



**BYLAWS OF
Women in CyberSecurity (WiCyS)
Updated July 21, 2022 as of from the August 1, 2019 Version**

**ARTICLE I
Name and Offices**

Section 1.1 Name. The name of the organization is Women in CyberSecurity, operating as WiCyS.

Section 1.2 Principal Office; Other Office. The principal office for the transaction of business of the corporation shall be located at such a place as shall be determined by the Governing Board of Directors (herein referred to as the Board). Branch or subordinate offices may at any time be established by the Board at any place or places where this corporation is qualified to do business.

**ARTICLE II
Purpose**

Section 2.1 General. The corporation is a nonprofit, public benefit corporation, organized and operated to engage in any lawful activity permitted by section 501(c)(3) of the Internal Revenue Code, as amended by any other applicable federal and state laws.

Section 2.2 History. The WiCyS initiative originated from Tennessee Tech University in 2013 with support from a National Science Foundation grant (Award #1303441, Lead PI: Dr. Ambareen Siraj, Professor of Computer Science and Director of the Cybersecurity Education, Research Outreach Center (CEROC) at Tennessee Tech University), as a collaborative project between Tennessee Tech, University of Memphis (Dr. Judith Simon) and Jackson State Community College (Dr. Tom Pigg and Ms. Lisa Matlock). Since then, with support from various industry, government and academic partners, WiCyS has become a continuing effort to address lack of gender diversity in cybersecurity workforce. The Directors were initially recommended by Dr. Ambareen Siraj .

Section 2.3 Specific Purposes. The specific purpose of the corporation shall be to support recruitment, retention and advancement of women in the professional field of cybersecurity, help increase the number of women security professionals and improve diversity in the cybersecurity workforce. WiCyS brings together women (students/faculty/researchers/professionals) in cybersecurity from academia, government and industry for sharing of knowledge, experience, networking and mentoring.

ARTICLE III
Governing Board of Directors

Section 3.1 Powers. Subject to limitations of the Articles, Bylaws, and applicable laws, all corporate powers and the business and affairs of this corporation shall be exercised by or under the authority of the Board. The Board shall have the power to set the vision and goals of the organization; oversee operations; select, appoint, evaluate, and remove all officers; select, appoint, evaluate, and remove employees and contractors; authorize and empower officers and agents to enter into contracts and other commitments on behalf of this corporation; approve finances and budget; make policy; and to appoint, delegate responsibilities and authority and dissolve committees, officers and agents.

The Board shall have the power to make, amend and repeal bylaws of the corporation by a two-thirds vote of the Directors present at any regular or special meeting of the Board, provided that the proposed change has been provided to each board member at least seven days before the meeting at which it is to be voted on.

Section 3.2 Composition. The Board shall consist of no more than twelve (12) Directors. Founder of the organization, Dr. Ambareen Siraj will serve as a member of the Board. No decrease in number shall have the effect of shortening the term of any incumbent Director.

Section 3.3 Selection of the Board and Terms.

- (a) **Nomination and Election.** At least thirty days prior to the Board meeting, the Executive Committee shall meet to review any nominations and provide each incumbent Director the resume of any nominee. The Executive Committee shall obtain the consent of each nominee in advance.
- (b) **Terms.** The full term of a Director is 3 years (the exception being that staggered terms will apply to the founding Board members). Each Director will be eligible to serve multiple terms if willing, the Executive Committee recommends, and is approved by the Board. Terms will expire at the Annual meeting. The exception being Dr. Ambareen Siraj, who will serve an indefinite term on the Board as the founding member.

Directors shall be eligible to serve for one additional year if, during their regular three-year term circumstances require them to take a leave from Board service of six months or more.

Section 3.4 Vacancies. The Board may fill a vacancy in the unexpired term of an elected directorship at any regular meeting of the Board, provided that prior to the meeting the Executive Committee process prescribed by Section 3.3.a herein is followed. A leave of absence shall not be considered a vacancy until the expiration of the Director's term or resignation, whichever shall first occur.

Section 3.5 Attendance. It is anticipated that the Board will meet two times per year. Attendance at Board meetings is the responsibility of each Director. Any Director who fails to attend a regular meeting of the Board, or committee of the Board, of which the Director is a designated member, without notification and excused by the Board or Committee Chair, shall be deemed to have resigned the directorship and shall be so notified.

Section 3.6 Resignation and Removal of Directors.

- (a) **Resignation.** Any Director may resign at any time by giving written notice to the Board, the Chair of the Board, or the Secretary of the corporation. A resignation is effective when the notice is provided, unless the notice specifies a later effective date.
- (b) **Removal.** Any Director may be removed, either with or without cause, at a meeting called for that purpose by the Board. Such Director may be removed only if two-thirds of the Directors serving on the Board approve the removal.

Section 3.7 Compensation. No Board member will receive compensation for their service on the Board except for any approved and allowable travel reimbursements.

ARTICLE IV Officers.

Section 4.1 Designation of Officers. The officers of the corporation shall be a Chair, a Vice-Chair (if appointed), a Secretary, and a Treasurer. Officers shall be members of the Board.

Section 4.2 Election of Officers. Officers shall be elected by the Directors using a simple majority at the Annual meeting of the Board and shall take office at the next regularly scheduled meeting. The term shall be until the Board designates new officers.

Section 4.3 Vacancies. If any office becomes vacant during the year, the Board shall fill the vacancy for the unexpired term.

Section 4.4 Chair. The Chair shall preside at all meetings of the Board and shall perform all such duties as are customarily incident to the office of Chair or as may be assigned by the Board.

Section 4.5 Vice-Chair. In the absence of the Chair, the Vice-Chair (if one is appointed) shall have all the powers and perform all the duties of the Chair. In the absence of both the Chair and the Vice-Chair, a temporary Chair shall be elected by the Board.

Section 4.6 Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings of the Board and shall be responsible for authenticating the records of the corporation.

Section 4.7 Treasurer. The Treasurer shall work with staff to develop and monitor the annual budget and work with appropriate committees to plan and monitor other financial affairs to meet long and short-term needs.

ARTICLE V Meetings

Section 5.1 Regular Meetings of the Board. There shall be two regular meetings of the Board each year. One meeting will take place at the WiCyS Annual Conference. Executive Sessions may occur for discussion of staff salaries, evaluation, and termination; litigation; or other appropriate matters.

Section 5.2 Special Meetings. A special meeting may be called either at the request of the Executive Committee or upon written request of at least one-third of the members of the Board, provided that notice of such meeting is provided to each Director at least ten days prior to the time of such meeting. Such notice shall state the purpose for which the special meeting is called.

Section 5.3 Voting. Each Director shall have one vote. A majority of the Board shall constitute a quorum for the transaction of business. A majority vote of Directors present at a meeting at which there is a quorum shall constitute the decision of the Board. In an emergency, a vote may be taken by phone or email, with a majority of all Directors necessary for a decision.

Section 5.4 Quorum. A quorum established at the beginning of a meeting –including a multi-day meeting –shall continue throughout the meeting, provided, however, that the quorum shall expire should the number of those Directors present at any time be fewer than one-half of the Board.

Section 5.5 Alternative Means of Communication for Meetings. The Board may permit any or all Directors to participate virtually in a meeting.

Section 5.6 Procedure of Meetings. So far as they do not conflict with these Bylaws, Robert’s Rules of Order shall govern the procedure of all meetings of the Board and subcommittees.

Article VI Committees

Section 6.1 Executive Committee. There shall be an Executive Committee composed of the officers and the Executive Director if one exists (Executive Director is an ex-officio, non-voting member). The Chair of the Board shall be the Chair of the Executive Committee. The Executive Committee shall have authority over the affairs of the corporation in intervals between meetings of the Board. Nothing herein shall be construed to allow the Executive Committee to act against the direction of the Board expressed through formal action of the Board at a regular or special meeting or by unanimous consent. The Executive Committee shall refer such matters as it deems appropriate to the full Board. The Executive Committee shall prepare a list of candidates for Director and officers as provided by these Bylaws.

Section 6.2 Additional Committees. The Board may establish and dissolve standing or ad hoc committees (for example: a conference planning committee), as it deems appropriate. Membership on Board standing committees is not limited to Directors and shall be determined by appointment of the Executive Committee. A majority of members of a committee shall constitute a quorum for that committee.

Article VII Advisory Groups

Section 7.1 Advisory Groups. Advisory Groups can be created at the discretion of the Board or Board Chair. Advisory Boards have no legal/managerial authority. Advisory Groups have no governing authority over the corporation, and as such the corporation is not bound to any decisions made by the advisors.

Section 7.2 Appointments. The Board Chair, or his or her designees, may appoint Advisory Group members and other experts to committees to assist the corporation in furthering its programs.

Article VIII Affiliates

Section 8.1 Description. The WiCyS Affiliates are non-voting and exist to help fulfill the corporate purpose through outreach, awareness and advancement of women in the professional field of cybersecurity.

Section 8.2 Affiliate Program Designation. Any group/organization/person wishing to be designated as a WiCyS Affiliate will complete and submit a Request for Affiliate application. The Board, or a designated Board committee, approves applications. Designations are valid for one year, can be terminated at any time, and require annual review by the board or a board committee.

Section 8.3 Affiliate responsibilities. The local affiliate responsibilities include:

1. Payment of affiliate fee as determined annually by the Board.
2. Promote WiCyS whenever possible.
3. Agree to WiCyS branding use policy.
4. Submit an annual report of activity

Section 8.4 WiCyS, responsibility to affiliates. WiCyS responsibilities to affiliates includes

1. Affiliate recognition in materials, conferences and website.
2. Soliciting advice and input about the activities of the organization.
3. Provide national materials and promotions that provide content and coordination aligned with WiCyS vision.

Article IX Student Chapters

Section 9.1 Description. The WiCyS Student Chapters are non-voting and exist to support students and assist colleges and universities to create local Women in Cybersecurity diversity programs. They shall have a local advisor associated with their school.

Section 9.2 Student Chapter Designation. Any school wishing to create a WiCyS Student Chapter will complete and submit a Request for Student Chapter application. The Board, or a designated Board committee, approves application. Designations are valid for one year, can be terminated at any time, and require review by board or board committee.

Section 9.3 Student Chapter responsibilities. The student chapter responsibilities include:

1. Promote WiCyS whenever possible.
2. Undertake activities to promote recruitment, retention and advancement of women students in cybersecurity
3. Send at least one chapter representative to annual WiCyS Conference to share chapter experience
4. File an annual report, to include measurement and reporting impact of their efforts/programs (with authorization for the Board to file a group return) in order to retain tax-exempt status.
5. Any local by-laws or school related by-laws cannot conflict with WiCyS guidelines for

student chapters.

Section 9.4 WiCyS responsibility to Student Chapters. WiCyS responsibilities to student chapters includes:

1. Chapter recognition in materials, conferences and website.
2. Provide priority notification about student opportunities (scholarships/internships/REUs/jobs/resources, etc.) through WiCyS communications.
3. Provide opportunity to present at annual WiCyS conference about student chapter experience/achievements
4. WiCyS scholarship priority for female chapter members to attend annual WiCyS conference where they will have:
 - Access to mentorship with cybersecurity professionals
 - Opportunity for networking
 - Opportunity to attend career/grad school fair
 - Opportunity to apply for travel scholarships
 - Access to leadership and technical skills development
5. Creating opportunities for the chapters to apply for seed funding from WiCyS.
6. Provide national materials and promotions that provide content and coordination aligned with WiCyS vision.

Article X Staff

Section 10.1 Executive Director. The Board may employ an Executive Director (or contractor) who shall be charged with the administrative management of the affairs of the corporation subject to the oversight of the Board. The Board is responsible to appoint, evaluate, determine compensation and dismiss the Executive Director (or contractor). If the position of Executive Director becomes vacant, the Chair can appoint an ad hoc search committee, which shall identify, investigate, and interview candidates for the position and recommend how to fill the vacancy.

Section 10.2 Staff. The Board can delegate to the Executive Director the power to hire, define duties, supervise, and if necessary, dismiss such employees or contractors as may be needed to carry out the work of the corporation within the parameters of the approved budget.

Section 10.3 Personnel Policies. The Board shall establish a set of Personnel Policies governing appointment of staff or contractors. A copy of the Personnel Policies shall be given and acknowledged in writing by all employees and contractors when they begin employment/contract. Changes or updates to the personnel policy will be provided to all employees and contractors.

Article XI Information/Records

Section 11.1 Public Information. The corporation shall prepare and submit in a timely manner such reports as are required by state and federal agencies and provide public information about WiCyS projects and programs through a variety of mediums.

Section 11.2 Minutes. Minutes of each meeting of the Board shall be provided by the Secretary to all Directors prior to the next meeting and shall be kept on file in the corporate office. The minutes shall record the main points of the Board's discussion and Board votes, including the identity of persons making motions and seconding motions. The minutes shall also reflect the summary consensus of the Board regarding its reasons for funding decisions.

Section 11.3 Inspection and Maintenance of Corporate Records. All records shall be kept at the corporate office and be available for review during business hours.

Article XII Code of Conduct/Conflict of Interest

Section 12.1 Standard of Conduct; Conflict of Interest. Directors will complete a disclosure statement. Any Director who has a financial, personal, or official interest in, or a conflict, or the appearance of a conflict with any matter pending before the Board, shall declare that a conflict exists and recuse himself/herself from any vote of the matter.

Section 12.2 Compensation. A Director may engage in an activity funded by the corporation provided disclosure and approval of the Board. No Director, or spouse/partner or family member of a Director, without prior disclosure and approval, shall receive any compensation from the corporation in connection with any activity funded by the corporation.

Article XIII Indemnity

Section 13.1 Indemnity. The corporation shall indemnify its Directors and Officers from any liability arising out of the good faith performance of their duties in accordance with these bylaws to the extent said liability is within the coverage of the corporation's Directors and Officers Liability Insurance policy.

Article XIV Dissolution

Section 14.1 Dissolution. This Corporation may be dissolved by the vote of a two-thirds majority of the Board. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Article XV Miscellaneous Provisions

Section 15.1 Fiscal Year. The fiscal year for the corporation shall be from August 1 to July 31.