

Bylaws of ISACA Pittsburgh Chapter

Approvals

Board – Original: May 15, 2008

ISACA International: September 15, 2008

Board Approval – Final: September 17, 2008

Chapter Membership: December 8, 2008 with effective date of June 1, 2009

Amendments reviewed by ISACA International on November 9, 2010

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Pittsburgh 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 shall be entitled to 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. Proof of enrollment shall be submitted annually. Student members shall not be entitled to vote and shall not be entitled to 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 Meetings

Section 1. Regular Meetings

Regular meetings of the Chapter membership shall be held at least seven (7) times per year unless otherwise ordered by the Chapter Board.

Section 2. Educational sessions

Educational sessions of the Chapter membership shall be held at least four (4) unless otherwise ordered by the Chapter Board.

Section 3. Annual General Meeting

The annual general meeting shall be held in May and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 4. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by at least twenty (20) members of the Chapter membership. The purpose of the meeting shall be stated in the call.

Section 5. Mail or Electronic Voting

If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 6. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting shall be twenty (20) members. In absence of quorum, the meeting will be adjourned, and reconvened within one (1) month. 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 thirty (30) days in advance of the annual general meeting. Members shall be notified at least twenty-one (21) 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

The Officers of the Chapter shall be nine (9) in number, constituting: President, Vice President – Programs, Vice President – Seminars, Vice President - Logistics, Secretary, Treasurer, and three (3) Directors, including the Immediate Past President.

Section 2. Term/Duties of Chapter Officers

A. The Chapter Officers, except the immediate Past President, shall be elected for a term of one (1) year, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin on June 1 to coincide with the start of the new fiscal year. No member shall hold more than two (2) Chapter offices at a time and will be limited to only one vote on the Board.

Section 3. Duties of Chapter Officers

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

A. The Chapter **President** shall:

- Coordinate and schedule all Board meetings,
- Preside at meetings of the Chapter and the Board,
- Appoint all standing committee chairpersons and other committees as authorized by the Chapter Board,
- Be an ex-officio member of all committees,
- Represent the Chapter at Leadership Conferences, Presidents Council Meetings 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 chapter annual report 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 - Programs** shall:

- Preside at meetings of the Chapter and the Board, in the absence of the President,
- Perform the duties of the President in the event of his/her absence or disability,
- Head of the Program Planning Committee,
- Secure topic(s) and speaker(s) for chapter program and luncheon events,
- Provide cost information, e.g., fees, travel expenses, to the Board,
- Sign contracts for speakers after authorization from the Board,
- Develop notice/brochure for events,
- Provide handouts and coordinate audio/visual requirements for speakers,
- Introduce speakers at programs and luncheons,
- Obtain speaker honorariums as appropriate,
- Keep the Board informed on the status of events, and
- Perform other duties as pertain to this office.

C. The Chapter **Vice President - Seminars** shall:

- Preside at meetings of the Chapter and the Board, in the absence of the President and Vice President - Programs,
- Perform the duties of the Vice President - Programs in the event of his/her absence or disability,
- Head of the Seminar Planning Committee,
- Secure topic (s) and speaker(s) for the Security Forum and Spring Seminar,
- Provide cost information, e.g., fees, travel expenses, to the Board,
- Sign contracts for speakers after authorization from the Board,

- Develop notice/brochure for events,
- Provide handouts and coordinate audio/visual requirements for speakers,
- Introduce speakers at the forum and seminar,
- Obtain speaker honorariums as appropriate,
- Keep the Board informed on the status of events, and
- Perform other duties as pertain to this office.

D. The Chapter **Vice President - Logistics** shall:

- Secure facilities for all events after Board approval including:
 - Selection of food/menus
 - Room setup
 - Secure audio/visual equipment, registration table
 - Sign facility contracts
 - Provide CPE certifications, receipts and evaluation forms
 - Confirm attendance with caterers and facilities.
- Register attendees and:
 - Be point of contact for registration
 - Provide roster for registration of attendees
 - Provide daily sign-in sheets
 - Register attendees on the day of the event and distribute handouts, CPE certificates, receipts and evaluation forms to attendees
- Keep the Board informed on the status of logistical preparation for events, including costs and pricing.

E. 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,
- Keep and maintain membership records including electronic membership mailing lists,
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
- Distribute chapter correspondence via electronic means to the membership,
- Assist the President in the administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

F. The Chapter **Treasurer** shall:

- Be custodian of Chapter funds and maintain the financial records of the Chapter,
- 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,
- In concert with the Vice Presidents of Programs, Seminars and Logistics, ensure proper recording and deposit of all Chapter funds from events,
- Remit dues to the Association as required,
- Submit a written report with reconciliation of all financial accounts at each board meeting,
- In concert with the majority of the Board, 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, and for inclusion in the Chapter Annual Report,
- Submit books and records for audit when required,
- File any and all tax forms required, and
- Assist the Vice President – Logistics at the registration table for all events by ensuring the collection and recording of fees, and
- Perform other duties as pertain to this office.
- Handle any billing for delinquent accounts.

G. The **Director - Immediate Past President** of the Chapter shall:

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

H. The **Director – Career and Education Outreach Director** shall:

- Maintain resource material related to ISACA certifications
- Promote ISACA accreditations within the Chapter membership, including exam preparation sessions if demand requires;
- Develop and coordinate exam review education program(s), including notice/brochure with Board approval;
- Report exam results to Chapter Board;
- Act as a liaison between exam participants and the Association;
- Introduce newly certified individuals at the annual recognition luncheon;
- Act as a liaison with academic institutions;
- Establish opportunities to brief appropriate classes of academic institutions on ISACA, its certifications and IT governance;
- Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions;
- Provide information on employment opportunities to the chapter membership, which includes searching local listings (Internet and/or via contact with IT Managers at various companies) of positions that may be of interest to chapter members. Ensure items are posted to the chapter web site and in the chapter newsletter, as appropriate; and
- Perform other duties as pertain to this office.

I. The **Director at Large** shall:

- Contribute to the work of the Board on a wide variety of topics and projects, as directed by the President and Board.

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 – Programs.
- 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 three (3) members shall be elected by the Chapter Board at their February meeting.
- B. The Nominating Committee shall solicit nominations from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C. The Nominating Committee shall report to the membership in April the members nominated for office.
- D. Nominations from the floor shall not 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. Officers shall be elected by ballot.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.

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 regular meetings of the membership,
- B. Make recommendations to the membership,
- C. Be subject to the orders of the membership,
- D. Meet at a minimum quarterly, at a time and place determined by the President, and
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes. The minutes of the meeting shall be approved at the next in-person meeting.

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. Authorize individual, non-budgeted expenditures not to exceed \$10,000 without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from June 1 to May 31 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.

Article VIII. Chapter Committees

Section 1. Program Committee

There shall be a Program Committee, which will be chaired by the Vice President - Programs, with the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Job Clearinghouse

The Job Clearinghouse Committee will be comprised of the Job Clearinghouse Coordinator and any additional Chapter members he/she needs to:

- Provide information on employment opportunities to our members.
- Identify potential candidates in the clearinghouse for those members who are looking to fill open positions.
- Updates to our web site.

Section 3. Other Committees

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.

The revised Chapter bylaws 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 regular 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 bylaws 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 state requirements.

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