

Bylaws of ISACA Indonesia Chapter

Effective from: December 2014

Article I. Name

The name of this non-union, non-profit organization shall be **ISACA Indonesia 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 in Indonesia.

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 in Indonesia;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members in Indonesia;
- 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 in Indonesia.

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 individual/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.
- D. Academic Advocate Member – a selected full time professor or recognized adjunct instructor at an educational institution in the area of Audit / Accounting / Information System, Information Security, Enterprise Governance of IT/MIS, IT Risk Management who is able to promote student awareness and value of ISACA.

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.

- 59 3. Pay required dues to the Chapter and the Association.
60 4. Follow the Code of Professional Ethics of the Association.
61 B. Membership in the Association shall be conferred upon an individual when the Association has received the
62 required Association dues for that individual.
63

64 **Section 3.Dues**
65

- 66 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter
67 Board, plus Association dues.
68 B. Chapter Board shall evaluate its Chapter dues annually in June and submit the result to International
69 Headquarter at the latest in the end of July. The new chapter dues will be effective by 1 August in every year.
70 Any changes in Chapter dues shall be informed to members at least 2 weeks prior to when the dues change
71 goes in to effect.
72 C. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.
73 D. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as
74 required.
75 E. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.
76
77

78 **Article IV. Chapter Meetings**
79

80 **Section 1. Educational sessions**
81

82 Educational sessions of the Chapter membership shall be held at minimum 5 times a year - unless otherwise
83 ordered by the Chapter Board.
84

85 **Section 2. Annual General Meeting**
86

87 The annual general meeting shall be held in March and shall be for the purpose of electing officers, receiving
88 reports of officers and committees, or for any other business that may arise. Audit Director shall disclose its audit
89 and performance report with regards to compliance with Bylaw and Key Performance Indicators. The date and
90 location of the annual general meeting shall be determined by the Chapter Board.
91

92 **Section 3. Special Meetings**
93

94 Special meetings may be called by the President, the Chapter Board or upon written request by 20 of the
95 members. The purpose of the meeting shall be stated in the call. Except in the case of emergency, at least 14 days'
96 notice shall be given.
97

98 **Section 4. Quorum for Chapter Meetings**
99

100 The quorum for any regular or special meeting shall be 50 members, while for annual general meeting shall be
101 100 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later. The new date
102 and time will be communicated to members.
103

104 **Section 5. Act of the Membership**
105

106 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the
107 membership.
108

109 **Section 6. Notification**
110

111 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 14
112 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by
113 postal mail, by email or by telephone.
114

115 **Section 7. Mail or Electronic Voting**
116

117 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions

118 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of
119 these bylaws.
120

121 Article V. Chapter Officers

122 *Section 1. Chapter Officers*

- 123
- 124
- 125
- 126 A. The Officers of the Chapter shall constitute: President, Vice President, Secretary, Treasurer, Immediate Past
127 President, Membership Director, Program Director, Certification Director, and Audit Director and they shall
128 be elected in Annual General Meeting except the immediate Past President.
- 129 B. Additional officers, can be appointed after Annual General Meeting by the reason of expanded participation
130 in serving the membership and shall be approved in Chapter Board meeting. These additional positions do not
131 have voting right as elected officer.
- 132 C. Officers can propose to recruit executive management team to support their office operations and shall be
133 approved in Chapter Board meeting.
134

135 *Section 2. Term of Chapter Officers*

- 136
- 137 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two year(s), or until
138 their successors are elected and assume office, or until they resign or are removed from office. The term of
139 office shall begin at the close of the annual meeting at which they are elected.
- 140 B. No member shall hold more than one Chapter office(s) at a time, and no member shall be eligible to serve
141 more than two consecutive terms in the same Chapter office.
- 142 C. No member from the same institution shall hold more than one position in Chapter office.
143

144 *Section 3. Conflict of Interest*

145

146 Chapter Board members shall sign the Conflict of Interest and Disclosure statement form from Internal
147 Headquarter which includes the following statements i.e. duty to disclose, financial interest, other organization,
148 proprietary information and Gift. These forms should be signed in the beginning of the term responsibility and
149 during yearly annual reporting.
150

151 *Section 4. Duties of Chapter Officers*

152

153 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted
154 by the Chapter.
155

- 156 A. The Chapter **President** shall:
- 157 • Preside at meetings of the Chapter and the Chapter Board,
 - 158 • Appoint all committee chairpersons and members ,
 - 159 • Be an ex-officio member of all committees except the Nominating Committee,
 - 160 • Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate
161 or appoint another Chapter Board member as a representative,
 - 162 • Present an annual report to members at the annual general meeting - such report to consist of reports
163 from various Chapter officers and committees,
 - 164 • Maintain communications with the Association and respond to Association enquiries,
 - 165 • Be responsible for submission of the required annual chapter reports to the Association within 30 days
166 after the annual general meeting,
 - 167 • Supervise budgetary matters and proper internal control of finances, and
 - 168 • Perform other duties as pertain to the office of President, or which may be delegated by the Chapter
169 Board.
- 170
- 171 B. The Chapter **Vice President** shall:
- 172 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
 - 173 • Perform the duties of the President in the event of his/her absence or disability, and
 - 174 • Perform other duties as pertain to this office.
- 175
- 176 C. The Chapter **Secretary** shall:

- 177 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,
178 and maintain a copy of the records,
179 • Preside over board and chapter meetings in the absence of the President and Vice President,
180 • Maintain accurate attendance records,
181 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
182 • Assist the President in the administration of Chapter membership meetings, and
183 • Perform other duties as pertain to this office.

184

185 D. The Chapter **Treasurer** shall:

- 186 • Be custodian of Chapter funds,
187 • Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
188 carrying on of its activities or as directed by the Chapter Board,
189 • Remit dues to the Association as required,
190 • Submit a written report at each regular meeting,
191 • In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US
192 dollar credit account held at the Association,
193 • Submit annual financial statements for presentation to the membership at the annual general meeting,
194 • Submit books and records for audit when required,
195 • File any and all tax forms required, and
196 • Perform other duties as pertain to this office.

197

198 E. The **Immediate Past President** of the Chapter shall:

- 199 • Provide advice and guidance to the new President and Chapter Board, and
200 • Perform other duties as pertain to this office.

201

202 G. The **Membership Director** shall:

- 203 • Maintain accurate lists of membership,
204 • Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy
205 issues,
206 • Report on membership data from the Association,
207 • Coordinate plans for maintaining and Increasing Chapter membership, and
208 • Perform other duties as pertain to this office.

209

210 F. The **Program Director** shall:

- 211 • Manage and supervise all preparation and execution of conferences, seminars, training and technical
212 sessions
213 • Manage the relationship with third parties involved in program preparation and execution
214 • Perform other duties as pertain to this office.

215

216 H. The **Certification Director** shall:

- 217 • Maintain resource material related to certification,
218 • Promote accreditation within the Chapter membership, including exam preparation sessions,
219 • Maintain exam participation rate to sustain the local area as an exam writing site,
220 • Report to Chapter Board on exam results,
221 • Act as a liaison between exam participants and the Association, and
222 • Perform other duties as pertain to this office.

223

224 I. The **Audit Director** shall:

- 225 • Audit the financial and performance report
226 • Report the compliance and conformance of Bylaw and other compulsory regulation with regards to
227 Chapter practice and implementation
228 • Perform other duties as pertain to this office.

229

230 ***Section 4. Chapter Officer Vacancies***

231

232 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.

233 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be

- 234 filled by the Chapter Board.
235 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by
236 routine succession.
237 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position
238 as Chapter officer shall automatically become vacant.
239
240

241 **Article VI. Nominations and Elections**
242

243 ***Section 1. Chapter Nominations***
244

- 245 A. A Nominating Committee of 5 members shall be selected in the following manner:
246 A Nominating Committee shall be elected by the Chapter Board at their meeting 3 months prior to
247 Annual General Meeting.
248 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
249 nominate candidates for offices to be filled at the annual general meeting.
250 C. The Nominating Committee shall report to the membership at the regular meeting a month prior to
251 Annual General Meeting.
252 D. Nominations from the floor shall not be permitted prior to the election. Each candidate shall have
253 consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest
254 form.
255

256 ***Section 2. Chapter Elections***
257

- 258 A. Officers shall be elected by ballot.
259 B. In the event there is only one candidate for any office, voting on that office may be by voice.
260
261

262 **Article VII. Chapter Board**
263

264 ***Section 1. Composition of the Chapter Board***
265

266 The Chapter Board shall consist of the officers listed in Article V, Section 1.
267

268 ***Section 2. Duties***
269

270 The Chapter Board shall:

- 271 A. Supervise the affairs and conduct the business of the Chapter between business meetings
272 B. Make recommendations to the membership
273 C. Be subject to the orders of the membership
274 D. Meet Key Performance Indicator determined by the Chapter Board
275 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
276 F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be
277 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before
278 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be
279 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote.
280 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.
281 The minutes of the meeting shall be approved at the next in-person meeting.
282

283 ***Section 3. Financial Authority***
284

285 The Chapter Board shall have the authority to:

- 286 A. Approve the annual budget.
287 B. Expend funds allotted in the approved budget
288 C. Approval of annual budget and budget expenditure shall be made during Chapter Board meeting. Approval
289 from Chapter President is compulsory, while other Board members can give their own judgment.
290 D. Accountability report of any use of funds must be reported regularly during Chapter Board meeting.
291 E. Any expenditure which exceeds a 20% of the total funds held by Chapter must be approved by members in a
292 Special Meeting.

293 F. If Chapter financial/funds balance held in bank account which eligible to get return/interest is obliged,
294 Chapter Board must return this amount into charity/community care activities which allow significant impact
295 to members.
296

297 ***Section 4.Fiscal Year & Annual Financial Statements***
298

- 299 A. The fiscal year of the Chapter shall run from 1 January to 31 December unless otherwise established by the
300 Chapter Board.
301 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board,
302 presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to
303 the Association.
304

305 ***Section 5. Insurance***
306

307 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the
308 Chapter.
309

310 ***Section 6. Quorum***
311

312 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.
313
314

315 **Article VIII. Chapter Committees**
316

317 ***Section 1.Standing Committees***
318

319 There shall be the following standing committees as appropriate for chapter purposes and may not limited to:
320 program, membership, education, certification, audit, long range planning, bylaws, academic relations.
321

322 ***Section 2.Duties of Standing Committees***
323

324 Herewith the duties of Standing Committees:
325

- 326 A. The program committee shall develop and implement the Chapter training and development events for
327 the year.
328 B. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an
329 ongoing membership campaign. When requested by the Association, the local Chapter, through its
330 membership committee, shall receive and forward applications for membership to the Association.
331 C. The education committee shall recommend and oversee seminars of professional education, except exam
332 review courses.
333 D. The certification committee shall assist the chapter certification exam coordinator(s) in promoting
334 ISACA’s certification examinations and professional designations locally, and shall provide assistance in
335 planning and conducting chapter’s exam review courses.
336 E. The audit committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year
337 and reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the
338 completion date of the audit will be after the annual general meeting, members are to be advised that they
339 may request a copy of the audit letter, to be communicated to them upon completion. Members of the
340 audit committee shall be appointed by the Chapter Board and should be selected in a manner so as not to
341 have a conflict of interest (example : the Treasurer shall not be part of the audit committee).
342 F. The long range planning committee shall review the affairs of the Chapter and make recommendations to
343 the Chapter Board and the chapter members concerning ways and means by which the Chapter’s purpose
344 given in Article II can be met. The committee shall consist of a chairperson appointed by the president
345 plus at least four additional members approved by the Chapter Board. The term of office shall be one
346 year. It shall be the duty of this committee to develop a strategic plan, to regularly review the adopted
347 plan, and to prepare and submit plan amendments to the Chapter Board for adoption.
348 G. The bylaws committee shall report to the chapter board and shall maintain the bylaws. The bylaws
349 committee shall expedite the process of changing the bylaws in accordance with Article XI of the
350 bylaws, assure that all proposed changes conform to any local laws, examine the consistency of the
351 proposed change with other provisions of the bylaws and with those of the Association, and suggest

352 wording for proposed changes.
353 H. The academic relations committee shall perform review on the local Academic Advocates candidates
354 application and provide the final recommendation (approve / decline) decision to the International
355 Headquarter. This committee proactively may also invite individuals who are able to provide benefits to
356 promote ISACA objectives in academic society.
357

358 **Section 3. Special Committees**

359 Other committees may be created as necessary by the Chapter Board.
360
361

362 **Article IX. Audit**

363
364 Section 1: The financial records and statements of the Chapter shall be audited annually by a firm of public
365 accountants which proposed by the Audit Director and approved by the Audit Committee. The Auditors shall have
366 access to all books, accounts, vouchers and other documents of the Chapter which they deem necessary to carry
367 out their task.
368

369
370 Section 2: The Auditors shall express an opinion on the truth and fairness of the Chapter's statement of accounts,
371 having regard to the provisions of the laws and regulations concerning the finance and accounts of the Chapter.
372 The Auditors' report to the members shall be presented together with the statement of accounts before the Annual
373 General Meeting.
374

375 Section 3: The Auditors may be called by the Audit Committee to conduct a special examination of and submit a
376 report on the accounts at any time during the course of the year in addition to the annual audit at a fee approved by
377 the Audit Committee on the recommendation of the Chapter Board.
378

379 **Article X. Indemnification**

380 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person
381 who may have served at its request or by its election as a director or officer of another corporation, against
382 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit
383 or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been
384 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to
385 which any such director or officer or former director or officer or person shall be adjudged in such action, suit or
386 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by
387 agreement predicated on existence of such liability.
388

389 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking
390 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or
391 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such
392 office.
393
394

395 **Article XI. Dissolution**

396
397 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by two-thirds (2/3) vote of the
398 chapter membership after ten (10) days' notice has been mailed to each member. In the event of dissolution, the
399 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for
400 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International
401 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or
402 civic project designated by the Chapter membership, pursuant to the Indonesia governing code with the approval
403 of the Association's International President and Chief Executive Officer.
404

405 **Article XII. Parliamentary Authority**

406
407 The rules contained in the current edition of *Roberts Rules of Order Newly Revised* shall govern the chapter in all
408 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules
409 the chapter may adopt.
410

411 **Article XIII. Amendment of Chapter Bylaws**

412
413 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of
414 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them
415 being submitted for a vote by chapter membership.
416

417 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the
418 amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire
419 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership
420 Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a
421 copy of the approved version of the Bylaws.
422

423 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.
424 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable laws and
425 regulation of the Republic of Indonesia.
426

427 **Article XIV. Policy and Procedures**

428
429 The Chapter Board shall establish separate Policies and/or Procedures to govern each respective duty function
430 guidelines. This shall be discussed and must be approved in Chapter Board meeting.
431

432 * * * * *