

Bylaws of ISACA Central Maryland Chapter

Effective: 4/18/2016

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Central Maryland Chapter, hereinafter referred to as "Chapter", a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the "Association". The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

Article II. Purpose

Chapter's Purpose

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.

The objectives of the Chapter are:

- To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- To promote the Association's professional certifications and IT governance.

Article III. Membership and Dues

Section 1. Classifications and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.

- A. Member — Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- B. Retired Member — Any member, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- C. Student Member — Full time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.

Section 2. Admission

- A. Potential members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete an Association membership application form.
 - 3. Pay required dues to the Chapter and the Association.
 - 4. Follow the Code of Professional Ethics of the Association.
- B. Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 3. Dues

- A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.
- B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
- C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.
- D. Resignation — Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter

Section 1. Educational sessions

Educational sessions of the Chapter membership shall be held at 11 yearly occurrences, in 9 monthly educational meetings and a spring and fall seminar-unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting

The annual general meeting shall be held in May as part of that month's educational meeting. It shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special Board Meetings

Special Board meetings may be called upon written request by 50 of the members. The purpose of the meeting shall be stated in the call.

Section 4. Regular Board Meetings

Regular Board meetings will occur 3 times a year. The Secretary will gather agenda items and the purpose of the meeting shall be stated in the agenda.

Section 5. Electronic Voting

Board decisions requiring a vote, can be made electronically in between Regular Board meetings. Electronic votes generated by Board members shall be submitted to the Secretary and the results shall be announced by the Secretary and added to Board meeting agendas for sanctioning. Electronic votes are effective on the date of the announcement of the vote results to the Board. The results of any electronic votes shall be reported in the Secretary report at the next Board meeting and documented in the Board minutes. The President provides the tie-breaking vote, if necessary.

Section 6. Quorum for Board Meetings

The quorum for any regular, annual general or special meeting shall be 8 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date and time will be communicated to members.

Section 7. Act of the Membership

The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership.

Section 8. Notification

Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

Article V. Chapter Officers

Section 1. Chapter Officers and Standing Committees

The Officers of the Chapter shall be 5 in number, constituting:

President, Vice President, Secretary, Treasurer, and Immediate Past President.

Additionally, Assistants are often on staff for the Secretary or Treasurer, these are not Chapter Officers but are members of the Standing Committee population.

The Standing Committee Chairs shall be 15 in number, constituting:

Academic Outreach, Advertising, Arrangements, Certification, CSX Liaison, Education, Government Regulatory Advocate, Marketing, Newsletter, Nominating, Program, Registration, Research, Webmaster, and Young Professionals.

Members in the Chapter Officer and Standing Committee positions comprise the Chapter Board.

Section 2. Term of Chapter Board

- A. Each Board member, except the Immediate Past President, shall be elected for a term of 2_year(s) and shall serve no more than two consecutive terms in the same office, or until their successors are elected and assume office, or until they resign or are removed from office, or unless it is agreed to by the Board via a vote before an election to extend the term of service. Only current ISACA members shall be eligible to be elected to the Board. No member shall hold more than 2 chapter office(s) at a time. The term of office shall begin at the close of the annual meeting at which they are elected.
- B. Past Chapter Presidents may serve as an honorary member of the Board after the term as past president expires. The position as an Honorary Board member is approved every two-years by Board vote. Each Honorary Board member shall 1) attend Board meetings, 2) vote at the discretion of Board, and 3) participate in Board business.

Section 3. Duties of Chapter Board

The Chapter Board shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

- A. The Chapter **President** shall:
 - Preside at meetings of the Chapter and the Chapter Board,
 - Appoint all committee chairpersons and members ,
 - Be an ex-officio member of all committees except the Nominating Committee,
 - Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
 - Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees,
 - Maintain communications with the Association and respond to Association enquiries,
 - Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
 - Supervise budgetary matters and proper internal control of finances, and
 - Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.
- B. The Chapter **Vice President** shall:
 - Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
 - Perform the duties of the President in the event of his/her absence or disability, and
 - Perform other duties as pertain to this office.
- C. The Chapter **Secretary** shall:
 - Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
 - Maintain accurate attendance records,
 - Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
 - Assist the President in the administration of Chapter Board membership meetings, and
 - Perform other duties as pertain to this office.
- D. The Chapter **Treasurer** and **Assistant Treasurer** shall:
 - Be custodian of Chapter funds,
 - Beginning each year, prepare a budget based on input from the Board,
 - Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
 - Remit dues to the Association as required,
 - Submit a written report at each regular meeting,
 - In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
 - Submit annual financial statements for presentation to the membership at the annual general meeting,
 - Submit books and records for audit when required,

- File any and all tax forms required, and
 - Perform other duties as pertain to this office.
- E. The **Immediate Past President** of the Chapter shall:
- Provide advice and guidance to the new President and Chapter Board, and
 - Perform other duties as pertain to this office.
- F. The **Membership Committee Chair** shall:
- Maintain accurate lists of membership,
 - Maintain electronic lists of members and guests,
 - Forward information on events and other pertinent information to e-mail lists,
 - Identify and use other means of disseminating information about events and the chapter, where appropriate, and
 - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy issues,
 - Report on membership data from the Association,
 - Coordinate plans for maintaining and Increasing Chapter membership, and
 - Perform other duties as pertain to this office.
- G. The **Certification Committee Chair** shall:
- Maintain resource material related to ISACA's certifications,
 - Promote ISACA's accreditations within the Chapter membership, including exam preparation sessions,
 - Maintain exam participation rate to sustain the local area as an exam writing site,
 - Report to Chapter Board on exam results,
 - Act as a liaison between exam participants and the Association, and
 - Perform other duties as pertain to this office.
- H. The **Marketing Committee Chair** shall:
- Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, the Association, and any other new initiative,
 - Coordinate initiatives involving partnerships and alliances,
 - Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 - Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
 - Perform other duties as pertain to this office.
- I. The **Webmaster Committee Chair** shall:
- Be responsible for publishing the affairs of the Chapter on the Chapter website, and
 - Perform other duties as pertain to this office.
- J. The **Arrangements Committee Chair** shall:
- Be responsible for coordinating and approving contracts and arrangements for the Chapter training events,
 - Coordinate Board meetings; and such other events as may be authorized by the Chapter Board of Directors,
 - Obtain approval of arrangements from other local associations when the Chapter hosts joint training events,
 - Approves arrangements coordinated by other association when it hosts joint training events. and
 - Perform other duties as pertain to this office.
- K. The **Academic Outreach Committee Chair** shall:
- Provide liaison with academic institutions,
 - Establish opportunities to brief appropriate classes of academic institutions on ISACA, CISA, CISM, CGEIT and IT governance,
 - Coordinate scholarship initiatives approved by the Chapter Board,
 - Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions, and

- Perform other duties as pertain to this office.
- L. The **Education Committee Chair** shall:
- Be responsible for coordinating spring and fall seminar series,
 - Including designating location, date, time, speaker, topics, and materials required for training events,
 - Coordinate and approve contractual obligations for arrangements and speakers,
 - Develop pricing and advertisements for planned training events, and
 - Perform other duties as pertain to this office.
- M. The **Program Committee Chair** shall:
- Be responsible for obtaining and coordinating speakers for monthly training events,
 - Including identifying quality speakers,
 - Coordinating a speaker and topic for each of the nine monthly training events,
 - Obtaining a brief speaker bio and topic write-up,
 - Preparing the announcement and submitting to web team and membership,
 - Confirming the speaker availability one month before the training event,
 - Obtaining the presentation from the speaker and coordinating printing and delivery of presentation handout to training event,
 - Coordinating the speaker meal with Chapter arrangements, if necessary,
 - Coordinating speaker gift with Registration committee, if necessary,
 - Issuing email to speaker expressing appreciation for presentation and invitation for future presentations, if desired.
 - The program speakers and topics are coordinated for the next fiscal year by June for presentation in the next Chapter Board meeting, and
 - Perform other duties as pertain to this office.
- N. The **Registration Committee Chair** shall:
- Be responsible for obtaining sign-in sheet for Chapter training events from Arrangements Committee,
 - Registering attendees during training events,
 - Preparing and issuing receipts for attendees,
 - Validating and collecting proper payments,
 - Acquiring and providing speaker gifts when needed,
 - Paying service provider for arrangements when needed,
 - Depositing collections. The committee forwards all financial transactions and receipts to Treasurer and,
 - Perform other duties as pertain to this office.
- O. The **Young Professionals Committee Chair** shall:
- Be responsible for engaging those members under the age of 35 in education and networking opportunities and,
 - Perform other duties as pertain to this office.
- P. The **CSX Liaison Committee Chair** shall:
- Be responsible for obtaining information related to pertaining to topic,
 - Awareness campaign on topic, and,
 - Perform other duties as pertain to this office.
- Q. The **Government Regulatory Advocate Committee Chair** shall:
- Be responsible for obtaining information related to ISACA pertaining to topic,
 - Awareness campaign on topic and,
 - Perform other duties as pertain to this office.
- R. The **Newsletter Committee Chair** shall:
- Be responsible for gathering topical information on the chapter,
 - Writing articles,
 - Obtaining President and Vice President review of draft Newsletter,
 - Moving Newsletter to Final,
 - Forwarding to Webmaster for publishing, and,

- Perform other duties as pertain to this office.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.
- B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be filled by the Chapter Board.
- C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession.
- D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. A Nominating Committee of 3 members shall be selected by the Chapter Board at their June meeting.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report at Board meetings.
- D. Nominations from the floor shall be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

Section 2. Chapter Elections

- A. Annual election of all Officers and Directors shall, conducted electronically in April, and announced in the May meeting. Measures will be taken to ensure electronic voting is properly conducted and that each member's vote is only counted once.
- B. The Nominating Committee will accept nominations from February 1 through March 31. The Committee shall propose, subject to the approval of the Chapter Board of Directors, a slate of nominees (ballot) for all Chapter Officers and Directors. The ballot shall be communicated to the Chapter members by early April for voting on the Chapter website. A short biography of each nominee may be included on the website.
- C. The nominated Officers and Directors shall be elected by a plurality of the votes of the members beginning April 1 and concluding April 30 on the Chapter website. Any reservations voiced concerning an elected individual shall be addressed to the Chair of the Nominating Committee.
- D. Newly elected Chapter Officers and Directors shall be installed at the May meeting of each year and shall take office at the beginning of July. Each newly elected Chapter Officer and Director shall sign and submit to the Chapter Secretary the Willingness to Serve and Conflict of Interest forms prior to taking office.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the officers listed in Article V, Section 1.

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter between business meetings
- B. Make recommendations to the membership
- C. Be subject to the orders of the membership
- D. Meet 3 times a year at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws in Article IV. Section 3. and the parliamentary authority adopted by the Chapter

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget
- B. Expend funds allotted in the approved budget
- C. \$750 Expenditure - The entire Chapter Board of Directors shall authorize any expenditure over \$750.00, excluding payment for Monthly Chapter training and seminar speaker and food service provider invoices as well as invoices for approved special events such as annual Orioles event.
- D. \$500 Expenditure - Three Chapter Board of Director members, excluding the initiator of such expense, shall approve any expenditure over \$500.00.
- E. Receipts - Any Chapter expenditure will require a receipt in order to be reimbursed.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from July 1st to June 30th unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Insurance

The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Section 6. Quorum

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

Article VIII. Chapter Committees.

Section 1. A list of standing committees and duties are listed in Article V, Section 3. Other committees may be created as necessary by the Chapter Board.

Article IX. Indemnification

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in such action, suit or proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by agreement predicated on existence of such liability.

The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

Article X. Dissolution

If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any other Chapter or Association documents to International Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code with the approval of the Association's International President and Chief Executive Officer.

Article XI. Parliamentary Authority

The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the chapter in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules

the chapter may adopt.

Article XII. Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them being submitted for a vote by chapter membership.

Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a copy of the approved version of the Bylaws.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country or state requirements.

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