

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

Article I. Name and legal status

Section 1. Name

The name of this non-union, non-profit organization shall be the ISACA Muscat, Oman Chapter (hereinafter referred to as "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association, Illinois, USA, ISACA (hereinafter referred to as the "Association")

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

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, and;
- 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.

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

Article III. Membership and Dues

Section 1. Classifications and Qualifications

- A. Member - Any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Membership in the Chapter and the Association is co-extensive. Therefore, upon joining the Chapter, a person shall also join the Association, with accompanying rights and responsibilities. Members shall be entitled to vote and hold office.

- B. Retired Member - Any member who presents proof of retirement status, subject to rules established by the Association Board. Retired members shall be entitled to vote and hold office at the Chapter level.

- C. Student Member - Full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Proof of enrollment shall be submitted as requested. Student members shall be entitled to vote but shall not be entitled to hold office at the Chapter level.

Section 2. Admission

- A. Potential members shall:
 - 1. Meet the requirements of membership as outlined in Article III, Section 1.
 - 2. Complete an Association membership application form.
 - 3. Pay required dues to the Chapter and the Association.
 - 4. Agree to 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 90 (ninety) days shall no longer be deemed a member.
- C. A member shall forfeit Association membership if dues have not been paid to the Association and to the Chapter as required.

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

D. Resignation – any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter Meetings

Section 1. Regular Meetings / Educational Sessions

Regular meetings / 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

A regular meeting in the month of February shall be known as the annual meeting and shall be for the purpose of installing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3. Special meetings

Special meetings may be called by the President, the Chapter Board or upon the written request by 25 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 approved by the Chapter Board and such correspondence will be considered a special meeting for the purposes of these bylaws.

Section 5- Quorum

The quorum shall be 25 members for any regular, special or annual meeting. In the absence of quorum, the meeting will be adjourned and reconvened one week later. The new date and time will be communicated to members.

Section 6- Act of the Membership

The affirmative vote by a majority of the members at any chapter meeting shall constitute an act of the membership.

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

Section 7- Notice of meetings

Members shall be notified at least 14 days in advance of the Annual General meeting and at least 7 days in advance of any regular meeting or special meeting, except in cases of emergency. Notifications may be by postal mail, by email, by SMS or by fax.

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 Certification
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.

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 annual meeting at which they are elected.
- B. No member shall hold more than one Chapter office at a time, and no member shall be eligible to serve continuously more than one term of two years in the same Chapter office.

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

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:

- Execute the policies and decisions of the Chapter Board.
- Preside at all meetings of the Chapter and the Board,
- Appoint committee chairs and committee members,
- Be an ex-officio members of all committees except the nomination committee,
- Plan Chapter goals and activities,
- Represent the Chapter at Leadership Conferences, and other conferences and functions, where appropriate,
- Present an annual report to the members at the annual general meeting,
- Maintain communication with the Association and respond to Association enquiries,
- Be responsible for submission of the chapter annual report, chapter balanced score card rating grid and audit report/verification letter to the Association, within specified time,
- Supervise budgetary matters and proper internal control of finances,
- Supervise certain Treasurer responsibilities, 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 the meetings of the Chapter and the Board, in absence of the President,
- Assist the President in carrying out his duties,
- Liaise between the chapter committees and the chapter board,
- Arrange audit of financial records,
- Perform the duties of the President in the event of his / her absence or disability, and
- Perform other duties as pertain to this office.

C. The Chapter Secretary shall:

- Take and maintain minutes of the Chapter Board, membership meetings and annual general meeting,
- Maintain all Chapter records including attendance records for Board 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,
- Be responsible for the legal affairs and for Chapter correspondence not assigned to specific committees/officers,
- 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,

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

- Assist the President in administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

D. The Chapter Treasurer shall:

- Be custodian of Chapter funds,
- Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the carrying on of its activities or as directed by the Chapter Board,
- Remit dues to the Association as required,
- In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US Dollar credit account held at the Association,
- Submit annual financial statements for presentation to the membership at the annual general meeting, and for inclusion in the Chapter Annual Report,
- Submit a written report at every quarter in a format approved by the Board
- 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, depositslips,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,
- Submit books and records for audit when required,
- File any and all tax forms required,
- 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:

- Serve in an advisory capacity, and
- Perform other duties as pertain to this office.

F. The Director Communications shall:

- Maintain the Chapter web-site and use it to disseminate information about the Chapter and chapter events,
- 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,
- Maintain electronic email lists of members and guests,

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

- Maintain all Chapter membership records including attendance records for Chapter meetings and all Chapter events,
- Disseminate membership lists as directed by the Chapter Board, with due regard to security and privacy issues,
- Report on membership data from the Association,
- Coordinate plans for maintaining and increasing chapter membership, and
- Perform other duties as pertain to this office.

H. The Director CISA certification shall:

- Maintain resource materials related to CISA certification,
- Promote CISA accreditation within the chapter membership, including exam preparation sessions,
- Maintain exam participation rate to sustain the local area as an exam writing site,
- Report to the Chapter Board on exam results,
- Act as a liaison between exam participants and the Association, and
- Perform other duties as pertain to this office.

I. The Director CISM certification shall:

- Maintain resource materials related to CISM certification,
- Promote CISM accreditation within the chapter membership, including exam preparation sessions,
- Maintain exam participation rate to sustain the local area as an exam writing site.
- Report to the Chapter Board on exam results,
- Act as a liaison between exam participants and the Association, and
- Perform other duties as pertain to this office.

J. The Director of Certification shall:

- Maintain resource materials related to CRISC / CGEIT certification,
- Promote CRISC / CGEIT accreditation within the chapter membership, including exam preparation sessions,
- Maintain exam participation rate to sustain the local area as an exam writing site,
- Report to the Chapter Board on exam results,
- Act as a liaison between exam participants and the Association, and
- Perform other duties as pertain to this office.

K. The Director Marketing shall:

- Conduct general marketing and publicity of the Chapter, ISACA Certifications, COBIT, the Association, and any other new initiative
- Coordinate initiatives involving partnerships and alliances.
- Acquire any marketing material from ISACA International as authorized by the Board
- Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board
- Establish opportunities to brief appropriate classes of academic institutions on ISACA, ISACA certifications and IT Governance, and

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

- 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,
- 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 shall:

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

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in any office, except that of immediate Past President and Additional Directors, the vacancy shall be filled by the Chapter Board. These Officers shall hold office for the remainder of the term of the Board.
- B. If a vacancy should occur in an office of an Additional Director, the vacancy may be filled or may be allowed to remain vacant, at the discretion

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

of the Chapter Board. These Officers shall hold office for the remainder of the term of the Board.

- C. If a vacancy occurs in the office of immediate Past President, the vacancy shall remain until filled by routine succession.
- D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VI. Nominations and Elections

Section 1. Chapter Nominations

- A. 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 process the candidates' nominations for offices to be filled at the annual meeting, and oversee the election process.
- D. The Nominating Committee shall report to the membership at the annual general meeting in February. Each candidate shall have consented to serve.
- E. 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 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. Supervise the affairs and conduct the business of the Chapter between business meetings,
- C. Establish broad chapter policy for all activities
- D. Approve long range objectives and programs
- E. Approve new programs proposed by various committees or officers
- F. Provide updates on Board actions and make recommendations to the membership

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

- G. Be subject to the orders of the membership
- H. Approve the Chapter budget and revisions during the fiscal year,
- I. Meet at least 4 times per year at a time and place determined by the Chapter Board
- J. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter
- K. An affirmative vote by a majority of Directors physically present and voting on a resolution at a Board meeting shall constitute an Act of the Board.
- L. The Board may approve resolutions by circulation, which may be voted upon by paper or by electronics means. All resolutions approved by circulation shall be numbered and circulated along with the minutes of the next Board meeting
- M. In cases of resolutions by circulation, an affirmative vote by majority of the Board, 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/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. Quorum

A majority of the Chapter Board present in person shall constitute a quorum.

Section 5. Fiscal year and Annual Financial Statements

- A. The fiscal year of the Chapter shall be the calendar year unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared, audited, 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.
- C. The Annual Financial Statements shall be available for access by members at the Chapter web-site 48 hours before the annual general meeting.

Section 6- Insurance and Indemnity

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

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

Article VIII. Chapter Committees

The Chapter Board or the membership may constitute one or more Standing committees as necessary, specifying their objectives and roles. These Committees shall be chaired by a Chapter Officer and consist of one or more members who may or may not be chapter officers.

Article IX. Indemnification

The Chapter shall indemnify any or 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 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

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the chapter membership after 21 (twenty one) 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 go 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 International President and Chief Executive Officer.

Article XI. Parliamentary Authority

The rules contained in the latest edition of Robert's 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.

Bylaws of ISACA Muscat, Oman Chapter
Effective 25 February 2015

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 will be approved, at any chapter meeting, by a two-thirds ($2/3$) vote, provided that the amendment has been submitted in writing at the previous 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.