Article I. Name

The name of this organization shall be the Memphis Chapter (the "Chapter") of the Information Systems Audit and Control Association, commonly known as ISACA, hereinafter referred to as the "Association".

Article II. Purpose and Objectives

The primary purpose of the Association is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of and/or management consulting in the field of Information Systems Control, pursuant to Section 501©(6) of the Internal Revenue Code of 1986. Information Systems Control is defined as the common body of knowledge required to sustain and support Information Systems Auditors, Information Systems Security professionals, Information Systems Control Specialists, Information Systems Quality Assurance professionals and other related disciplines at both the operational and management levels.

More specifically, the objectives of the Association are:

(a) to promote the education of and help expand the knowledge and skills of its members in the interrelated fields of Auditing, Security, Quality Assurance and Information Systems Control;

(b) to encourage a free exchange of Information Systems Controls techniques, approaches, and problem solving by its members;

(c) to provide adequate communication to keep members abreast of current events in Information Systems Control which can be beneficial to them and their employers; and

(d) to communicate to management, auditors, and Information Systems professionals the importance of establishing controls necessary to ensure the effective organization and utilization of information systems resources.

Article III. Membership

Section 1: Definition

Membership in this Chapter shall be in accordance with Article II of the Association By-Laws. Members who maintain their membership by payment of dues as required under the Articles of Incorporation and By-Laws and who otherwise qualify should be considered in good standing and entitled to full privileges of membership.

Section 2: Termination

Membership will be terminated if payment of the annual Association dues has not been received by Association HQ before the end of the two months subsequent to the end of the dues billing cycle.

Revised June 1999
Section 3: Student Membership

Membership in this Chapter shall be in accordance with Article II of the Association By-Laws. Members who maintain their membership by payment of dues as required under the Articles of Incorporation and By-Laws and who otherwise qualify should be considered in good standing and entitled to full privileges of membership.

Section 4:

Other classes of membership may be established subject to the approval of the Board of Directors and the Association.

Article IV. Finance

Section 1: Fiscal Year

The fiscal year of this Chapter shall be January 1 to December 31.

Section 2: Dues

The Board of Directors shall establish annual dues for Chapter membership.

Article V. Board of Directors

Section 1: Organization

The Board of Directors shall consist of the Officers and immediate Past President of this Chapter. With the exception of the Past President, all positions will be elected on a yearly basis.

Section 2: Vacancies

If the office of any Director, specified in Section I of this article, shall vacate for any reason, a majority of the remaining members of the Board of Directors then in office shall appoint a Chapter member to fill the unexpired portion of the vacated officer’s term.

Section 3: Duties and Responsibilities

The Board of Directors shall be the governing body of this chapter and its actions shall be final.

The Board of Directors shall provide for an audit of the financial affairs of this Chapter at such time as it may deem advisable.

Each Director shall serve as Chairman of such standing committees as may be assigned by the President and ratified by the Board.

Only current dues paying members in good standing shall be eligible to serve on the Board of Directors.

Revised June 1999
Section 4: Meetings

(a) The Board of Directors shall meet as they deem necessary at a time and place selected by the Board

(b) Meetings may be called at any time by the President or three members of the Board.

(c) For the transaction of business requiring a vote, a majority of the Board of Directors then in office shall constitute a quorum.

(d) At all meetings of the Board of Directors, the President, if present, shall act a Chairman. In the absence of the President, the Executive Vice President shall act as Chairman. In the absence of both the President and the Executive Vice President, the Vice President of Communications and Advertising shall preside.

(e) Notice of meetings of the Board of Directors shall be given to each Director not less than two days in advance of the meeting or as the Board may otherwise direct, but no failure in delivery of such notice shall invalidate the meeting or any action taken or proceedings there at. Notice may be waived by unanimous consent of the Directors in writing.

Article VI. Officers and Duties

Section 1: Officers

The officers of the Chapter shall be President; Executive Vice President; Vice President of Communications and Advertising; Vice President of Hospitality and Membership; Vice President of Certification, Research and Scholarship; Secretary; Treasurer; and the immediate Past President. These officers shall serve from the date of the regular May meeting until the regular May meeting of the following year.

Section 2: Duties of the President

The President shall serve as Chairman of the Board of Directors and shall be the chief executive officer of the Chapter and preside at all meetings of the membership. He shall have the general powers, duties and management usually vested in the office of the President. The President shall also have such other powers and duties as may be prescribed by the Board of Directors or by the By-Laws. The President shall also attend the Leadership or other chapter meetings or shall appoint an attendee to attend. The President, together with the Executive Vice President, shall be responsible for soliciting support of Corporate organizations.

Section 3: Duties of the Executive Vice President

The Executive Vice President shall report to the President and in the absence of or disability of the President shall perform all the duties of the President and shall be responsible for committees defined in Article VII of the By-Laws. The Executive Vice President, together with the President, shall be responsible for soliciting support of the corporate organizations. The current year Executive Vice President

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shall proceed to the office of President except when circumstances make this transition unfeasible.

Section 4: Duties of the Vice President of Communications and Advertising

The Vice President of Communications and Advertising shall report to the President and in the absence of or disability of the President and Executive Vice President shall perform all the duties of the President and shall be responsible for committees defined in Article VII of the By-Laws.

Section 5: Duties of the Vice President of Hospitality and Membership

The Vice President of Hospitality and Membership shall report to the President and shall be responsible for committees defined in Article VII of the By-Laws.

Section 6: Duties of the Vice President of Certification, Research and Scholarship

The Vice President of Certification, Research and Scholarship shall report to the President and shall be responsible for committees defined in Article VII of the By-Laws.

Section 7: Duties of the Treasurer

The Treasurer shall report to the President and shall be responsible for the financial affairs of the Chapter, for the performance of all duties incident to the office of the Treasurer and such other duties as may from time to time be assigned by the Board of Directors. The Treasurer shall have the power to receive and to disburse such funds of the Chapter, subject to the approval of the Board of Directors and/or authorization of the appropriate Committee Chairman, from an approved committee budget. The Treasurer shall be responsible for developing an overall Chapter budget based upon budgets submitted by the Committee chairman. The Board of Directors shall approve such budget. The Treasurer shall also provide a report annually detailing receipts and disbursements by Committee and for the entire Chapter.

Section 8: Duties of the Secretary

The Secretary shall report to the President and shall be responsible for the proper management, organization, and documentation of the Chapter's legal affairs, Chapter reports, membership records, reviews of new membership applications and such other duties as may be authorized and delegated by the Board of Directors.

Section 9

Only members in good standing shall be eligible to serve as an officer.

Article VII. Committees

Section 1: Standing Committees of this Chapter shall be:

1. Publicity and Publications Committee

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2. Program Committee
3. Seminar Committee
4. CISA Committee
5. Nominating Committee
6. Hospitality Committee
7. Membership Committee
8. Education Committee
9. Audit Committee
10. Research Committee

The Chairman of these Committees shall be appointed by the President or the applicable vice president and ratified by the Board of Directors.

Each Committee Chairman shall select the members of the committee, subject to the approval of the President.

Standing Committees may be added, combined or deleted by the President whenever deemed necessary, subject to the approval of the Board of Directors.

Section 2: Publicity and Publications Committee

The Publicity and Publication Committee shall report to the Vice President of Communications and Advertising and shall be responsible for publicizing all Chapter articles during the program year, assisting in publicizing major events and accomplishments of the Association, publishing the Chapter Newsletter, developing, and recommending Chapter editorial policies, and soliciting articles for the Chapter Newsletter.

Section 3: Program Committee

The Program Committee shall report to the President and executive Vice President and shall be responsible for preparing and recommending the Chapter programs for the year, including a schedule of meeting dates, obtaining speakers for all programs, presiding at the speaker's program at each meeting, and maintaining a library of program topics and speakers. The Board of Directors must approve the Chapter programs for the year.

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Section 4: Seminar Committee

The seminar committee shall report to the President and Executive Vice President and shall be responsible for preparing and recommending training seminars sponsored by the Chapter for each year, including a schedule of meeting dates, obtaining speakers for all seminars, presiding at each seminar, and maintaining records of attendance, income, and costs. The Board of Directors must approve training seminars sponsored by the Chapter. The Vice President of Certification, Research and Scholarship shall be a member of the Seminar Committee.

Section 5: Hospitality Committee

The Hospitality Committee shall report to the Vice President of Hospitality and Membership and shall be responsible for recommending and acquiring meeting facilities for the Chapter. This committee shall present its recommendations to the Board of Directors for approval prior to the initial membership meeting of the new administrative year.

Section 6: Membership Committee

The Membership Committee shall report to the Vice President of Hospitality and Membership and shall be responsible for promoting interest in the Chapter, conducting membership drives, and recommending applicants for membership. This Committee shall be responsible for contacting local colleges and universities for promoting interest among potential student applicants for membership. The Secretary shall be a member of the Membership Committee.

Section 7: Education Committee

The Education Committee shall be chaired by the Vice President of Certification, Research and Scholarship and shall be responsible for establishing and making known existing programs of continuing professional education for members of this Chapter. This committee will cooperate with universities, the Association and others to establish courses and seminars for members, which will be of benefit in their effort to further their professional education.

Section 8: CISA Committee

The CISA Committee shall report to the Vice President of Certification, Research and Scholarship and shall coordinate the CISA program for the Chapter. This responsibility includes organizing and promoting a CISA Review Course (if interest warrants) as well as promoting the CISA certification throughout the Chapter.

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Section 9: Nominating Committee

The Nominating Committee shall be chaired by the Past President and shall be responsible for soliciting suggestions for likely candidates for officers and for the Board of Directors at least sixty days prior to the designated election date.

Section 10: Audit Committee

The Audit Committee shall be chaired by the Vice President of Communications and Advertising and shall be responsible for overseeing the financial affairs of the Chapter, including auditing the Chapter books as it may deem advisable.

Section 11: Research Committee

The Research Committee shall report to the Vice President of Certification, Research and Scholarship and shall be responsible for ongoing research efforts within the Chapter. This can be research that has been coordinated by the association or by the local Chapter.

Article VIII. Nominations and Elections

Section 1: Annual Elections

Annual election of all Officers and Directors shall be held at the regular May meeting of the Chapter.

Section 2: Nominations

(a) The Past President shall chair the Nominating Committee and select a minimum of two additional members of the Committee. To ensure an equal representation of the members in the election process, members of the Nominating Committee must be from separate organization. Only members in good standing shall be eligible to serve on this Committee. Subject to these restrictions, Chapter members wishing to actively participate on this Committee may do so on a voluntary basis. Subject to Board of Director approval of the timing, the Nominating Committee shall present the slate of nominees to the membership of the Chapter at the regular March meeting.

(b) Other nominations may be made from the floor at the regular May meeting.

(c) The Officers and Directors shall be elected by a majority vote at the regular May Chapter meeting.

(d) Newly elected Officers and Directors shall be installed at the May meeting of the Chapter and shall serve from that day until the regular May meeting of the following year.
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Article IX. Meetings

Section 1: Regular Meetings

This Chapter shall hold a minimum of six regular meetings each year, at a time and place determined by the Board of Directors.

Section 2: Special Meetings

Special meetings of the Chapter may be called by the President, the Board of Directors, or the International President of the Association. One calendar week notice shall be given for any special meeting.

Section 3: Quorum

For the transaction of Chapter business requiring a vote, twenty percent of its paid membership shall constitute a quorum.

Article X. Parliamentary Authority

All points not specifically covered in these By-Laws shall be governed by the rules contained in Robert’s Rules of Order Revised.

Article XI. Amendment

Section 1: Requirements

The By-Laws may be amended at any regular meeting, or any special meeting called for the purpose, by a two-thirds vote of the members present, provided such amendment has been adopted by two-thirds of the total number of Officers and Directors then in office. Notice of such amendment must be sent with the notice of such meeting at least ten days prior to the date of the meeting.

Section 2: Automatic Amendment

When, as, and if amendments to the Association By-Laws shall have an effect on this Chapter’s By-Laws, such amendments shall automatically become effective for this Chapter. Notice in writing shall be sent to the membership.

Article XII. Dissolution

To effect dissolution of the Chapter, 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 Executive Director 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

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