CYBR.SEC.CAREERS – Bylaws

ARTICLE I — NAME & PURPOSE

Section 1. Name
The name of the corporation shall be CYBR.SEC.Careers.

Section 2. Purpose
The corporation is organized exclusively for charitable and educational purposes under Section 501(c)(3) of the Internal Revenue Code, including building a strong, diverse workforce by providing career exposure, access to education and certifications, and mentorship for students and veterans pursuing careers in cybersecurity.

ARTICLE II — BOARD OF DIRECTORS

Section 1. Authority
The affairs of the Corporation shall be governed by its Board of Directors.

Section 2. Number & Composition
The Board shall consist of not fewer than five (5) nor more than eleven (11) Directors.

Section 3. Terms
Directors shall serve two-year terms and may serve consecutive terms.

Section 4. Election of Directors
Directors shall be elected by a majority vote of the sitting Board.

Section 5. Removal & Resignation
Any Director may resign by written notice. Directors may be removed with or without cause by a two-thirds vote of the Board.

Section 6. Vacancies
Vacancies may be filled by the nomination committee and then through a majority vote of the remaining Directors.

ARTICLE III — OFFICERS

Section 1. Officers
Officers shall include Chair, Treasurer, and Secretary. Officers must be Directors.

Section 2. Election
Officers shall be elected by the Board upon completion of their terms. Officers can be voted to retain their title.

ARTICLE IV — EXECUTIVE LEADERSHIP & MANAGEMENT SERVICES

Section 1. Chief Executive Officer

The Corporation may employ a Chief Executive Officer or Executive Director responsible for daily operations, subject to Board oversight.

Section 2. Contracted Management Services

The Corporation may contract with third parties, including affiliated organizations, to provide management, administrative, or executive services pursuant to written agreements approved by the Board.

Section 3. Future Internalization of Operations

Nothing in these Bylaws shall require Board action to modify staffing structure except as required by law or contract. The Corporation may at any time hire internal employees or terminate external management agreements pursuant to Board approval.

ARTICLE V — COMMITTEES

The Board may establish committees, including a Finance Committee and a Nominating Committee. Committees to be added will be voted on using the standard process.

ARTICLE VI — MEETINGS

The Board shall meet at least quarterly. Quorum shall be a majority of Directors. Virtual meetings are allowed.

ARTICLE VII — CONFLICTS & ETHICS

Directors must comply with the Corporation's Conflict of Interest Policy.

ARTICLE VIII — INDEMNIFICATION

The Corporation shall indemnify Directors and Officers to the fullest extent permitted under Texas law.

ARTICLE IX — AMENDMENTS

These Bylaws may be amended by a two-thirds vote of the Board.

ARTICLE X — GOVERNANCE & AUTHORITY

Section 1. Role of the Board

The Board of Directors shall be responsible for the governance, strategic direction, financial oversight, and legal compliance of the Corporation. The Board shall:

a) adopt the Corporation's mission and strategic plans;

b) subject to any active Management Services Agreement approved by the Board, assume authority to hire and evaluate the Corporation's Chief Executive Officer or Executive Director only once the Corporation becomes financially self-sustaining and directly employs staff;

c) approve the annual budget and material financial commitments;

d) adopt governance and financial policies;

e) approve major contracts or transactions outside ordinary operations.

Section 2. Chair Limitation

No employee or contractor of the Corporation, including any individual providing services under a Management Services Agreement, shall serve as Chair of the Board.

Section 3. Committee Authority

Committees are advisory unless expressly authorized by the Board. Committees may not sign contracts or obligate funds and must elevate such matters to the officers or full Board.

Section 4. Contract Authority

Contracts may be executed by officers authorized by the Board.

Relating to specific contracts or event budgets that increase costs by more than twenty percent (20%) or $50,000, whichever comes first, over the amount approved by the Board, the increase must receive Board approval prior to execution.

Section 5. Expense Approval

Day-to-day expenses shall be managed consistent with the approved budget.

Any expenditure exceeding a budget line by more than thirty percent (30%) must be approved by the Controller and CEO, with notice to the Board.

Section 6. Individual Director Authority

No individual Director may bind the Corporation unless authorized by the Board.

ARTICLE XI — DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable and educational purposes as shall at the time qualify as an organization or organizations described in Section 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine.

In furtherance of the Corporation's mission, the Board shall give preference to organizations whose purposes include cybersecurity education, workforce development, or related educational initiatives.

If the Board of Directors is unable to identify or agree upon such an organization, any remaining assets shall be distributed to a public school system serving the Houston metropolitan area for use in cybersecurity, technology education, or workforce-readiness programs.

No part of the assets of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, private individual, or entity, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws.