

Bylaws of ISACA Muscat, Oman Chapter
Effective 27 February 2021

Article I. Name and legal status

Section 1. Name

ISACA Muscat Oman Chapter, hereinafter referred to as “Chapter,” is a Chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association.” Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

Section 2. Legal status

The Chapter shall operate in Oman under the sponsorship of the College of Banking and Financial Studies (CBFS), or its successors.

Article II. Purpose

Chapter's Purpose

The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities 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, information/cyber security, control and assurance.

The objectives of the Chapter are:

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, information/cyber security, privacy, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, information/cybersecurity, control, and assurance techniques, approaches, and problem solving by its members;

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- C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, information/cybersecurity, control and assurance that can be of benefit to them and their employers;
- D. To communicate to management, auditors, universities, and IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- E. To support the Association's professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

- A. Professional Member—Any individual with a professional membership in the Association. Professional members of the Chapter shall be entitled to vote and to hold office at the Chapter level.
- B. Retired Member—Any member of the Association, who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.
- C. Student Member—Any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members shall be entitled to vote and hold office at the Chapter level.
- D. Recent Graduate—Any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members shall be entitled to vote and hold office at the Chapter level.

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Section 2. Admission

A. Potential members shall:

- Meet the requirements of membership as outlined in Article III, Section 1.
- Complete an Association membership application form.
- Pay required Chapter and Association dues to the Association
- Follow the Code of Professional Ethics of the Association.

B. Membership in the Chapter shall be conferred upon an individual when the Association has accepted the membership application and received the required Association and Chapter dues for that individual

Section 3. Dues

- A. Association and Chapter dues must be paid annually, in full, to the Association. Amount of Chapter dues shall be determined by the Chapter Board of Directors.
- B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms set by the Association Board of Directors, as required.
- C. Resignation—Any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.

Section 4. Member Termination

- A. Only the Association has the authority to terminate Association and Chapter membership of an individual.
- B. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

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Article IV. Chapter Meetings

Section 1. Educational Sessions

Educational sessions of the Chapter membership shall be held at least four times a year, unless otherwise ordered by the Chapter Board.

Section 2. Annual General Meeting

The annual general meeting shall be held in the month of February and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The date and location of the AGM shall be determined by the Chapter Board. The AGM may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 3. Special meetings

Special meetings may be called by the President, the Chapter Board or upon written request by minimum 25 members. The purpose of the meeting shall be stated in the call.

Section 4. Electronic Meetings

Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 5. In-person or Electronic Voting (NOT elections)

A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.

B. The method of delivering the ballot may be by hand delivery, postal mail, email or via

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secured and validated electronic/internet-based tools.

C. A ballot must:

1. Set forth each proposed action; and
2. Provide an opportunity to vote for or against each proposed action.

D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.

E. All solicitations for votes by written ballot must:

1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
2. Indicate the number of responses needed to meet the quorum requirements;
3. State the percentage of approvals necessary to approve each matter;
4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
5. Be considered a special meeting for the purposes of these bylaws.

Section 6- Quorum

The quorum for any annual general or special meeting, in person or electronic, shall be 25 members. In absence of quorum, the meeting will be adjourned, and reconvened one week later unless otherwise determined by the chapter board. The new date and time will be communicated to members.

Section 7- Act of the Membership

As long as a quorum is present, the affirmative vote by a majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

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Section 8- Notification

Members shall be notified 14 days in advance of the AGM. Members shall be notified at least 7 days in advance of any special meetings. Notification may be by postal mail, email, or telephone.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter shall be up to 22 in number, constituting:

1. President,
2. Vice President,
3. Secretary,
4. Treasurer,
5. Immediate Past President,
6. Director Communications,
7. Director Membership,
8. Director CISA Certification,
9. Director CISM Certification,
10. Director of Certifications,
11. Director Marketing,
12. Director Programs,
13. Director Education,
14. Director Research liaison,
15. Up to 8 Additional Directors

All Officers shall be at least 18 years of age and be members of the Chapter. In addition, the President shall hold any of the certifications offered by ISACA. The Directors for Certification programs shall hold the respective certification.

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Section 2. Term of Chapter Office

- 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 AGM at which they are elected.
- B. No member shall hold more than one Chapter offices at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.

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:

- Preside at meetings of the Chapter and the Chapter Board;
- Execute the policies and decisions of the Chapter Board;
- Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
- Appoint all committee chairpersons and members, with approval of the Chapter Board;
- Be an ex-officio member of all committees, except the Nominating Committee;
- Plan Chapter goals and activities;
- Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individuals should be approved by the chapter board;
- Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
- Present an annual report to members at the AGM; such report to consist of reports from various Chapter officers and committees;
- Maintain communications with the Association and respond to Association enquiries;
- Complete/submit the required annual Compliance documentation to the

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Association within 30 days after the AGM;

- Supervise budgetary matters and proper internal control of finances;
- Execute agreements authorized by the Chapter Board of Directors;
- Ensure Chapter trainers for ISACA certifications are accredited by ISACA; 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 Chapter Board, in the absence of the President;
- Perform the duties of the President in the event of his/her absence or disability;
- Assume the office of President in the event of a vacancy in the office of President; 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 AGM, 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;
- Maintain all official documents including bylaws, charter, incorporation records, policy documents, insurance records, official officers list (indicating directors and committee chairs) and the Chapter Seal;
- Issue notices for meeting of the Board and Chapter;
- Perform the duties of the President in the event of absence or disability of the President and Vice President;
- Submit the quarterly reports and other information requested by CBFS and
- Perform other duties as pertain to this office.

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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;
- If received locally, remit dues to the Association as required;
- Submit a written finance report at each regular Chapter and Board meeting;
- Along 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 AGM;
- Submit books and records for audit, when required;
- File any and all tax forms required;
- Maintain financial records and financial correspondence including, but not limited to, accounting records (such as bank book/general ledger/journal), financial statements, financial reports, budgets, bank statements, check books, deposit slips, suppliers' invoices, payment vouchers, receipt books, bank statements, bills outstanding etc.;
- Issue payments for all incurred expenses;
- Raise invoices for amounts owed to the Chapter, follow up and collect all funds owed to the Chapter;
- Purchase supplies, including meeting-equipment, stationery and office supplies, gifts and awards;
- Maintain inventory record of equipment owned by Chapter;
- Coordinate preparation of the budget, monitor expenditure with respect to budget and report to the Board, 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 Chapter Board, and
- Perform other duties as pertain to this office.

F. The Director Communications shall:

- Maintain electronic lists of members and guests, in accordance with local

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applicable privacy laws;

- Forward information on events and other pertinent information to email lists;
- Identify and use other means of disseminating information about events and the Chapter, where appropriate;
- Maintain the Chapter web-site and use it to disseminate information about the Chapter and chapter events;
- Handle social media accounts and be administrator in charge of social media platforms such as Facebook, LinkedIn, Twitter, WhatsApp group etc.;
- Coordinate publication of the Chapter newsletter; and
- Perform other duties as pertain to this office.

G. The Director Membership shall:

- Maintain accurate lists of membership, in accordance with local applicable privacy laws and in compliance with the applicable regulations;
- Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy;
- Report on Chapter membership data from the Association;
- Coordinate plans for maintaining and increasing Chapter membership;
- Maintain electronic email lists of members and guests;
- Maintain all Chapter membership records including attendance records for Chapter meetings and all Chapter events;
- Upload CPE records of chapter members at association website;
- Maintain and Provide accurate records of CPEs of chapter members if requested by members or association for any audit or verification;
- Responding promptly to the queries raised by the members relating to membership or CPEs; and
- Perform other duties as pertain to this office.

H. The Director CISA certification shall:

- Maintain resource material related to CISA certifications;
- Promote CISA certifications within the Chapter membership, including exam

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preparation sessions;

- Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
- Report to Chapter Board on Chapter member exam results;
- Act as liaison between Chapter member exam participants and the Association, as needed; and
- Perform other duties as pertain to this office.

I. The Director CISM certification shall:

- Maintain resource material related to CISM certifications;
- Promote CISM certifications within the Chapter membership, including exam preparation sessions;
- Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
- Report to Chapter Board on Chapter member exam results;
- Act as liaison between Chapter member exam participants and the Association, as needed; and
- Perform other duties as pertain to this office.

J. The Director of Certification shall:

- Maintain resource material related to ISACA certifications such as CGEIT, CRISC, CDPSE, CSX certifications, as may be assigned by the Chapter Board
- Promote ISACA certifications within the Chapter membership, including exam preparation sessions, as may be assigned by the Chapter Board;
- Ensure all certification training is conducted or overseen by ISACA-accredited trainers;
- Report to Chapter Board on Chapter member exam results;
- Act as liaison between Chapter member exam participants and the Association, as needed; and
- Perform other duties as pertain to this office

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K. The Marketing Director shall:

- Conduct general marketing and publicity of the Chapter, ISACA's certifications, COBIT, CMMI, Cybersecurity Nexus (CSX), the Association, and any other new initiatives;
- Coordinate initiatives involving partnerships and alliances;
- Acquire any required marketing materials from the Association as authorized by the Chapter Board;
- Exercise general policy control and direction of any mail-out kits, publications, editorial, or advertising the Chapter may issue, authorize or sponsor under the direction of the Chapter Board;
- Establish opportunities to brief appropriate classes of academic institutions on ISACA, ISACA certifications and IT Governance, and
- Perform other duties as pertain to this office.

L. The Director Programs shall:

- Develop a seminar or workshop budget for presentation to the Chapter Board;
- Plan and present seminars or workshops each year on topics of interest to the membership;
- Obtain speakers, assist in selection of topics of interest to the membership, and manage speaker arrangements;
- Arrange and conduct the Chapter's Programs and workshops;
- Arrange an outline of the seminar/workshop for publication in the Chapter newsletter and the Press; and
- Perform other duties as pertain to this office.

M. The Director Education shall:

- Develop topic lists of interest to members and prepare an annual educational budget with the Vice-President for submission to the Chapter Board;
- Coordinate education activities as needed with other officers and committees;
- Arrange and recommend topics that will contribute to the personal and professional growth of the membership;
- Organize academic community meeting, act as facilitator and provide guidance for the smooth conduct of ISGs in coordination with Marketing Director;

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- Facilitate and organize meetings with ISAC (Association) for addressing the requests of universities and other academic institutions;
- Identify and recommend speakers or leaders for meetings; and
- Perform other duties as pertain to this office.

N. The Director Research Liaison shall:

- Act as the chapter's primary contact with the ITGI, provide liaison with the Association regarding issues with standards, guidelines, exposure drafts etc. and approaches to dissemination;
- Encourage Chapter membership to participate in review of Association standards and guidelines;
- Assist in the inclusion of new standards and guidelines in chapter education sessions;
- Stay current with the offerings of the Association;
- Publicize ITGI research activities;
- Coordinate with outside bodies on awareness, presentation and conferences related to IT Governance, COBIT and other new offerings;
- Arrange training sessions on COBIT and other new offerings; and
- Perform other duties as pertain to this office.

O. The Additional Directors/ Director at Large shall:

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

Section 4. Chapter Officer Vacancies

- A. 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.
- B. If a vacancy occurs in the office of President, the vacancy shall be filled by the Vice President.
- C. If a vacancy occurs in any office, except that of Immediate Past President or President, the vacancy shall be filled by the Chapter Board.
- D. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant, until filled by routine succession. A previous past president would not fill this

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Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. The Board shall invite volunteers for the nomination committee from amongst the Chapter members. A Nominating Committee of a Chairman and two other members shall be selected by the Board, at a Board Meeting in December, preceding the year in which elections will be held. The Board shall select the nomination committee from the volunteers, except in cases of insufficient or no volunteers.
- B. The Nominating Committee members shall not be eligible for nomination for any position. This restriction shall not apply to the position of the Immediate Past President, which is not elected but is filled ex-officio.
- C. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled at the AGM
- D. The Nominating Committee shall process the candidates' nominations for offices to be filled at the annual meeting, and oversee the election process.
- E. The Nominating Committee shall report to the membership at the annual general meeting in February.
- F. Each candidate shall have consented to serve and shall have completed/signed a Willingness to Serve agreement and Conflict of Interest form.
- G. Nominations from the floor shall not be permitted prior to the election.

Section 2. Chapter Elections

- A. Officers shall be elected by secret ballot.
- B. In the event there is only one candidate for any office, voting on that office may be by voice.
- C. In case of multiple positions with only one candidate for each position, voting on all such offices may be by a single combined voice vote.
- D. In the case of an emergency, such as a local, regional, national, or international disaster, pandemic, or state of emergency, the Chapter Board of Directors may

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determine that the elections will be held electronically using a secure online voting tool and following the election rules as determined by the Chapter Board of Directors.
E. In case no nominations are received for any particular office or offices, the vacancy may be filled by the Board. Any member of the Chapter is eligible to be appointed.

Article VII. Chapter Board

Section 1. Composition

The Chapter Board shall consist of the officers listed in Article V, Section 1.

Section 2. Duties

The Chapter Board shall:

- A. Manage the business of the Chapter as defined in Chapter bylaws;
- B. Establish broad chapter policy for all activities;
- C. Approve long range objectives and programs;
- D. Approve new programs proposed by various committees or officers;
- E. Provide updates on Board actions and make recommendations to the membership;
- F. Supervise the affairs and conduct the business of the Chapter between business meetings;
- G. Make recommendations to the membership;
- H. Have regular Chapter Board meetings; at least 4 meetings per year, at a time and place determined by the Chapter Board. Special meetings of the Chapter Board may be called by the President and shall be called upon the written request of 5 members of the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting;
- I. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter;
- J. Regular or special meetings of the Chapter Board may be held electronically, as long as all members can simultaneously hear each other and participate during the

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meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. 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.

- K. An affirmative vote by a majority of Directors physically or virtually present and voting on a resolution at a Board meeting shall constitute an Act of the Board.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Determine Chapter membership fees and any other fees/charges to be levied for programs and chapter events, from members and non-members.
- B. Raise funds for the Chapter. Determine amounts for sponsorships and promotions, and determine the benefits to be accorded.
- C. Approve the annual budget and Approve/Ratify variations to the Chapter budget,
- D. Expend funds allotted in the approved budget
- E. Expend funds for Chapter activities pending approval of budget or in variation of the budget, subject to ratification at the next Board meeting.

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall be the calendar year (run from 01 January to 31 December) unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, and audited or verified – as required by local law and/or these chapter bylaws -- by an individual(s), who is NOT a member of this chapter and the verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted annually to the Association as part of compliance reporting.
- C. The Annual Financial Statements shall be available for access by members at the Chapter web-site 48 hours before the Annual General Meeting.

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Section 5. Insurance

The Chapter Board shall use commercially reasonable efforts to carry at all times adequate insurance coverage deemed necessary to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6. Quorum

The quorum for any regular or special meeting of the Chapter Board shall be a majority of the voting members of the Board present.

Section 7. Removal

- A. Any Officer who fails to attend Five (5) Chapter Board meetings within a year or Five (5) committee meetings within a year will be brought before the Chapter Board of Directors and may be removed from office by a majority vote of the Chapter Board.
- B. Any Officer may be removed, with or without cause, at any meeting of the Chapter Board of Directors, by a majority vote of the members of the Chapter Board.
- C. Any Officer being considered for removal from the Chapter Board of Directors shall have the right to be heard by the Chapter Board before an official vote is taken.

Article VIII. Chapter Committees

The chapter board may constitute Program Committee or other committees as may be necessary.

Article IX. Indemnification

Chapter shall indemnify, hold harmless, and defend ISACA and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns ("ISACA Indemnified Parties") against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable

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attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party ("Claim").

Notwithstanding the forgoing, this indemnification obligation shall not extend 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.

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 present and voting at a Chapter Meeting after ten (10) days' notice has been provided via postal mail or email 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 ISACA Global/the Association. All net assets shall be distributed to a welfare, education, or civic project designated by the Chapter membership, pursuant to the appropriate governing code of Oman with the approval of the Association's Chair of ISACA's Board of Directors 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 Association, in English, with changes indicated. The Association must give written

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Effective 27 February 2021

approval to all bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter bylaw amendments will be approved at any Chapter meeting by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association that the bylaw amendments have been approved by the membership and will be sent a copy of the final, approved version of the bylaws. If the bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter bylaws translated. Such request is subject to review and final approval by the Association.

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.

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