

Bylaws of ISACA Moscow Chapter

Effective: _22 / _03 / _2012_

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Moscow 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 quarterly, unless otherwise ordered by the Chapter Board.

Section 2. Annual General Meeting

The regular meeting in November shall be known as the annual general meeting and 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 Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by 50 of the Chapter membership. The purpose of the meeting shall be stated in the call.

Section 4. 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 5. Quorum

The quorum for any regular, annual general or special meeting shall be 40 members. In absence of quorum, the meeting will be adjourned, and reconvened two weeks later. The new date and time will be communicated to members.

Section 6. 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 7. 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

The Officers of the Chapter shall be 10 in number, constituting:

President, Vice President, Secretary, Treasurer, Immediate Past President, five of the directors shall be the Chapter Officers.

Section 2. Term of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of two years, or until their successors are elected and assume office, or until they resign or are removed from office. The term of office shall begin at the close of the annual meeting at which they are elected.
- B. The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

Section 3. Duties of Chapter Officers

A. The Chapter **President** shall:

- 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 except the Nominating Committee,
- Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate,
- 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** 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, 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 membership meetings, and
- Perform other duties as pertain to this office.

D. The Chapter **Treasurer** shall:

- Be custodian of Chapter funds,
- 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, and for inclusion in the Chapter Annual Report,
- 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 Board, and
- Perform other duties as pertain to this office.

F. The **Research** Director shall:

- Acts as the chapter's primary contact with ISACA's research department to become the chapter's subject matter expert (SME) in ISACA's knowledge deliverables,
- Helps to identify potential SMEs to participate in development or review of ISACA research products,
- Attends quarterly calls scheduled by ISACA HQ to learn about newly released, ongoing & future research developments,
- Liaise with chapter Marketing Director, Newsletter Editor, Webmaster, and Education/Program Director to ensure dissemination of information about ISACA research to chapter members, and
- Maintain ongoing communication with ISACA HQ research department to provide feedback on deliverables.

G. The Director **Membership** shall:

- Maintain accurate lists of membership,
- 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.

H. The Director **Education Chair** shall:

- Maintain resource material related to ISACA certifications,
- Promote ISACA 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.

I. The Director **IT Governance / COBIT** shall:

- Encourage Chapter membership to participate in review of Association standards and guidelines,
- Promote CGEIT accreditation within the Chapter membership,
- Provide liaison with Association re: IT governance issues and approaches to dissemination,
- Assist in the inclusion of IT governance presentations in the chapter education sessions,
- Coordinate with outside bodies on awareness, presentations and conferences related to IT governance,

- Stay current with the offerings of the Association as related to COBIT,
- Arrange training sessions on COBIT,
- Assist in expanding awareness and use of COBIT, and
- Perform other duties as pertain to this office.

J. The **Marketing** Director 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 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.

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. Nominations shall be open, and will be declared open by the president at the regular meeting in the month of September. Nominations will then be accepted from the floor from any member of the Chapter.
- B. 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 in conjunction with the Annual General meeting, giving all members at least four weeks' notice. The elections may be conducted using electronic medium such as email. Proper controls will be in place to ensure no member votes more than one time.
- 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 business meetings.
- B. Make recommendations to the membership.
- C. Be subject to the orders of the membership.
- D. Meet monthly at a time and place determined by the Chapter Board.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Expend funds allotted in the approved budget.
- B. Authorize non-budgeted expenditures without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from January, 1 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, with the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Special Committees

Other committees may be created as necessary by the Chapter membership or 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 Russian legislation 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 Membership Board 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 regular meeting or annual general 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 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 country requirements.