

1 **Bylaws of ISACA Northwest Ohio Chapter**  
2 **Effective: 27 July, 2011**  
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5 **Article I. Name**  
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7 The name of this non-union, non-profit organization shall be ISACA Northwest Ohio Chapter  
8 hereinafter referred to as "Chapter", a Chapter affiliated with the Information Systems Audit and  
9 Control Association (ISACA), hereinafter referred to as the "Association". The Chapter, apart  
10 from its innate affiliation with the international Association, is an independent entity from any other  
11 association, enterprise, or entity.  
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13 **Article II. Purpose**  
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15 ***Chapter's Purpose***  
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17 The primary purpose of the Chapter is to promote the education of individuals for the  
18 improvement and development of their capabilities relating to the auditing of, management  
19 consulting in, or direct management of the fields of IT governance, IS audit, security, control and  
20 assurance.

21 The objectives of the Chapter are:

- 22 • To promote the education of, and help expand the knowledge and skills of its members in  
23 the interrelated fields of IT governance, IS audit, security, control, and assurance;
- 24 • To encourage an open exchange of IT governance, IS audit, security, control, and  
25 assurance techniques, approaches, and problem solving by its members;
- 26 • To promote adequate communication to keep members abreast of current events in IT  
27 governance, IS audit, security, control and assurance that can be of benefit to them and their  
28 employers;
- 29 • To communicate to management, auditors, universities, and to IS professionals the  
30 importance of establishing controls necessary to ensure proper IT governance and the  
31 effective organization and utilization of IT resources; and
- 32 • To promote the Association's professional certifications and IT governance.  
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34 **Article III. Membership and Dues**  
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36 ***Section 1. Classifications and Qualifications***

37 Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be  
38 eligible for membership in the Chapter, and the Association, subject to rules established by the  
39 Association Board. Membership in the Association, with accompanying rights and  
40 responsibilities, is a requirement for membership in a Chapter. All Members are classified into  
41 one of the following membership types in the Chapter and the Association and all Members are  
42 entitled to vote and hold office at the Chapter level.  
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- 44 A. Regular Member
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- 46 B. Retired Member - any member, who presents proof of retirement status, subject to rules  
47 established by the Association Board.
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- 49 C. Student Member - full-time student currently enrolled in a degree program of an accredited  
50 college or university, subject to rules established by the Association Board.
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- 52 D. Academic Advocate Member - full-time faculty member at an accredited college or  
53 university, subject to rules established by the Association Board.  
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**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. 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 May 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.

**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. Except in cases of emergency, at least twenty-one days notice shall be given.

**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. Section 2 above).

**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.

109 **Section 7. Notification**  
110 Members shall be notified at least 30 days in advance of the annual general meeting. Members  
111 shall be notified at least 10 days in advance of any educational sessions (regular chapter  
112 meetings) or special meetings, except in case of emergency. Notification may be by postal mail,  
113 by email or by telephone.

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115 **Article V. Chapter Officers, Directors and Board**  
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117 **Section 1. Chapter Officers, Directors and Board**  
118 The Officers of the Chapter shall be five in number, constituting: President, Vice President,  
119 Secretary, Treasurer and Immediate Past President. The Chapter Board shall be composed of  
120 the Chapter Officers and at least three additional members of the chapter that have been elected  
121 to be Chapter Directors.  
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123 **Section 2. Terms for Chapter Officers and Chapter Directors**

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

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154 **Section 3. Duties of Chapter Officers**

155 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary  
156 authority adopted by the Chapter.  
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- 158 A. The Chapter **President** shall:
- 159 • Preside at all meetings of the Chapter and the Chapter Board,
  - 160 • Appoint all committee chairpersons and committee members,
  - 161 • Be an ex-officio member of all committees except the Nominating Committee and the  
162 Auditing Committee,

- 163 • Represent the Chapter at Leadership Conference, Presidents Council Meetings and  
164 other conferences and functions, where appropriate or appoint another Chapter Board  
165 member as a representative,  
166 • Present an annual report to members at the annual general meeting - such report to  
167 consist of reports from various Chapter officers and committees,  
168 • Maintain communications with the Association and respond to Association enquiries,  
169 • Be responsible for submission of the required annual chapter reports to the Association  
170 within 30 days after annual general meeting,  
171 • Supervise budgetary matters and proper internal control of finances, and  
172 • Perform other duties as pertain to the office of President, or which may be delegated by  
173 the Chapter Board.  
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175 B. The Chapter **Vice President** shall:

- 176 • Preside at meetings of the Chapter and the Chapter Board, in the absence of the  
177 President,  
178 • Perform the duties of the President in the event of his/her absence or disability,  
179 • Chair the education committee of the chapter which has specific responsibilities for  
180 coordinating the chapter's educational programs held in conjunction with the chapter's  
181 educational sessions/regular chapter meetings (See Article VIII-2-B),  
182 • Perform other duties as pertain to this office.  
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184 C. The Chapter **Secretary** shall:

- 185 • Take minutes of the meetings of the Chapter Board, membership meetings, and annual  
186 general meeting, and maintain an electronic or paper copy of the records and previous  
187 minutes for at least seven years,  
188 • Maintain accurate lists of the membership and attendance records,  
189 • Be responsible for the legal affairs, Chapter records and correspondence pertaining to  
190 the Chapter,  
191 • Assist the President in the administration of Chapter membership meetings, and  
192 • Perform other duties as pertain to this office.  
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194 D. The Chapter **Treasurer** shall:

- 195 • Be custodian of Chapter funds,  
196 • Receive and disburse such funds of the Chapter as shall be required in the conduct of  
197 its affairs and the carrying on of its activities or as directed by the Chapter Board,  
198 • Remit dues to the Association as required,  
199 • Prepare an annual budget based upon a June 1 to May 31 budget period and submit  
200 the annual budget to the Chapter Board during the March or April Chapter Board  
201 Meeting.  
202 • Submit a written report at each regular meeting of the Chapter Board,  
203 • In concert with the President, authorize expenditures from, or transfers of funds from/to,  
204 the Chapter US dollar credit account held at the Association,  
205 • Submit annual financial statements based upon a January 1 through December 31  
206 time-period for presentation to the membership at the annual general meeting,  
207 • Submit books and records for audit or other review on an annual basis,  
208 • File any and all tax forms required, and  
209 • Perform other duties as pertain to this office.  
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211 E. The **Immediate Past President** shall:

- 212 • Provide advice and guidance to the new President and Chapter Board,  
213 • Chair the Nominating Committee of the Chapter (See Article VI-1-A), and  
214 • Perform other duties as pertain to this office.  
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- 216 **Section 4. Chapter Officer Vacancies**  
217 A. If a vacancy should occur in the office of President, the Vice President, with the ratification of  
218 a majority of the Chapter Board, will ascend to the office of President until the next regularly  
219 scheduled time period for an election.  
220 B. If a vacancy should occur in any office, except that of the President or Immediate Past  
221 President, the vacancy shall be filled by Chapter Board appointment.  
222 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain until  
223 filled by routine succession or the Chapter Board may appoint a former President to  
224 complete the unfilled term of the Immediate Past President.  
225 D. If a Chapter officer's membership in the Association shall for any reason terminate, that  
226 individual's position as Chapter officer shall automatically become vacant.  
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228 **Article VI. Nominations and Elections**  
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230 **Section 1. Chapter Nominations**

- 231 A. A Nominating Committee of four members shall be selected in the following manner:  
232 A Nominating Committee shall be chaired by the Immediate Past President (or by a board  
233 member elected by the Chapter Board in the instance where the office of Immediate Past  
234 President is temporarily unfilled) and will have at least three other members that are elected  
235 by the Chapter Board at their January or February meeting. The nominating committee shall  
236 have at least two chapter members that are not currently on the Chapter Board.  
237 B. The Nominating Committee shall solicit candidates for office from the Chapter membership  
238 and shall nominate candidates for offices to be filled at the annual general meeting.  
239 C. The Nominating Committee shall report to the membership at the regular meeting in March.  
240 D. Nominations from the floor shall not be permitted prior to the election.  
241 E. Each candidate shall have consented to serve and shall have completed a "Willingness to  
242 Serve" agreement and Conflict of Interest form.  
243

244 **Section 2. Chapter Elections**

- 245 A. Chapter Officers, except the Immediate Past President, shall be elected by ballot. The  
246 Immediate Past President is not an "elected" office (See Article VIII-2-B).  
247 B. In the event there is only one candidate for any Chapter officer position, voting on that office  
248 may be by voice.  
249 C. Chapter Directors will be elected as a group by voice vote unless at least ten members  
250 present at the election request a written ballot.  
251 D. If the election is held electronically and there is only one candidate for each Chapter officer  
252 position, the electronic ballot may list all nominated Chapter Officers as one voting item and  
253 all Chapter Directors (as a group) as a separate voting item.  
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255 **Article VII. Chapter Board**  
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257 **Section 1. Composition of the Chapter Board**

258 The Chapter Board shall consist of the Chapter Officers and Chapter Directors (see Article V –  
259 Section 1.). The Chapter Board shall have full power and authority over the affairs of the Chapter  
260 between annual general meetings except as defined in these bylaws. The Chapter Board shall  
261 be subject to the orders of the Chapter and none of its acts shall conflict with action taken by the  
262 Chapter.  
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264 **Section 2. Duties**

- 265 The Chapter Board shall:  
266 A. Supervise the affairs and conduct the business of the Chapter between annual general  
267 meetings.  
268 B. Make recommendations to the membership.  
269 C. Be subject to the orders of the membership.  
270 D. Meet at least quarterly at a time and place determined by the Chapter Board.

- 271 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by  
272 the Chapter.  
273 F. Regular or special meetings of the Chapter Board may be held telephonically. A conference  
274 meeting must be arranged at least 48 hours in advance of the call. Each member should  
275 seek recognition from the chair before beginning to speak, and each member should identify  
276 himself or herself prior to speaking. Motions will be voted on by voice vote. If the chair has  
277 a problem determining the vote, he or she may call for a roll call vote. The roll call vote is for  
278 determination of the outcome of the vote and shall not be recorded in the minutes. The  
279 minutes of the meeting shall be approved at the next in-person meeting or if provided in  
280 written form at least 48 hours in advance to board members the minutes may be approved at  
281 the next telephonic board meeting.  
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### 283 **Section 3. Financial Authority**

284 The Chapter Board shall have the authority to:

- 285 A. Approve an annual budget based upon a June 1 to May 31 period that was presented to the  
286 Board by the Treasurer at a regular Chapter Board meeting.  
287 B. Present the June 1 to May 31 annual budget to the Membership at an educational session  
288 (regular chapter meeting) after the Chapter Board has approved the budget. Ideally this will  
289 be the annual general meeting which occurs in May.  
290 C. Expend funds allotted in the approved budget.  
291 D. Authorize non-budgeted expenditures without prior approval of the membership under the  
292 following conditions:  
293 • Non-budgeted expenditures of \$500 or less must be approved by a majority vote of all  
294 board members (not just those present at a particular board meeting),  
295 • Non-budgeted expenditures of \$1,500 or less but greater than \$500 must be approved  
296 by a super-majority vote representing 80% of all board members (not just those present  
297 at a particular board meeting),  
298 • Non-budgeted expenditures of more than \$1,500 must be approved by a majority vote  
299 of the members present at an educational session (regular chapter meeting) or by a  
300 special meeting that may be held electronically. Members shall be provided at least 7  
301 days notice of the facts supporting the expenditure and the upcoming vote. At least 15  
302 members (chapter voting quorum) must vote on the expenditure at the educational  
303 session or special meeting.  
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### 305 **Section 4. Fiscal Year and Annual Financial Statements**

- 306 A. The fiscal year of the Chapter shall run from January 1 until December 31 unless otherwise  
307 established by the Chapter Board.  
308 B. The Chapter Board shall ensure that January 1 through December 31 financial statements  
309 are prepared, audited or reviewed, approved by the Chapter Board, presented to members  
310 at the annual general meeting, and submitted as part of the Chapter Annual Report to the  
311 Association.  
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### 313 **Section 5. Insurance**

314 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the  
315 needs of the Chapter.  
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### 317 **Section 6. Quorum**

- 318 A. A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.  
319 B. With the exception of authorizing non-budgeted expenditures, the affirmative vote of the  
320 majority of Chapter Board members present at a meeting at which a quorum is present shall  
321 constitute an act of the Chapter Board.  
322 C. When authorizing non-budgeted expenditures the affirmative vote percentages discussed in  
323 Article VIII-Section 3-Item D will apply.  
324

325 **Article VIII. Chapter Committees**

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327 **Section 1. Standing Committees**

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

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334 **Section 2. Special Committees**

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

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340 **Section 3. Duties of standing committees**

341 A. The **Membership Committee** shall be chaired by the **Membership Director**.

342 The membership committee shall promote interest in the Chapter, and in the Association,  
343 and conduct an ongoing membership campaign. When requested by the Association, the  
344 local Chapter, through its membership committee, shall receive and forward applications for  
345 membership to the Association. The membership committee will be responsible for the  
346 marketing programs of the chapter because most of these programs will be focused on  
347 increasing membership within the chapter. These marketing programs would include  
348 opportunities offered by ISACA to promote ISACA certifications or other initiatives by  
349 providing funding through local chapters. The Membership Committee shall:

- 350 • Maintain accurate lists of members and prospective members,
- 351 • Disseminate membership lists as directed by the Chapter Board, with due regard to  
352 security and privacy issues,
- 353 • Report on membership data from the Association, Coordinate plans for maintaining and  
354 increasing Chapter membership,
- 355 • Conduct general marketing and publicity of the Chapter, CISA, CISM, CGEIT, CRISC,  
356 the association and any other new initiative,
- 357 • Coordinate initiatives involving partnerships and alliances,
- 358 • Acquire any required marketing materials from ISACA International as authorized by the  
359 Chapter Board,
- 360 • Exercise general policy control and direction of any mail-out kits, publications, editorial  
361 or advertising which the Chapter may issue, authorize or sponsor under the direction of  
362 the Chapter Board, and
- 363 • Perform other duties as pertain to this committee.

364 B. The **Education Committee** shall be chaired by the **Vice President** of the Chapter.

365 The education committee shall recommend and oversee seminars and programs of  
366 professional education, except exam review courses. In general, the education committee is  
367 responsible for coordinating the shorter educational programs held in conjunction with  
368 chapter meetings.

369 C. The **Program Committee** shall be chaired by the **Program Director**.

370 The program committee shall develop, recommend, and implement the Chapter longer (half-  
371 day or more) or multi-track training and development events for the year.

372 D. The **Certification Committee** shall be chaired by the **Certification Director**.

373 The certification committee shall be responsible for issues related to the Association's  
374 certifications (e.g. CISA, CISM, CGEIT, CRISC). It will promote ISACA's certification  
375 examinations and professional designations locally, and shall be responsible for planning  
376 and conducting any exam review courses offered by the Chapter. The Certification  
377 Committee shall:

- 378 • Maintain resource material related to all of the Association's certification programs,

- 379           • Promote the Association's accreditations within the Chapter membership, including  
380           exam preparation sessions,  
381           • Maintain exam participation rate to sustain the local area as an exam writing site,  
382           • Report to the Chapter Board on exam results,  
383           • Act as a liaison between exam participants and the Association, and  
384           • Perform other duties as pertain to this committee.
- 385 E. The **Audit Committee** shall be appointed by the **Audit Committee Director**.  
386 The Audit Committee shall have the duty to perform an audit or other financial review of the  
387 Chapter accounts as of the close of the calendar year and to report to the Chapter Board at  
388 a Board meeting prior to the Annual General Meeting and to report to the Chapter  
389 membership at the annual general meeting. Members of the Audit Committee shall be  
390 appointed by the President with the approval of the Chapter Board and should be selected in  
391 a manner so as not to have a conflict of interest (example: the Treasurer shall not be part of  
392 the audit committee).
- 393 F. The **Communications Committee** shall be chaired by the **Chapter Webmaster**.  
394 The Communications Committee shall be responsible for maintaining and updating the  
395 chapter website. It shall ensure all website communications provide consistent, current  
396 information regarding chapter benefits, events and activities. The communications  
397 committee shall be responsible for developing and maintaining a website communications  
398 policy with the approval of the Board. This policy should include a provision for acceptance  
399 of advertising. It shall coordinate with the Membership Director to ensure chapter mailing  
400 lists are consistent with membership rosters provided by the Association.
- 401 G. The **Newsletter Committee** shall be chaired by the **Newsletter Director**.  
402 The Newsletter Committee shall prepare and disseminate a chapter newsletter to members  
403 prior to each scheduled educational session (regular chapter meeting). The newsletter will  
404 be developed to incorporate as many of the Association's recommended newsletter features  
405 as is practicable. These features would typically include information about the educational  
406 session speaker, Chapter events, and Association activities. An effort should be made to  
407 promote chapter member accomplishments (e.g. passing certification examinations,  
408 receiving Association certifications, etc.) whenever possible.

#### 409 **Article IX. Indemnification**

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

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

#### 426 **Article X. Dissolution**

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429 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds  
430 (2/3) vote of the chapter membership after ten (10) days notice has been mailed to each member.  
431 In the event of dissolution, the Chapter shall notify the Chief Executive Officer of the Association,  
432 in writing, indicating the reason(s) for dissolution and shall return the Chapter charter and any  
433 other Chapter or Association documents to International Headquarters. All net assets shall be  
434 distributed to other selected ISACA chapters, or to a welfare, education, or civic project

435 designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue  
436 Code with the approval of the Association's International President and Chief Executive Officer.

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438 **Article XI. Parliamentary Authority**

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

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444 **Article XII. Amendment of Chapter Bylaws**

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

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

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

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