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ISACA New York Metropolitan Chapter Bylaws

DRAFT (Effective: July 1, 2018)

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Article I. Name

The name of this non-union, non-profit organization shall be ISACA® New York Metropolitan Chapter Inc., hereinafter referred to as "Chapter", a Chapter affiliated with 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.

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Article II. 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 Cyber Security, Information Technology (IT) Governance, Information Systems (IS) audit, security, risk, control, and assurance.

The objectives of the Chapter are to:

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- Promote the education of and help expand the knowledge and skills of its members in the interrelated fields of Cyber Security, IT Governance, IS audit, security, risk, control, and assurance.
- Promote adequate communication and an open exchange of information and ideas to keep members abreast of current events in Cyber Security, IT Governance, IS audit, security, risk, control, and assurance that can be of benefit to them and their employers.
- Communicate to management, auditors, universities, government, and to IT professionals the importance of establishing controls necessary to ensure proper IT Governance and the effective organization and utilization of IT resources.

- Promote the Association’s professional certifications and ISACA frameworks.

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. Active 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 providing all qualifications and requirements set forth in the Chapter Bylaws have been met.
- **C. Student Member** – any full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrollment shall be submitted annually to the Association. Student members shall be entitled to vote providing all qualifications and requirements set forth in the Chapter Bylaws have been met but shall not be entitled to serve as Board Directors or Chapter Officer.

Section 2. Admission

- **A. Potential members** shall:
 - i. Meet the requirements of membership as outlined in Article III, Section 1.
 - ii. Complete an Association membership application form.
 - iii. Pay required dues to the Chapter and the Association.
 - iv. Follow the Code of Professional Ethics of the Association.
- **B. Membership** in the Association shall be conferred upon an individual when the Association has accepted the membership application and received the required Association dues, fees, and assessments for that individual and above requirements are met.

Section 3. Dues

- **A. Chapter dues** shall be payable on or before January 1 of each year, in an amount determined by the Chapter Board, plus Association dues. Dues and fees must be paid in full to ISACA International.
- **B. A member** must have paid their current dues in order to vote in any Chapter elections.
- **C. A member** shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.
- **D. Resignation** – Any member who resigns shall not be entitled to a refund of his or her annual membership dues.

Article IV. Chapter Meetings

Section 1. Regular Meetings

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84 Regular Meetings of the Chapter membership shall be held as ordered by the Chapter Board at
85 least quarterly, unless otherwise ordered by the Chapter Board, and shall be for the purpose of
86 conducting the regular business of the Chapter.

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88 **Section 2. Annual Meeting**

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90 The Annual Meeting shall be held in June of each year for the purpose of announcing and
91 installing the newly elected Chapter Board Officers and Directors, providing the state of the
92 Chapter, and for any other business deemed appropriate. The date and location of the Annual
93 Meeting shall be determined by the Chapter Board.

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95 **Section 3. Special Meetings**

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97 Special Meetings may be called by the President, or five (5) members of the Chapter Board, or
98 upon written request by 5% of the members. The purpose of the meeting shall be stated in the
99 call. No business shall be transacted except that mentioned in the call of the Special Meeting.

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101 **Section 4. Notification of Chapter Meetings**

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103 Members shall be notified not less than twenty-one (21) days in advance of the Annual Meeting
104 and not less than ten (10) days in advance of any Regular Meeting or Special Meeting, except in
105 case of emergency.

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107 **Section 5. Electronic Voting**

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- 109 • **A.** An issue that warrants a vote of the membership shall be voted on using an electronic
110 system approved by the Chapter Board.
- 111 • **B.** Electronic voting will be used for the purposes of membership voting on resolutions
112 approved by the Chapter Board, and such correspondence will be considered a special
113 meeting for the purposes of these bylaws.
- 114 • **C.** A ballot returned by 5% of the Chapter membership would be a valid vote.

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117 **Article V. Chapter Officers**

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119 **Section 1. Chapter Officers**

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121 The Officers of the Chapter shall be six (6) in number and are listed in order of ranking as follows:
122 President, 1st Vice President, 2nd Vice President, Treasurer, Corresponding Secretary, and
123 Recording Secretary.

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125 **Section 2. Qualifications of Chapter Officers**

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127 Chapter Officers are required to meet the following qualifications:

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- **A.** Candidates for President, 1st Vice President, 2nd Vice President, and Treasurer are
required to:
 - **i.** Have been dues-paying active or retired members in good standing of the
Association and the Chapter, as outlined in Article III, for a minimum of three (3)
years by February 15 prior to the upcoming election, except that if the
Treasurer is unable or unwilling to complete his or her term of office, the interim
replacement shall be exempt from the three-year minimum Association and
Chapter membership requirement and shall be permitted to stand for election
as Treasurer at the next regular election.

- 137 ○ ii. Have previously served on the Chapter Board as an elected Chapter Board
- 138 Director for a minimum of two (2) years prior to the upcoming election, except
- 139 that if the Treasurer is unable or unwilling to complete his or her term of office,
- 140 the interim replacement shall be exempt from the two-year minimum Chapter
- 141 Board service requirement and shall be permitted to stand for election as
- 142 Treasurer at the next regular election.
- 143 • B. Candidates for Corresponding Secretary and Recording Secretary are required to
- 144 have been dues-paying active or retired members of the Association and the Chapter,
- 145 as outlined in Article III, for a minimum of one (1) year by February 15 prior to the
- 146 election.
- 147 • C. Candidates for a Chapter Officers shall also meet the qualifications of Board Members
- 148 in Article VI, Section 2.

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150 **Section 3. Term of Chapter Officers**

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- 152 • A. The Chapter Officers shall be elected for a term of two (2) Chapter years, or until their
- 153 successors are elected and assume office, or until they resign or are removed from
- 154 office. The term of office shall begin July 1 immediately following the election.
- 155 • B. No Chapter Officer shall be nominated for election, be presented for election, or hold
- 156 more than one (1) Chapter office at a time,
- 157 • C. No Chapter Officer shall be eligible to serve more than one (1) consecutive elected
- 158 term in his or her own right in the same Chapter Officer position.

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160 **Section 4. Duties of Chapter Officers**

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162 The Chapter Officers shall perform the duties prescribed by these Bylaws and the parliamentary

163 authority adopted by the Chapter.

- 164 • A. The President shall:
 - 165 ○ i. Preside at all meetings of the Chapter and the Chapter Board.
 - 166 ○ ii. Serve as Chairperson of the Chapter Board.
 - 167 ○ iii. Supervise the business affairs and operations of the Chapter.
 - 168 ○ iv. Execute all orders and resolutions of the Chapter Board and enforce the
 - 169 Chapter Bylaws.
 - 170 ○ v. Appoint all committee chairpersons.
 - 171 ○ vi. Be an ex-officio member of all committees, except for the Nominating
 - 172 Committee.
 - 173 ○ vii. Represent the Chapter at Leadership Conferences, Presidents Council
 - 174 Meetings and other conferences and functions, where appropriate, or appoint
 - 175 another Chapter Board member as a representative.
 - 176 ○ viii. Present an annual report to Chapter Members within the Chapter year at a
 - 177 selected Chapter meeting, or other means of communications, with notification
 - 178 to the Chapter Members through normal channels.
 - 179 ○ ix. Submit all required reports to the Association on a timely basis.
 - 180 ○ x. Maintain communications with the Association and respond to Association
 - 181 inquiries.
 - 182 ○ xi. Supervise budgetary matters and proper internal control of finances.
 - 183 ○ xii. Be responsible for the legal affairs of the Chapter.
 - 184 ○ xiii. Approve all regulatory and tax reporting prior to submission by the
 - 185 Treasurer.
 - 186 ○ xiv. Serve as liaison and advisor in coordinating the activities of the local Chapter
 - 187 in support of the Association.
 - 188 ○ xv. Perform other duties as pertain to the office of President, or which may be
 - 189 delegated by the Chapter Board.
- 190 • B. The 1st Vice President shall:

- 191 ○ i. Preside at meetings of the Chapter and Chapter Board in the absence of the
- 192 President.
- 193 ○ ii. Perform the duties of the President in the event of his or her absence or
- 194 disability.
- 195 ○ iii. Perform other duties as pertain to this office, or which may be delegated by
- 196 President and or the Board.
- 197 • C. The 2nd Vice President shall:
- 198 ○ i. Preside at meetings of the Chapter and Chapter Board in the absence of both
- 199 the President and 1st Vice President.
- 200 ○ ii. Perform the duties of the 1st Vice President in the event of his or her absence
- 201 or disability.
- 202 ○ iii. Perform other duties as pertain to this office, or which may be delegated by
- 203 President and or the Board.
- 204 • D. The Treasurer shall:
- 205 ○ i. Be the custodian of Chapter funds.
- 206 ○ ii. Receive, deposit and/or disburse such funds of the Chapter as shall be
- 207 required in the conduct of its affairs and the carrying on of its activities.
- 208 ○ iii. Remit dues to the Association as required.
- 209 ○ iv. Submit a written report at each regular Chapter Board meeting, or as
- 210 requested by the President.
- 211 ○ v. Submit books and records for review by the Audit Committee or its
- 212 representative.
- 213 ○ vi. File any and all tax forms required on a timely basis.
- 214 ○ vii. Respond to audit recommendations approved by the Chapter Board and
- 215 assist with the implementation of process improvements.
- 216 ○ viii. Perform other duties as pertain to this office or as directed by the Chapter
- 217 President and /or Board.
- 218 • E. The Corresponding Secretary shall:
- 219 ○ i. Be responsible for communications and correspondence pertaining to the
- 220 Chapter.
- 221 ○ ii. Perform other duties as pertain to this office or as directed by the Chapter
- 222 President and /or Board.
- 223 • F. The Recording Secretary shall:
- 224 ○ i. Take minutes of the meetings of the Chapter Board and membership meetings,
- 225 and maintain the files of previous minutes, together with all related records, for
- 226 a minimum of seven (7) years.
- 227 ○ ii. Maintain accurate records of Chapter Board member attendance.
- 228 ○ iii. Be responsible for the records of the Chapter.
- 229 ○ iv. Perform other duties as pertain to this office or as directed by the Chapter
- 230 President and /or Board.

231 **Section 5. Chapter Officer Vacancies**

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- 234 • A. In the event a Chapter Officer position is vacant due to resignation or removal, the
- 235 next ranking Chapter Officer shall have the option of advancing, subject to Chapter
- 236 Board approval, and if he or she chooses not to advance, the next subsequent ranking
- 237 Chapter Officer shall have the option of advancing to the originally vacated Chapter
- 238 Officer position, subject to Chapter Board approval.
- 239 • B. If no subsequent Chapter Officer in order of ranking chooses to advance, the
- 240 President shall appoint an individual to finish out the term of the vacated Chapter
- 241 Officer position, subject to approval by the Chapter Board.
- 242 • C. If the Recording Secretary's office becomes vacant, for any reason, the President shall
- 243 appoint a replacement, subject to approval by the Chapter Board.
- 244 • D. In the event the President is unable to appoint any such individuals in (B) and (C)
- 245 above due to vacancy of the office, the Chapter Board will authorize a replacement.

- E. 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. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of up to twenty-four (24) Board members:

- A. Six (6) Chapter Officers as described in Article V to be elected.
- B. One (1) Immediate Past President of the Chapter to serve, subject to his or her written acceptance by the April Chapter Board meeting in a non-elective, advisory capacity, perform other duties as assigned by the President or Chapter Board, and who maintains the same rights and obligations as Chapter Directors.
- C. Fourteen (14) elected Chapter Board Directors that assist the President and Chapter Officers in the execution of their duties.
- D. Up to three (3) Chapter Board Directors could be appointed by the majority decision of the Board for the remainder of the Chapter Board term. These appointed Chapter Board Directors shall have the same rights and obligations as elected Chapter Directors. The decision to expand the Board shall be made by the Chapter President.

Section 2. Qualifications of Board Members

Chapter Board members, including those standing for election and pending installation, are required to meet the following qualifications:

- A. They must have paid their current dues of the Association and an ISACA Chapter, as outlined in Article III, for a minimum of one (1) year by February 15 prior to the upcoming election and through their entire term of office. They also must have attended at least one Chapter meeting during the year prior to February 15 or had an appointed Board, Committee or Subcommittee leadership role at an ISACA chapter.
- B. There shall not be more than three (3) members from the same organization nominated or proposed to be appointed who are either part of the same department or report to the same immediate manager or group head (group Vice President, Partner, or equivalent) serving on the Chapter Board at the same time, except that if an existing Chapter Board member has a job position change that results in more than three (3) members from the same organization nominated or proposed to be appointed who are either part of the same department or report to the same immediate manager or group head as defined above, the existing Chapter Board member shall be exempt from the requirements outlined in this paragraph for the year in which the job position change occurs. At the next regularly scheduled election, if there is a need to reduce an organization's presence on the Chapter Board to preserve the limit of three (3) as defined above, preference will first be given to currently serving Chapter Board members having the most seniority, otherwise the resolution for the remaining ballot spot(s) will be determined by the candidates in question mutually agreeing on a reduction plan, and failing that, the Nominating Committee will determine an appropriate non-subjective reduction plan. In all cases, a candidate standing for election to the Chapter Board for the first time shall be subject to the requirements outlined in this paragraph B.
- C. They shall be disqualified from standing for election or serving on the Chapter Board should it become known that they have been:
 - i. Removed previously from the Chapter Board, other than due to resignation.
 - ii. Convicted of a felony crime. In the case of an indictment for a felony crime, the Chapter Board shall suspend all Chapter Officer/Director responsibilities and privileges currently held by that Chapter Board member, including the right to stand for upcoming election, until the matter is resolved or that Chapter Board member's term expires, whichever occurs first.
 - iii. Declared of unsound mind by a final order of a court of law.

- 301 • **D.** Candidates shall not be permitted to nominate themselves for more than one open
302 Chapter Board position.
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304 **Section 3. Term of Directors**
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306 Chapter Directors, except the Immediate Past President and appointed Chapter Directors, shall
307 be elected annually during the annual election for a term of one (1) Chapter year or until their
308 successors are elected and assume office, or until they resign or are removed from office. The
309 term of office shall begin July 1 immediately following the annual election.
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311 **Section 4. Duties of Chapter Board**
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313 The Chapter Board shall:

- 314 • **A.** Act as the governing body of the Chapter and its action shall be final, unless otherwise
315 specifically provided by these Bylaws or those of the Association.
316 • **B.** Supervise the affairs and conduct the business of the Chapter between Chapter
317 meetings.
318 • **C.** Make recommendations to the membership as needed.
319 • **D.** Be subject to the orders of the membership.
320 • **E.** Perform the duties prescribed in these Bylaws and the parliamentary authority adopted
321 by the Chapter.
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323 **Section 5. Financial Authority**
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325 The Chapter Board shall:

- 326 • **A.** Approve the Chapter budget. The Chapter budget may extend beyond any fiscal or
327 calendar year.
328 • **B.** Oversee the expenditure of funds allotted in the approved budget for the benefit of the
329 Chapter membership.
330 • **C.** Authorize non-budgeted expenditures not to exceed \$20,000 without prior approval of
331 the Chapter membership. The amount must not be broken down into smaller
332 transactions.
333 • **D.** Authorize the execution of a contract only by a Chapter Officer or, in the case of a
334 special event, by the Chairperson of the special event, if the nature, scope and
335 expenditure specified in the contract have been previously approved by the Chapter
336 Board. If the nature, scope or expenditure specified in a contract exceeds or is
337 otherwise outside that which was previously approved by the Chapter Board, the
338 Chapter Officer or Chairperson of the special event shall obtain advance approval by
339 the Chapter Board prior to any action being taken.
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341 **Section 6. Fiscal Year & Annual Financial Statements**
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- 343 • **A.** The fiscal year of the Chapter shall run from January 1 to December 31 unless
344 otherwise established by the Chapter Board.
345 • **B.** The Chapter Board shall ensure that annual financial statements are prepared,
346 approved by the Chapter Board, and submitted as part of the Chapter Annual Report to
347 the Association.
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349 **Section 7. Meetings of Chapter Board**

- 350 • **A.** The Chapter Board shall meet or convene at least four times per year at a time and
351 place or by a method determined by the Chapter President or the Board.
352 • **B.** The Chapter Board, including standing committees, special committees, and
353 subcommittees of the Chapter Board, shall have the option to conduct its business by

354 conventional or electronic means including in person, or by teleconference,
355 videoconference, or other appropriate means or electronic communications media,
356 provided that all members have access to the information and/or debate through one or
357 more of the means listed. A conference meeting must be arranged at least forty-eight
358 (48) hours in advance of the conference meeting, each member shall seek recognition
359 from the chair before beginning to speak, each member shall identify himself or herself
360 prior to speaking, and the minutes of the conference meeting shall be approved by the
361 Chapter Board at the next in-person meeting. In the case of an e-mail, computer, or
362 other electronic meeting, it must be arranged at least forty-eight (48) hours in advance
363 of the electronic meeting, and a start and stop time/date shall be established for the
364 electronic meeting.

- 365 • **C.** Special Meetings of the Chapter Board may be called at any time by the President or
366 any five (5) members of the Chapter Board and shall be conducted in accordance with
367 the means specified in Article VI Section 7B. The purpose of the meeting shall be
368 stated in the call. Any correspondence or electronic transmissions will be considered a
369 Special Meeting, as appropriate, and copies of all e-mails or other electronic
370 documentation will be included as Chapter Board minutes by the Recording Secretary.

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372 **Section 8. Notification of Chapter Board Meetings**

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374 Notice of Chapter Board meetings shall be given to each Chapter Board member not less than
375 forty-eight (48) hours for Special Meetings and not less than seven (7) days for all other meetings
376 in advance of the meeting by any method deemed necessary or as the Chapter Board may
377 otherwise direct. However, no failure in delivery of such notices shall invalidate the meeting or
378 any related action taken or proceedings.

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380 **Section 9. Quorum of the Chapter Board**

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382 A majority of the elected Chapter Board members then in office shall constitute a quorum for all
383 Regular Meetings, and Special Meetings of the Chapter Board. A quorum will be in effect when
384 the number of Board members present, whether in person, or by teleconference,
385 videoconference, or other means specified in Article VI Section 7B by which all Chapter Board
386 members present at the meeting equal a numerical majority of elected Chapter Board members
387 then in office.

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389 **Section 10. Action by the Chapter Board**

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391 The affirmative vote of the majority of Chapter Board members present and voting at a meeting,
392 whether in person, or by teleconference, videoconference, or other means specified in Article VI
393 Section 7B at which a quorum is present shall constitute an act of the Chapter Board. As the
394 voting process takes place after the Chapter Board has been witness to or in receipt of all related
395 discussions and information, prior dated electronic votes, e-mails, or other electronic
396 documentation are not valid.

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398 **Section 11. Expenses and Compensation of Chapter Board Members**

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400 • **A.** Members of the Chapter Board and Committees thereof may receive such
401 reimbursement for expenses as may be fixed or determined by the Chapter Board.
402 Such reimbursement shall be for expenses incurred in the performance of their duties
403 and be for legitimate Chapter expenses.

- 404 • **B.** Members of the Chapter Board and Committees thereof shall not be paid any
405 compensation for their services should they choose to participate.

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407 **Section 12. Chapter Board Member Vacancies**

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- **A.** A Chapter Board member may resign at any time through written notice to the President at least two (2) weeks in advance. The resigning Chapter Board member shall transition all duties and responsibilities, as applicable, to other members of the Chapter Board to ensure continuity of tasks and initiatives in support of Article II.
- **B.** Except for Chapter Officer positions, if an elected Chapter Board Director position becomes vacant, for any reason, a majority of the remaining Chapter Board members then in office is entitled to approve either leaving the position open for that term or appointing a Chapter member to fill the unexpired portion of the term.
- **C.** If the Immediate Past President is unwilling or unable to serve, the vacancy shall remain open for that term.

420 **Section 13. Chapter Board Member Removal**

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- **A.** A Chapter Board member shall be considered to have resigned his or her Chapter Board position who is known to have:
 - **i.** Violated either the Bylaws of the Chapter or by not fulfilling assigned duties as determined by the Board or the Bylaws of the Association as determined by the Association.
 - **ii.** Violated the Code of Professional Ethics of the Association as determined by the Association.
 - **iii.** Failed to attend, excluding any excused absences, a minimum of either two (2) Chapter Board meetings in a single calendar quarter or 50% of regularly scheduled Chapter Board meetings for two (2) consecutive calendar quarters.
 - **iv.** Been convicted of a felony crime. In the case of an indictment for a felony crime, the Chapter Board shall suspend all Chapter Officer/Director responsibilities and privileges currently held by that Chapter Board member, including the right to stand for upcoming election, until the matter is resolved or that Chapter Board member's term expires, whichever occurs first.
 - **vi.** Been declared of unsound mind by a final order of a court of law.
- **B.** Removal of any Chapter Board member shall also constitute removal of that individual from any Chapter Officer, Committee, or other Chapter Board-related position.
- **C.** Removal of a Chapter Board member is final and shall cancel all rights, interest, or privileges of such Director in the services or resources of the Chapter, but does not expel the Director in question from membership in the Association.

444 **Section 14. Chapter Volunteers**

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Chapter members who volunteer to work on Chapter Committees or initiatives are not considered members of the Chapter Board with voting rights. These individuals are not elected but are selected by the Chapter Board, President, and/or a Committee Chairperson, and can be removed from Committees by the Chapter Board, President and/or Committee Chairperson. Generally, they will not be subject to any guidelines outlined in Article VI, but must carry out the duties as assigned by the Chapter Board, President and/or the Committee Chairperson.

453 **Section 15. Insurance**

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The Chapter Board shall secure insurance coverage deemed to be necessary and appropriate to meet the needs of the Chapter.

459 **Article VII. Nominations and Elections**

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Section 1. Chapter Nominations

- 462 • **A.** A Nominating Committee of three (3) members shall be appointed by the President
463 and approved by the Chapter Board at or prior to the December meeting prior to the
464 election to facilitate and monitor the annual election process. A Nominating Committee
465 member shall not be either a currently elected member of the Chapter Board or a
466 candidate standing for the upcoming election.
- 467 • **B.** The Nominating Committee shall:
 - 468 ○ **i.** Solicit from the Chapter membership beginning in January of each year
469 candidates for any open Chapter Board positions to be filled.
 - 470 ○ **ii.** Accept nominations in writing only from current Chapter members up to and
471 including February 15 prior to the election.
 - 472 ○ **iii.** Ensure that candidates have been properly screened and qualified for the
473 positions for which they are being presented as stated in Article V, Section 2
474 and Article VI, Section 2, as applicable, candidates for Chapter Officer
475 Positions have been interviewed, and the process and results have been
476 documented and retained.
 - 477 ○ **iv.** Submit to the Chapter Board a preliminary written report of the slate of
478 candidates at the March Chapter Board meeting. Submit a final written report of
479 the slate of candidates at the April Chapter Board meeting, including written
480 explanation of the criteria and methodology used to evaluate candidates.
481 Following the receiving of the report of the Nominating Committee, and prior to
482 the disclosure of the Nominating Committee's endorsements, the Chapter Board
483 shall vote whether all or no endorsements shall be included on the ballot.
484 Nominating Committee will provide a list of endorsements of any candidates
485 receiving unanimous vote by all members of the Nominating Committee. This
486 endorsement would be at the sole discretion of the Nominating Committee.
 - 487 ○ **v.** Notify candidates who have won election within five (5) days following the
488 conclusion of the election.

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490 **Section 2. Chapter Elections**

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- 492 • **A.** Chapter Officers and Directors shall be elected by ballot, and the balloting
493 methodology shall be approved by the Chapter Board and communicated to the
494 Chapter membership at least thirty (30) days in advance of commencement of the
495 period of election.
- 496 • **B.** Election period is to be for 14 days, with the election closing no later than May 21st.
- 497 • **C.** Chapter Officers and Directors, except for the Immediate Past President, shall be
498 elected by a simple plurality of the votes returned by the Chapter membership, with at
499 least 5% of the Chapter members voting for the election to be official.
- 500 • **D.** In case of a tie between any candidates, Nominating Committee shall authorize a run-off
501 election with election period of seven days.
- 502 • **E.** The Nominating Committee shall submit a written report summarizing the results of the
503 election to the Chapter Board at the June Chapter Board meeting following the
504 conclusion of the election.
- 505 • **F.** Chapter Officers and Directors elected shall be announced and installed at the
506 Chapter Annual Meeting held each year and shall take office effective July 1
507 immediately following the annual election.

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509 **Section 3. Propositions**

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511 The Chapter Board shall have the authority to submit a proposition for membership consideration
512 and vote, with Chapter Board approval, as follows:

- 513 • **A.** At the time of the annual election ballot.
- 514 • **B.** Earlier than the annual election ballot if the Chapter Board deems necessary,
515 providing the proposition has been approved by the Chapter Board at two (2)
516 consecutive Chapter Board meetings.

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Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following Standing Committees: Membership, Education, Certification, Corporation Relations, Academic Relations, Strategic Planning, Bylaws, Finance, Audit and Technology.

Section 2. Committee Member Appointments

- A. The Chairperson of a Committee shall be appointed by the President.
- B. Committee members shall be appointed by the respective Committee Chairperson, subject to the approval of the President.

Section 3. Term of Committee Appointments

Committee Chairperson and member appointments shall expire June 30 of the Chapter year, or upon resignation or removal as outlined in Section 4 below, as appropriate.

Section 4. Committee Member Removal

- A. Except for the Nominating Committee and the Audit Committee, a Committee Chairperson can be removed from his or her appointment with or without cause by the President. The chairperson of the Nominating Committee or the Audit Committee can be removed from his or her appointment only by approval of the Chapter Board. Any Chapter Board member can bring a motion to the Chapter Board for removal of a member of the Nominating Committee or Audit Committee, and any member of the Nominating Committee or the Audit Committee can bring such a motion relating to his or her Committee.
- B. A Committee member, other than for the Nominating Committee or Audit Committee, can be removed with or without cause by either the President or the respective Committee Chairperson subject to approval by the President. A Committee member of the Nominating Committee or the Audit Committee can be removed from his or her appointment only by approval of the Chapter Board.

Section 5. Duties of Standing Committees

- A. Chapter Committees have the following general responsibilities:
 - i. Prepare and submit a written charter, strategic plan that incorporates Committee goals and objectives, and budget for the Chapter year to the Chapter Board for approval at the August Chapter Board meeting.
 - ii. Ensure adequate and appropriate staffing and other resources are established to accomplish the strategic plan of the Committee and meet deadlines, as appropriate.
 - iii. Be prepared to provide a status report at each Regular Meeting of the Chapter Board or upon request by the President or the Chapter Board.
- B. The Membership Committee shall promote interest in the Chapter, and the Association, through General Membership meetings and social and networking events, and conduct an ongoing membership campaign. When requested by the Association, the Chapter, through its Membership Committee, shall receive and forward applications for membership to the Association.

- 570 • **C.** The Education Committee shall organize and promote seminars and programs of
571 professional education, except exam review courses.
- 572 • **D.** The Certification Committee shall promote ISACA' s certifications and
573 certificates. Plan and conduct the Chapter's exam review courses.
- 574 • **E.** The Corporate Relations Committee shall develop and maintain relationships with key
575 industry leaders in audit, governance, risk and cybersecurity fields to obtain guidance
576 on Chapter programming, recruit presenters for chapter events, promote recognition of
577 ISACA certifications and encourage employee ISACA membership.
- 578 • **F.** The Academic Relations Committee shall promote student awareness of the audit and
579 control professions, identify member schools and maintain ongoing working
580 relationships with School Advocates. It shall be the duty of this Committee to develop a
581 strategic plan and budget, to regularly review the adopted plan, and to prepare and
582 submit plan amendments to the Chapter Board for adoption.
- 583 • **G.** The Strategic Planning Committee shall review the affairs of the Chapter and make
584 recommendations to the Chapter Board and the Chapter members concerning ways
585 and means by which the Chapter's purpose given in Article II can be met. It shall be the
586 duty of this Committee to develop a strategic plan, to regularly review the adopted plan,
587 and to prepare and submit plan amendments to the Chapter Board for adoption.
- 588 • **H.** The Bylaws Committee shall report to the Chapter Board and maintain the Bylaws.
589 The Bylaws Committee shall expedite the process of changing the Bylaws in
590 accordance with Article XII, assure that all proposed changes conform to any local
591 laws, examine the consistency of the proposed change with other provisions of the
592 Bylaws and with those of the Association, and suggest wording for proposed changes.
- 593 • **I.** The Finance Committee, which shall include the Treasurer as a member, shall prepare
594 and submit a consolidated budget at the August Chapter Board meeting for approval by
595 the Chapter Board and provide financial reporting of actual results on a periodic
596 basis. In addition, the Committee shall assist in the preparation and submission of
597 required financial statement, tax and audit information.
- 598 • **J.** The Audit Committee shall perform a financial audit or review, at least annually to
599 ensure that the Chapter accounts are properly monitored and the Treasurer is following
600 Chapter guidelines. Following completion of the financial audit or review, the Audit
601 Committee shall present a report of the financial audit or review to the Chapter Board
602 by the June Chapter Board meeting. If the completion date of the report of the financial
603 audit or review will be after the Annual Meeting, members will be advised that they may
604 request a copy of the report, to be communicated to them after presentation of the
605 report to the Chapter Board.
- 606 • **K.** The Technology Committee shall be responsible for planning, building, and operating
607 IT systems to support the Chapter and Association activities, including but not limited to
608 the Chapter website.

610 **Section 6. Special Committees**

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612 Special Committees may be created, maintained, or removed as necessary by the Chapter Board
613 as deemed appropriate.

616 **Article IX. Indemnification**

- 617 • **A.** The Chapter shall indemnify any and all of its Directors or Officers or former Directors
618 or Officers or any person who may have served at its request or by its election as a
619 Director or Officer of another corporation, against expenses actually and necessarily
620 incurred by them in connection with the defense or settlement of any action, suit or
621 proceeding in which they, or any of them, are made parties, or a party, by reason of
622 being or having been Directors or a Director or Officer of the Chapter or of such other
623 corporation, except in relation to matters as to which any such Director or Officer or

624 former Director or Officer or person shall be adjudged in such action, suit or proceeding
625 to be liable for willful misconduct in performance of duty and to such matters as shall be
626 settled by agreement predicated on existence of such liability.
627 • **B.** The indemnification provided hereby shall not be deemed exclusive of any other rights
628 to which anyone seeking indemnification may be entitled under any bylaw, agreement,
629 vote of members or disinterested Directors or otherwise, both as to action in his or her
630 official capacity and as to action in another capacity while holding such office.
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633 Article X. Dissolution

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635 To effect dissolution of the Chapter, these Bylaws must be rescinded by two-thirds (2/3) vote of
636 the Chapter membership after ten (10) days' notice has been mailed or e-mailed to each
637 member. In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the
638 Association, in writing, indicating the reason(s) for dissolution and shall return the Chapter charter
639 and any other Chapter or Association documents to Association. All net assets shall go to a
640 welfare, education, or civic project designated by the Chapter membership, pursuant to Section
641 501 (c) (6) of the US Internal Revenue Code with the approval of the Association's International
642 President and Chief Executive Officer.
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645 Article XI. Parliamentary Authority

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647 The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern
648 the Chapter in all cases to which they are applicable and in which they are not inconsistent with
649 these Bylaws and any special rules the Chapter may adopt.
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652 Article XII. Amendment of Chapter Bylaws

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654 **Section 1. Bylaws Amendment Process**

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656 The Chapter Board shall conduct at least an annual comparison of the Chapter practices to the
657 Bylaws. The Chapter Board must ensure the compliance of the Bylaws with the Association's
658 Bylaws and applicable laws and regulations.
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660

660 **Section 2. Approval of Bylaws Changes**

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- 662 • **A.** The Chapter Board shall approve all suggested Bylaws changes prior to forwarding
663 them to the Membership Division of the Association, with changes indicated.
- 664 • **B.** Approval of Bylaws changes by the Membership Division of the Association is required
665 prior to presentation of such Bylaws changes to the Chapter membership for approval.
- 666 • **C.** Changes to the Chapter Bylaws shall be communicated to the entire Chapter
667 membership at least ten (10) days prior to vote and approval by 2/3 of votes returned
668 with at least 5% of the Chapter members voting for the vote to be official. Changes to
669 Chapter Bylaws can be presented to the Chapter membership for a vote no more than
670 twice per Chapter year.
- 671 • **D.** Bylaws changes that have been approved by the Chapter membership will be sent to
672 the Membership Division of the Association and posted on the Chapter website.
- 673 **E.** The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter
674 practices to the bylaws. The Chapter must ensure the compliance of the bylaws with the
675 Association's bylaws and any applicable country or state requirements.