



BYLAWS OF THE RESEARCH AND EDUCATION NETWORKING INFORMATION SHARING AND ANALYSIS CENTER (REN-ISAC)

Article I. Name and Organization

Section 1. Name

The name of this organization is Research and Education Networking Information Sharing and Analysis Center, commonly known as REN-ISAC.

Section 2. Organization

- a) The REN-ISAC is not an independent legal entity.
- b) The REN-ISAC is organized and operated under the fiscal and administrative authority of a Host Organization ("Host Organization").
- c) The Host Organization is The Trustees of Indiana University, a body politic of the State of Indiana, the composition and operation of which is governed by State statute (hereinafter "Indiana University").
- d) The Host Organization will exercise authority over the REN-ISAC and its Executive Director as defined in the Operating Agreement. The Executive Director is responsible for REN-ISAC's on-going administration and operations.
- e) The REN-ISAC will be governed by a Board of Directors ("Board"), whose structure and operations are defined below, consistent with the Operating Agreement between REN-ISAC and the Host Organization and in accordance with applicable law and Host Organization policies. The Board's governance, collectively and in close coordination with the Host Organization and Executive Director, will ensure that REN-ISAC operations are consistent with its purpose and goals as a member-centric organization.

Article II. Purpose

The REN-ISAC's mission is to aid and promote cybersecurity operational protection and response within the Research and Higher Education ("R & E") communities. REN-ISAC serves as R & E's trusted partner in commercial, governmental and private information sharing relationships, in the formal U.S. Information Sharing and Analysis Center (ISAC) community, and for served networks.

Article III. Offices

The principal offices of REN-ISAC are coincident with the location of the Host Organization.

The current mailing address of the REN-ISAC is:

REN-ISAC
Suite 201
2719 East 10th Street Bloomington, IN 47408
County of Monroe
State of Indiana

Article IV. Seal

REN-ISAC shall not have a seal.

Article V. Membership

Section 1. Eligibility

- a) Detailed REN-ISAC membership guidance will be published in membership documents on a section of its public web site entitled "Membership" ("Membership Documents"), which will be implemented and managed by the Executive Director with input and advice from standing committees constituted for that purpose.
- b) Institutions are members of the REN-ISAC, and that set of institutions is collectively referred to as the "Membership."
- c) The following institutions are eligible for Membership consideration: accredited colleges and universities, teaching hospitals, and research and education network providers in the United States, Australia, Canada, New Zealand, and the United Kingdom (i.e., the "Five Eyes" countries); autonomous centers operated under eligible colleges and universities; and Federally Funded Research and Development Centers.

- d) Whether an institution is selected for membership is ultimately at the discretion of the Board, as delegated to the membership committee. Membership is contingent upon the institution's good standing, as defined in the Membership Documents.

Section 2. Representation

- a) Each institutional Member is represented by one Management Representative and one or more Member Representatives (collectively known as "Representatives"). Management Representatives are the sole contact for matters related to the institution's overall participation in the REN-ISAC and are responsible for appointing and removing Member Representatives. Member Representatives participate directly in the REN-ISAC community of practitioners and engage in detailed information sharing and other activities conducted within and by the REN- ISAC.
- b) Member Representatives are subject to role and trust requirements, as outlined in membership documents.
- c) A Management Representative may also participate as a Member Representative, but is not required to do so.

Section 3. Voting

- a) From time to time Members may be asked to vote on matters identified by the Board as potentially affecting the REN-ISAC, henceforth referred to as a General Vote.
- b) One vote is allowed per Member Representative. Management Representatives who wish to cast a vote for their institution must also be identified as Member Representatives.
- c) The Board will work with the Executive Director to communicate with Member Representatives and Management Representatives in an effort to ensure the greatest possible turnout for General Votes. The Board will set a period of time for voting commensurate with the impact of the decision being made on the Membership. The greater the impact the issue will have on the Membership, the longer the period that should be allowed to maximize the number of votes cast.
- d) Decisions shall be based on the simple majority of the results of a General Vote, with a minimum of 20% of the membership participating in the voting process.

Article VI. Meetings of Members

Section 1: Annual Meeting of Members, and the Board Report to Members

- a) An Annual Member Meeting shall be held on a date and time fixed by the Board of Directors in cooperation with the Executive Director and a meeting planning committee. The Executive Director, at the direction of the Board, shall provide notice to Management and Member Representatives at least ninety days (90) in advance of such meeting.
- b) At each Annual Member Meeting the Board shall present an Annual Report. The report shall be published on the REN-ISAC website, filed with the records of the REN-ISAC, and entered in the minutes of the Meeting proceedings. The Annual Report will provide any relevant audit results from the Host Organization, a Treasurer's report and statement of financial position, proposed budget, a membership report developed with input from the Membership Committee, and any additional items the board wishes to communicate to the general membership.

Section 2: Other Meetings of Members

- a) Other REN-ISAC business meetings may be called for by the Board or by a request by more than twenty percent (20%) of Member Representatives, in addition to the Annual Meeting of Members. Such additional meetings may be conducted in person or by virtual means.
 - i. The Annual Member Meeting and any other business Meetings of Members will be collectively known as "Member Meetings."
 - ii. Notice of any such meeting and a proposed agenda must be provided to the REN-ISAC Member Representatives at least ten (10) days before the date of such meeting.

Section 3: Presiding Officers at Member Meetings

- a) Member Meetings shall be facilitated by a Presiding Officer. The designation of Presiding Officer follows in order of seniority: the Chair, Vice-Chair, Executive Director, or other designee of the Board.
- b) The Board Secretary-Treasurer shall act as Secretary of every meeting. When the Secretary-Treasurer is not available, the Presiding Officer may appoint a Secretary of the meeting.

Article VII. Administration

Section 1. Fiscal and Administrative Authority

- a) The REN-ISAC is organized and operated under the fiscal and administrative authority of the Host Organization as identified in Article 2 above.
- b) The Host Organization will delegate to the REN-ISAC Board as much authority to manage its fiscal and administrative affairs on behalf of its members as Host Organization policies and applicable Federal and State laws permit. Actions by the Board necessary to exercise such authority will be taken within the framework of applicable Host Organization practices and procedures.
- c) Specific authority delegated to the Board will be delineated in the Operating Agreement between the Host Organization and the Board.
- d) Pursuant to these Bylaws and the Operating Agreement, the Board will exercise fiscal and administrative authority as necessary to ensure excellent sustained satisfaction of the REN-ISAC mission, with consideration of the interests of the REN-ISAC staff and in consultation with the Host Organization and Sponsor Organizations.

Section 2. Executive Director

- a) The Executive Director will be the senior staff administrator of the REN-ISAC and will be administratively responsible to a named individual within the Host Organization and to the Board (under authority delegated to it by the Operating Agreement with the Host Organization).
- b) The Board will solicit and consider input from the Membership into the hiring of the Executive Director.
- c) The Board will apprise the Host Organization of any apparent performance or other issues with the Executive Director's execution of his or her assigned duties. If the Board has significant performance concerns, the Board may request that the Host Organization initiate its standard personnel performance improvement plans, with consequences for continued non-performance including termination.
- d) The Board may request that the Host Organization provide appropriate recognition of exemplary performance by the Executive Director and other REN-ISAC staff in the form of merit increases, bonuses, or any other recognition contemplated by the Host Organization's human resources policies.

- e) The Executive Director shall be an ex-officio member of the Board without voting rights.
- f) The Executive Director, in consultation with the Board and the Host Organization, shall determine the staffing necessary for REN-ISAC to accomplish its mission.

Article VIII. Financial Sustainability

Section 1. Financial Principle

- a) REN-ISAC will not be operated to generate and disseminate profit. The fundamental financial goal of the REN-ISAC is to cover all costs and maintain reasonable reserves through a combination of sponsorship, support, and fees.
- b) The fiscal year of the REN-ISAC will coincide with the fiscal year of the Host Organization.

Section 2. Membership Fees

- a) Each Member shall pay an annual Membership Fee to support the common operation of REN-ISAC and additional objectives agreed upon by the Board.
- b) The fee structure shall be decided by the Board and shall be communicated to Management Representatives and announced to REN-ISAC Representatives' mailing lists no later than September 30.

Section 3. Sponsor Organizations

- a) A Sponsor Organization is defined as an organization that provides a significant and ongoing contribution that benefits REN-ISAC members and supports the REN-ISAC's mission, subject to and consistent with Host Organization policies, including the policy on non-endorsement.
- b) The Board, in conjunction with the Host Organization, will consider whether a specific offer to sponsor the REN-ISAC is appropriate and supports the REN-ISAC's mission.
- c) If the Board and the Host Organization determine that a Sponsor Organization offer is appropriate, then the offer will be submitted to a Standard Vote of the Board for approval. If the Board approves the offer, then an agreement will be executed between the Host Organization on behalf of the REN-ISAC and the Sponsor Organization.

- d) The Board will set and update standards for the amount and type of sponsorship required to warrant an appointed seat on the Board for Sponsor Organizations as necessary and appropriate, subject to Host Organization policy and consensus.
- e) Sponsor Organizations must be incorporated or primarily operating in a Membership-eligible country.

Section 4. Host Organization

- a) The Host Organization will provide a contribution to cover the operational, administrative, and technical expenses for the REN-ISAC. The nature of the support to be provided will be outlined in the Operating Agreement with the Host Organization.
- b) The Executive Director is primarily responsible for the ongoing relationship with the Host Organization.
- c) The Board will periodically review the relationship and support performance of the Host Organization. If the Board has concerns that the performance of the Host Organization is negatively impacting the ability of the REN-ISAC to perform its stated mission, then representatives of the Board may bring the issues to the attention of the appropriate Host Organization senior leaders per the provisions of the Operating Agreement.

Section 5. Other financially supporting opportunities

- a) Opportunities may arise for the REN-ISAC to acquire funding and other support in the form of grants, contracts, or financial and in-kind donations from other organizations.
- b) The Board may accept, as defined in Article VIII, Section 3(c), such additional support consistent with Host Organization policy and consensus, in accordance with applicable sections of the Board's policies and Operating Agreement with the Host Organization.
- c) The Board must consider any such financial support in light of the mission of the REN-ISAC, the nature of the source, the expectations of the source, and within the policies and standards of the Host Organization.

Article IX. Board of Directors ("Board")

Section 1. Powers, Duties, and Responsibilities

- a) The REN-ISAC is governed by the Board, in accordance with Article I, Section 2(e), and is administered by the Host Organization in accordance with the Operating Agreement, these Bylaws, and applicable law.
- b) The Host Organization will delegate to the REN-ISAC Board as much authority to manage its fiscal and administrative affairs as Host Organization policies and applicable Federal and State laws permit. Actions by the Board necessary to exercise such authority will be taken within the framework of applicable Host Organization practices and procedures.

Section 2. Composition, Board Election, Appointments, and Terminations

- a) Board of Directors Composition
 - i. The Board will consist of voting and non-voting Directors. The number of voting Directors shall be not fewer than 7 and not more than 15 as determined by the Board from time to time.
 - ii. The Board will consist of a mix of Directors elected from the Membership and Directors that may be appointed by the Host and other Sponsor Organizations that meet the standards for Board representation as established by the Board in Article 8, Sections 3 and 4.
 - iii. No single member organization will have more than two voting Directors.
 - iv. Directors shall be at least eighteen (18) years of age.
 - v. It is not necessary for a Director to be employed by an institutional Member of the REN-ISAC, nor is a Director required to be Member Representative or Management Representative. Serving on the Board does not confer Membership status to Directors. Directors must meet all other criteria for member representatives defined in Article 5, Sections 1 and 2 except for institutional membership as defined in Article 5, Section 1c.
 - vi. A minimum two-thirds (2/3) of the voting Directors will be elected from REN-ISAC Membership, either as Management Representatives or Member Representatives. At minimum, there will be six (6) Board Directors selected from the REN-ISAC Membership.
- b) Board Election
 - i. The Board of Directors shall establish the number of open Director positions as Board membership changes through departures and appointments. A Board of Directors election

to identify Directors representing the Membership will be held annually, if there are open Director positions.

- ii. A call for nominations, issued by the Board, will occur at least ninety (90) days prior to the Annual Member Meeting.
- iii. A person may be nominated for a Director position as follows: (a) a person may nominate him- or herself; (b) by a Member Representative or a Management Representative of a Member institution, or (c) by an interested third party. An individual nominated for a Board seat by another person must agree to serve if elected before his or her name is placed on the ballot.
- iv. The slate of candidates must be presented to the Membership at least one week prior to the day that voting opens.
- v. All voting shall take place by ballot submitted at least twenty-four hours in advance of the Annual Meeting of Members, via a process determined by the Board.
- vi. Those nominees receiving a plurality of votes cast by ballot shall be elected as Directors. The election results will be announced to the membership at the Annual Meeting of Members by written or electronic message.
- vii. Voting for the nominated Board of Director candidates will be by Member Representatives. Member Representatives may vote for as many candidates as there are open seats.
- viii. Elected Directors will serve for three-year, staggered terms with approximately one-third of the terms expiring each year. An incumbent Director may run for reelection.
- ix. Elected Directors are permitted to hold a single seat for an unlimited number of terms. However, an elected Director is not eligible for election if they will have served six consecutive years at the end of their current term within the limits of Article IX, Section 2a.
- x. For the purpose of elections and appointments, the Board year begins on June 1 and ends on May 31 of any year.

c) Board Appointments

- i. The Host Organization may appoint a voting Director to the Board.
- ii. A Sponsor Organization that meets the standards for Board representation as established by the Board in Article 8, Section 3d may appoint a voting Director to the Board. The Board will confirm the appointment by a Standard Vote.

- iii. The Board, at its discretion, may appoint additional members as appropriate, within the constraints defined in defined in Article IX. Section 2. (a) Composition, Board Election, Appointments, and Terminations. The appointments will be confirmed by Standard Vote of the Board.

d) Termination of Board Relationship

- i. Elected Directors serve for a specific term identified in the process for elected Directors and are automatically terminated from the Board at the end of the elected term.
- ii. An individual elected as a Director who resigns as a Membership Representative or Management Representative for any reason also effectively resigns as a Director and resigns from the Board of Directors.
- iii. Any Director may resign at any time by giving notice in writing to the Board, the Executive Director, or to the Chair, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt.
- iv. If an elected Director is absent from three consecutive Board Meetings, he or she may be removed as a Director by a Standard Vote of the Board. An elected Director may also be removed by a majority vote of the Representatives present at an Annual Member Meeting.
- v. Non-attendance or other issues related to Directors appointed by the Host or Sponsor Organizations will be brought to the attention of the appointing organization.
- vi. If an elected Director resigns or is removed, an election for a replacement to complete the existing term will be conducted within ninety (90) days of his or her resignation or removal.
- vii. If an appointed Director leaves the Board, the applicable organization may choose to appoint a new Director but must do so within ninety (90) days of the effective date of that Director's resignation or removal. The Board will confirm the appointment of such a Director by a Standard Vote.

Section 3: Board Voting Rights

- a) Voting Directors shall be entitled to one vote on each matter submitted to a vote of the Board of Directors. A Quorum of the Board shall be a majority of the total voting Board of Directors positions. A Standard Vote, defined as a simple majority of the Quorum, is required to approve a motion or take any Board action.

- b) Ex officio members are present to provide information and input to the voting Directors but do not vote.

Section 4: Conflict of Interest

The Board will adopt, appropriately maintain, and make available a conflict of interest policy. Such a document may not conflict with the equivalent policy of the Host Organization.

Section 5: Compensation

The Board shall not receive any compensation for their services, but by Standard Vote of the Board of Directors, a fixed reasonable sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board.

Section 6. Meetings of the Board

- a) Annual Meeting: The Annual Meeting of the Board shall be held in conjunction with the Annual Member Meeting unless rescheduled by the Chair. Notice shall be provided in writing or by email not less than one month in advance of the date for which the meeting is called. The agenda for the Annual Meeting of the Board shall include election of Officers.
- b) Other meetings of the Board: The Board may schedule other meetings, either on a regular basis or ad hoc, at the direction of the Board, the Chair, or by not fewer than two Directors. The call for a meeting shall be provided to each Director not fewer than five (5) days in advance of the date for which the meeting is called.
- c) The Annual Meeting of the Board and other meetings where Board business is conducted are collectively known as “Board Meetings.”
- d) Reporting: Minutes of Board Meetings are kept by the Secretary-Treasurer and shall be made available to the Membership no later than two weeks following a meeting. The Minutes will follow Robert’s Rules of Order (<http://www.rulesonline.com/rror-10.htm>) and will include the following information:
 - i. the kind of meeting: “annual,” “regular,” “special;”
 - ii. name of the assembly or event;
 - iii. date of meeting and place, when it is not always the same;
 - iv. the fact of the presence of the regular Chair and Secretary-Treasurer, or in their absence the

- names of their substitutes;
- v. whether the minutes of the previous meeting were approved, or their reading dispensed with;
 - vi. all the main motions (except such as were withdrawn) and points of order and appeals, whether sustained or lost, and all other motions that were not lost or withdrawn;
 - vii. the mode of participation of the Directors, including if in-person or by telephone or videoconference; and
 - viii. the hours of meeting commencement and adjournment.

Section 7. Committees

The Chair may appoint special committees with the concurrence of the Board for special tasks as circumstances warrant. Such special committees may include non-representatives of REN- ISAC. Minimally, the Board will appoint a Membership Committee, Nominations and Elections Committee, Annual Member Meeting Planning Committee, and a Technical Advisory Group.

Article X. Officers

Section 1: Officers

- a) The Officers of the Board shall consist of a Chair, a Vice-Chair, and Secretary-Treasurer.
- b) The Board may elect or appoint such other officers as the Board shall deem desirable.
- c) All officers shall have the authority and perform the duties in the management of the REN- ISAC as provided in these Bylaws or the Host Organization Operating Agreement, or as may be determined by a resolution of the Board not inconsistent with these Bylaws or the Host Organization Operating Agreement.

Section 2. Election and Term of Office

- a) The Chair, Vice-Chair, and Secretary-Treasurer shall be elected by Standard Vote of the Board at its Annual Meeting.

- b) Terms for named Board officers shall be one year. Unless prevailing circumstances dictate otherwise, the Vice Chair will succeed to the Chair when the incumbent Chair leaves the position.
- c) If the election of officers will not be conducted at the Annual Meeting, another Board Meeting will be scheduled within 60 days of the Annual Meeting at which the election of officers will be conducted.
- d) Except for the Chair, Vice-Chair, and Secretary-Treasurer, Board offices may be created, filled or abolished at any Board Meeting. Each officer elected shall hold office until a successor is duly elected, subject to early termination by removal or resignation.

Section 3. Chair

- a) The Chair shall preside at all meetings of the Board.
- b) The Chair may execute, with the Secretary-Treasurer or any other proper officer of the REN- ISAC authorized by the Board of Directors, any document or agreement that does not bind the Host Organization to explicit terms and conditions.
- c) Any agreement or contract that will bind the Host Organization to its terms and conditions must be signed by the designated signature authority of the Host Organization. In those cases, the Chair may also choose to sign to indicate the Board's endorsement of the requirements on the REN-ISAC.
- d) In general, the Chair shall perform all duties incident to the office of Chair and such other duties as may be prescribed by the Board of Directors from time to time.

Section 4. Vice-Chair

- a) The Vice-Chair shall perform such duties and have such authority as from time to time may be delegated by the Chair or by the Board.
- b) The Vice-Chair will chair committees on special subjects as designated by the Board and will verify the successful operation of standing committees.
- c) In the absence of the Chair, the Vice-Chair shall perform the duties designated to the Chair.

Section 5. Secretary-Treasurer

The Secretary-Treasurer shall keep minutes of Board Meetings, shall work with the Executive Director and other staff members of the REN-ISAC to make available and retain documents of the REN-ISAC, and shall

work with the REN-ISAC's Executive Director and staff concerning the preparation of financial health and oversight documents for Board and Membership review.

Section 6. Removal or Resignations of Officers

- a) Any Officer may resign as an Officer at any time by giving notice in writing of his or her resignation to the Board of Directors, the Executive Director, or to the Chair, and such resignation shall take effect at the time specified therein, or, if not specified, at the time of its receipt. The resignation may be limited to just the role as Officer, or may be for both the Officer position and Director position.
- b) If an Officer resigns or is removed, the Board will select a replacement Officer to complete the existing term. The Board will confirm the selection by Standard Vote.

Article XI. Performance by Host or Sponsor Organizations

- a) The Executive Director is responsible for maintaining the Operating Agreement between the REN-ISAC and Host Organization. Issues regarding the Host Organization's performance of its obligations will be addressed in the manner outlined in that Operating Agreement.
- b) The Executive Director is responsible for maintaining a Memorandum of Agreement (MOA) between the REN-ISAC, in conjunction with the Host Organization, and any Sponsor Organizations. Issues regarding the Sponsor Organization's performance of its obligations will be addressed in the manner outlined in that MOA.
- c) The Executive Director will report to the Board of Directors annually on the status of any sponsorship defined in MOAs.
- d) Withdrawal of support shall be addressed as outlined in the applicable MOA.

Article XII. Amendment of Bylaws

A Bylaws change may be initiated by any of the following actions:

- a) The Board may initiate a Bylaws change;
- b) Member Representatives or Management Representatives may request the Board consider a Bylaws change; or
- c) The Host Organization may initiate a Bylaws change to ensure compliance with applicable law.

Before these Bylaws may be amended, the effects of proposed changes on the Operating Agreement with the Host Organization or MOA with Sponsor Organizations must be analyzed by the Board and the Host Organization or Sponsor Organizations, as appropriate, and in conjunction with the Executive Director, and any conflicts should be resolved. After such analysis and resolution is completed, these Bylaws may be amended at any Board Meeting at which a Quorum is present, with a motion approved by a two-thirds vote of the Board Membership, approval by the Host Organization, and ratification by a simple majority of the votes cast by Membership Representatives, provided that written notice of the proposed amendment is included in the notice of the meeting. If the Board fails to vote on a proposed Bylaws change, or if a Bylaws change fails to be presented to the Membership, a majority of the Membership, represented by votes of the Management Representatives, may enact a Bylaws change.