

Bylaws of ISACA Northwest Ohio Chapter

Effective: 25 September, 2013

Article I. Name

The name of this non-union, non-profit organization shall be ISACA Northwest Ohio 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

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, with accompanying rights and responsibilities, is a requirement for membership in a Chapter. All Members are classified into one of the following membership types in the Chapter and the Association and all Members are entitled to vote and hold office at the Chapter level.

- A. **Regular 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.
- B. **Retired Member** - any member, who presents proof of retirement status, subject to rules established by the Association Board.
- 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.
- D. **Academic Advocate Member** - full-time faculty member at an accredited college or university, subject to rules established by the Association Board.

Section 2. Admission

- A) Potential members shall:
 - 1) Meet the requirements of membership as outlined in Article III-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. Educational sessions (also referred to as regular chapter meetings)

Educational sessions of the Chapter membership shall be held on the last Wednesday of September, November, January, March, and May, unless otherwise determined by the Chapter Board. Additional educational sessions may be scheduled at the discretion of the Chapter Board. The dates, locations, and times for all educational sessions shall be determined by the Chapter Board.

Section 2. Annual General Meeting

The annual general meeting shall be the educational session (regular chapter meeting) in September and shall be for the purpose of electing Chapter Officers and Chapter Directors, receiving reports of officers and committees, and for any other business that may arise. The date and location of the annual general meeting shall be determined by the Chapter Board.

Section 3. Special Meetings

Special meetings may be called by the President, the Chapter Board, or upon written request by 15 of the members. 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 or other matters approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of these bylaws. This specifically includes the annual election of officers and/or directors if the elections were not held at the Annual General Meeting (see Article IV-2).

Section 5. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting shall be 15 members of the Chapter. In absence of quorum, the meeting will be adjourned and reconvened as soon as practicable. The new date, time, and location will be communicated to members.

Section 6. Act of the Membership

The affirmative vote of the majority of the members at any educational session (regular chapter meeting) or special meeting shall constitute an act of the membership.

Section 7. Notification

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

Article V. Chapter Officers, Directors and Board

Section 1. Chapter Officers, Directors and Board

The Officers of the Chapter shall be five in number, constituting: President, Vice President, Secretary, Treasurer and Immediate Past President. The Chapter Board shall be composed of the Chapter Officers and at least three additional members of the chapter that have been elected to be Chapter Directors.

Section 2. Terms for Chapter Officers and Chapter Directors

- 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 Chapter Officers will be elected in odd numbered calendar years. The term of office shall begin at the close of the election.
- B) A President ending her or his term will automatically have the opportunity to serve in the Immediate Past President office for a period of two years. If she or he chooses to not serve as an officer on the board for the subsequent two-year period, then previous Presidents of the chapter are eligible to be nominated to the Immediate Past President office by the nominating committee. Any previous President thus nominated can run for election for a two-year term to coincide with the other chapter officers. In the case that there are not previous presidents available or willing to serve on the board the position will remain vacant and there will only be four officers for the chapter until the Immediate Past President office is filled.
- C) The Chapter Directors shall be elected annually for a term of one 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 at the close of the election.
- D) No member shall be elected to more than one Chapter office (see Article V-1 for officers) at a time. It is expressly recognized that members may hold multiple committee chairperson or other chapter non-officer positions concurrently. Upon approval of a majority of the Chapter Board, an individual may hold more than one chapter office to fulfill the unexpired term of an office when an unexpected vacancy has occurred.
- E) The Chapter Officers are limited to a maximum of two consecutive terms (four consecutive years) in the same office. Individuals may hold an office that they had previously held for two consecutive terms if a minimum of two years has elapsed (one officer term period) since they last held the office. An appointment by the Chapter Board to fill a Chapter Officer's unexpired term that is longer than one year shall be considered as one term when considering the two consecutive term limit. Appointments of less than one year will not be considered a year under this limitation. There is no limit to the number of consecutive terms that a member may serve as a Chapter Director.

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:
 - 1) Preside at all meetings of the Chapter and the Chapter Board,
 - 2) Appoint all committee chairpersons and committee members,
 - 3) Be an ex-officio member of all committees except the Nominating Committee and the Auditing Committee,
 - 4) Represent the Chapter at Leadership Conference and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
 - 5) Present an annual report to members at the annual general meeting - such report to consist of reports from various Chapter officers and committees,
 - 6) Maintain communications with the Association and respond to Association enquiries,

- 7) Be responsible for submission of the required annual chapter reports to the Association within 30 days after annual general meeting,
 - 8) Supervise budgetary matters and proper internal control of finances, and
 - 9) 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:
- 1) Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
 - 2) Perform the duties of the President in the event of his/her absence or disability,
 - 3) Chair the education committee of the chapter which has specific responsibilities for coordinating the chapter's educational programs held in conjunction with the chapter's educational sessions/regular chapter meetings (See Article VIII-3-B),
 - 4) Perform other duties as pertain to this office.
- C) The Chapter **Secretary** shall:
- 1) Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain an electronic or paper copy of the records and previous minutes for at least seven years,
 - 2) Maintain accurate lists of the membership and attendance records,
 - 3) Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
 - 4) Assist the President in the administration of Chapter membership meetings, and
 - 5) Perform other duties as pertain to this office.
- D) The Chapter **Treasurer** shall:
- 1) Be custodian of Chapter funds,
 - 2) 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,
 - 3) Remit dues to the Association as required,
 - 4) Prepare an annual budget based upon a January 1 to December 31 budget period and submit the annual budget to the Chapter Board during the October or November Chapter Board Meeting.
 - 5) Submit a written report at each regular meeting of the Chapter Board,
 - 6) In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association,
 - 7) Submit annual financial statements based upon a January 1 through December 31 time-period for presentation to the membership at the annual general meeting,
 - 8) Submit books and records for audit or other review on an annual basis,
 - 9) File any and all tax forms required, and
 - 10) Perform other duties as pertain to this office.
- E) The **Immediate Past President** shall:
- 1) Provide advice and guidance to the new President and Chapter Board,
 - 2) Chair the Nominating Committee (See Article VI-1-A), and
 - 3) 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 Vice President, with the ratification of a majority of the Chapter Board, will ascend to the office of President until the next regularly scheduled time period for an election.
- B) If a vacancy should occur in any office, except that of the President or Immediate Past President, the vacancy shall be filled by Chapter Board appointment.
- C) If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by routine succession or the Chapter Board may appoint a former President to complete the unfilled term of the Immediate Past President.
- 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 four members shall be selected in the following manner:
A Nominating Committee shall be chaired by the Immediate Past President (or by a board member elected by the Chapter Board in the instance where the office of Immediate Past President is temporarily unfilled) and will have at least three other members that are elected by the Chapter Board at their April meeting. The nominating committee shall have at least two chapter members that are not currently on the Chapter Board.
- B) The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the annual general meeting.
- C) The Nominating Committee shall report to the membership at the regular meeting in May.
- 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) Chapter Officers, except the Immediate Past President, shall be elected by ballot. The Immediate Past President is not an "elected" office (See Article V-2-B).
- B) In the event there is only one candidate for any Chapter officer position, voting on that office may be by voice.
- C) Chapter Directors will be elected as a group by voice vote unless at least ten members present at the election request a written ballot.
- D) If the election is held electronically and there is only one candidate for each Chapter officer position, the electronic ballot may list all nominated Chapter Officers as one voting item and all Chapter Directors (as a group) as a separate voting item.

Article VII. Chapter Board

Section 1. Composition of the Chapter Board

The Chapter Board shall consist of the Chapter Officers and Chapter Directors (see Article V-1). The Chapter Board shall have full power and authority over the affairs of the Chapter between annual general meetings except as defined in these bylaws. The Chapter Board shall be subject to the orders of the Chapter and none of its acts shall conflict with action taken by the Chapter.

Section 2. Duties

The Chapter Board shall:

- A) Supervise the affairs and conduct the business of the Chapter between annual general meetings.
- B) Make recommendations to the membership.
- C) Be subject to the orders of the membership.
- D) Meet at least quarterly 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.
- F) Regular or special meetings of the Chapter Board may be held telephonically. 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 or if provided in written form at least 48 hours in advance to board members the minutes may be approved at the next telephonic board meeting.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A) Approve an annual budget based upon a January 1 to December 31 period that is presented to the Board by the Treasurer at a regular Chapter Board meeting.
- B) Present the January 1 to December 31 annual budget to the Membership at an educational session (regular chapter meeting) after the Chapter Board has approved the budget. Ideally this will be at the November regular chapter meeting.
- C) Expend funds allotted in the approved budget.
- D) Authorize non-budgeted expenditures without prior approval of the membership under the following conditions:
 - 1) Non-budgeted expenditures of \$500 or less must be approved by a majority vote of all board members (not just those present at a particular board meeting),
 - 2) Non-budgeted expenditures of \$1,500 or less but greater than \$500 must be approved by a super-majority vote representing 80% of all board members (not just those present at a particular board meeting),
 - 3) Non-budgeted expenditures of more than \$1,500 must be approved by a majority vote of the members present at an educational session (regular chapter meeting) or by a special meeting that may be held electronically. Members shall be provided at least 7 days' notice of the facts supporting the expenditure and the upcoming vote. At least 15 members (chapter voting quorum) must vote on the expenditure at the educational session or special meeting.

Section 4. Fiscal Year and Annual Financial Statements

- A) The fiscal year of the Chapter shall run from January 1 until December 31 unless otherwise established by the Chapter Board.
- B) The Chapter Board shall ensure that January 1 through December 31 financial statements are prepared, audited or reviewed, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Insurance

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

Section 6. Quorum

- A) A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.
- B) With the exception of authorizing non-budgeted expenditures, the affirmative vote of the majority of Chapter Board members present at a meeting at which a quorum is present shall constitute an act of the Chapter Board.
- C) When authorizing non-budgeted expenditures the affirmative vote percentages discussed in Article VII-3-D will apply.

Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following standing committees: membership, education, program, certification, audit, communications and newsletter. Each of these committees will be chaired by an officer or director of the Chapter who either has responsibilities for the committee through these bylaws or is appointed the committee director by the President of the Chapter with the approval of the Chapter Board. Any member of the Chapter may serve on one or more standing committees.

Section 2. Special Committees

Other committees, such as academic relations, bylaws, or long-range planning committees may be created as necessary by the Chapter Board. The Chair of any special committee will be selected by the President with the approval of the Chapter Board. Any member of the Chapter may serve on one or more special committees.

Section 3. Duties of standing committees

- A) The **Membership Committee** shall be chaired by the **Membership Director**.
The membership committee shall promote interest in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association. The membership committee will be responsible for the marketing programs of the chapter because most of these programs will be focused on increasing membership within the chapter. These marketing programs would include opportunities offered by ISACA to promote ISACA certifications or other initiatives by providing funding through local chapters. The Membership Committee shall:
 - 1) Maintain accurate lists of members and prospective members,
 - 2) Disseminate membership lists as directed by the Chapter Board, with due regard to security and privacy issues,
 - 3) Report on membership data from the Association, Coordinate plans for maintaining and increasing Chapter membership,
 - 4) Conduct general marketing and publicity of the Chapter, certifications, the association and any other new initiative,
 - 5) Coordinate initiatives involving partnerships and alliances,
 - 6) Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 - 7) 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
 - 8) Perform other duties as pertain to this committee.
- B) The **Education Committee** shall be chaired by the **Vice President** of the Chapter.
The education committee shall recommend and oversee seminars and programs of professional education, except exam review courses. In general, the education committee is responsible for coordinating the shorter educational programs held in conjunction with chapter meetings.

- C) The **Program Committee** shall be chaired by the **Program Director**.
The program committee shall develop, recommend, and implement the Chapter longer (half- day or more) or multi-track training and development events for the year.
- D) The **Certification Committee** shall be chaired by the **Certification Director**.
The certification committee shall be responsible for issues related to the Association's certifications (e.g. CISA, CISM, CGEIT, CRISC). It will promote ISACA's certification examinations and professional designations locally, and shall be responsible for planning and conducting any exam review courses offered by the Chapter. The Certification Committee shall:
- 1) Maintain resource material related to all of the Association's certification programs,
 - 2) Promote the Association's accreditations within the Chapter membership, including exam preparation sessions,
 - 3) Maintain exam participation rate to sustain the local area as an exam writing site,
 - 4) Report to the Chapter Board on exam results,
 - 5) Act as a liaison between exam participants and the Association, and
 - 6) Perform other duties as pertain to this committee.
- E) The **Audit Committee** shall be appointed by the **Audit Committee Director**.
The Audit Committee shall have the duty to perform an audit or other financial review of the Chapter accounts as of the close of the calendar year and to report to the Chapter Board at a Board meeting prior to the Annual General Meeting and to report to the Chapter membership at the annual general meeting. Members of the Audit Committee shall be appointed by the President with the approval of the Chapter Board and should be selected in a manner so as not to have a conflict of interest (example: the Treasurer shall not be part of the audit committee).
- F) The **Communications Committee** shall be chaired by the **Chapter Webmaster**.
The Communications Committee shall be responsible for maintaining and updating the chapter website. It shall ensure all website communications provide consistent, current information regarding chapter benefits, events and activities. The communications committee shall be responsible for developing and maintaining a website communications policy with the approval of the Board. This policy should include a provision for acceptance of advertising. It shall coordinate with the Membership Director to ensure chapter mailing lists are consistent with membership rosters provided by the Association.
- G) The **Newsletter Committee** shall be chaired by the **Newsletter Director**.
The Newsletter Committee shall prepare and disseminate a chapter newsletter to members prior to each scheduled educational session (regular chapter meeting). The newsletter will be developed to incorporate as many of the Association's recommended newsletter features as is practicable. These features would typically include information about the educational session speaker, Chapter events, and Association activities. An effort should be made to promote chapter member accomplishments (e.g. passing certification examinations, receiving Association certifications, etc.) whenever possible.

Article IX. Indemnification

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

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

Article X. Dissolution

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

Article XI. Parliamentary Authority

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

Article XII. Amendment of Chapter Bylaws

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

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

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