article Eight - Miscellaneous

Section 1. Fiscal Year. The fiscal year of the Association shall be on a calendar year basis.

Section 2. Waiver of Notice. Any notice required to be given under the provision of these By-Laws or otherwise may be waived by the member, Director, or officer to whom such notice is required to be given.

Section 3. Electronic Communications. All such notices, voting privileges, and other communications referred to throughout these By-Laws should be considered valid if made by currently acceptable means of business communication.

Section 4. Delegation to Association Staff. All communications prepared and submitted to membership on behalf of officers, directors, committee chairs, or members, if prepared and disseminated by Association staff, shall be deemed to be initiated by such persons and meet the requirements outlined throughout. The exercise of administrative responsibilities of an officer or committee chair may be delegated, as appropriate, to permanent staff persons in full compliance with the terms noted above without negating the officer's responsibility for such duties.

Section 5. Communications on Behalf of the Association. The President and the Executive Director shall act as the official spokespersons for the Association. Communications on behalf of the Association to outside parties shall be governed by the Association's communications policy as approved by the Board.

Article Nine - Interpretation and Amendment of By-laws

Section 1. Final Arbiter. The Board of Directors shall be the final arbiter in the construction and interpretation of the By-Laws.

Section 2. Changes to the By-Laws. The members may alter or repeal any provision of the By-Laws, except as otherwise provided, by the vote of two-thirds (2/3rd) of the members at any meeting of the membership, provided that a statement of the proposed action shall have been included in the notice or waiver of notice of such meeting of the membership. A petition endorsed by at least one-third (1/3) of the membership may bring a proposed amendment to the By-Laws for vote by the membership following appropriate notification to the membership and discussion.

Section 3. Indemnification. The Association shall indemnify every director, officer, committee member or employee against all expenses and liabilities, reasonably incurred or imposed in connection with any legal action arising from the office or position held by such Director, officer, committee member or employee in the Association, provided that the Board of Directors determines in good faith that such Director, officer, committee member or employee was acting in good faith within what said person reasonably believed to be the scope of authority or employment, and for a purpose which said person reasonably believed to be in the best interests of the Association or its members.