Chapter Bylaws
(December 2020)

Article I Name
The name of this non-union non-profit organisation shall be the ISACA Northern England Chapter (hereinafter referred to as the "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association (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 will all applicable laws and regulations. The Chapter is established and operates as a recognised corporate entity under relevant UK laws.

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, risk, privacy and assurance.

The objectives of the Chapter are:

- to align with and promote the Association’s global strategies and the disciplines of IT Assurance, Information Security Management, Information Systems Risk Management the Governance of Enterprise IT;
- to promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, audit, security, control, risk and assurance;
- to encourage an open exchange of IT governance, IS audit, security, control and assurance techniques, approaches, and problem solving by its members and their organisations;
- to promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;
- to communicate the importance of establishing controls necessary to ensure proper IT governance, IS audit, security, control and assurance and the effective organisation and utilisation of IT resources;
- to engage with other parties to promote the Association and the Chapter;
- to encourage people to join the professions supported by the Association; and
- to support the Association’s professional certifications.

Article III Memberships and Dues
Section 1. Classification and Qualifications
Membership in the Association is a requirement for membership in a Chapter.

A) Member
Any member of the Association 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. Members shall be entitled to vote and 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 shall be entitled to 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 enrolment shall be submitted annually. Student members shall be entitled to vote and shall be entitled to hold office at the Chapter level.

D) Recent Graduate
Individuals 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.

Section 2. Admissions
A) Potential members shall:

1. Meet the requirements of membership as outlined in Article III, Section I.
2. Complete an Association membership application form.
3. Pay required Chapter and Association dues to 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 dues, fees, and assessments for that individual, and the Association or individual designates the Chapter.

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) Dues and fees must be paid in full to the Association. A member shall forfeit membership in the Chapter and Association, if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the Association Board of Directors and to the Chapter as required.

C) Resignation: any member who resigns shall not be entitled to a refund of his/her annual Association membership or Chapter dues.

Section 4. Termination and Suspension
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.
C. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Article IV Chapter Meetings

Section 1. Regular Meetings/Educational Sessions

Regular meetings that provide the Chapter membership with educational sessions shall be held monthly, with appropriate seasonal breaks, unless otherwise determined by the Chapter Board. A minimum of four such events will be held annually. A quorum shall be required only for the portion of the meeting when the regular business of the chapter is conducted.

Section 2. Annual General Meeting

The regular meeting in June shall be known as the Annual General Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, sharing reports of all activities, revenue and expenditures, 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 ten individuals of the Chapter membership. The purpose of the meeting shall be stated in the call. At least 10 days’ notice shall be given.

Section 4. Mail or Electronic Voting

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

Section 6. Act of the Membership

The affirmative vote of the majority of the members present and voting at any Chapter meeting shall constitute an act of the membership.

Section 7. Notification

Members shall be notified 28 days in advance of the annual general meeting and at least 10 days in advance of any special or regular meetings. Notification may be by postal mail, by electronic mail or by telephone.
Article V  Chapter Officers

Section 1.  Chapter Officers

The Voted in Officers of the Chapter shall consist of a President, Vice President, Secretary, Treasurer supported by the Immediate Past President, these roles will be supplemented by a number of other roles which can be varied as required by the President and Vice President.

Section 2.  Term of Chapter Officers

A) The Chapter Officers, except the Immediate Past President, shall be elected annually for a term of one year, or until their successors are elected and assume office, or until they resign or are removed from office. The term of the office shall begin at the close of the annual meeting at which they are elected.

B) No elected member shall hold more than one Chapter office at a time and no member shall be eligible to serve more than three consecutive terms in the same Chapter office, unless by majority approval of the Chapter board. All Chapter offices, roles and their incumbents will be reviewed at least annually.

Section 3.  Duties of Chapter Officers

The four elected Chapter Officers (President, Vice President, Treasurer and Secretary. Supported by the Immediate Past President) shall perform the duties prescribed by these Bylaws, and the parliamentary authority adopted by the Chapter. All other support roles may change as appropriate.

A) The **Chapter President** shall:

• Preside at all meetings of the Chapter and the Board;
• Appoint all committee chairpersons and committee members, with approval of the Chapter Board;
• Be an ex-officio member of all committees;
• Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
• Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
• Ensure chapter trainers for ISACA certifications are accredited by ISACA;
• Represent the Chapter at Leadership Conference, Presidents Council Meetings and other conferences and functions where appropriate;
• Present an annual report to members at the annual general meeting – such report to consist of reports from various Chapter officers and committees;
• Maintain communications with the Association and respond to Association enquiries;
• Be responsible for annual Chapter reporting to the Association as required by the Chapter Affiliation Agreement;
• Supervise budgetary matters and proper internal control of finances, 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:

• Co-ordinate the Chapter membership events;
• Preside at meetings of the Chapter and the 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;
• Perform other duties as pertain to this office.

C) The **Chapter Secretary** shall:

• Take minutes of the meetings of the Chapter Board and Chapter Membership Meetings and maintain a copy of the records;
• Maintain accurate attendance records;
• Be responsible for the legal affairs, Chapter records, and communications and correspondence pertaining to the Chapter;
• Ensure the Chapter’s Data Protection Registration is maintained;
• Ensure the Chapter’s liability insurance is maintained;
• 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;
• Submit a written report to regular meetings when requested;
• In concert with the President, authorise expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held by 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 books and records for audit when required;
• File any and all tax forms required;
• Perform other duties as pertain to this office;

**Section 4. Support Positions for Chapter Officers**

A) 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.

B. **Webmaster & Social Media** shall:

• Maintain the Chapters web site, with local applicable privacy laws;
• Maintain and update Chapter Social media feeds;
• Set up and manage on-line events;
• Manage attendance data for on-line events; and
• Perform other duties as pertain to this office.
C. **She Leads Tech (SLT)** shall:
   - Promote ISACA SLT initiatives across Chapter and where applicable nationally and internationally;
   - Report on SLT activity; and
   - Perform other duties as pertain to this office.

D. **Academia** shall:
   - Establish network of support with ISACA Global
   - Establish a strategy for the Chapter’s Academia approach
   - Establish a small network of academic leaders
   - Promote ISACA certifications where appropriate
   - Host at least one event with a University building on network of academic leaders; and
   - Perform other duties as pertain to this office.

E. **Certification** shall:
   - Maintain resource material related to ISACA’s certifications;
   - Promote ISACA’s 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.

F. **Membership** shall:
   - Maintain accurate lists of membership, in accordance with local applicable privacy laws;
   - Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy;
   - Welcome all new members within 3 weeks of them joining the Chapter;
   - Report on Chapter membership data from the Association;
   - Analyse membership data & report themes and results;
   - Coordinate plans for maintaining and increasing Chapter membership; and
   - Perform other duties as pertain to this office.

G. **Marketing** 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; and
• Perform other duties as pertain to this office.

H. The **Support at Large** shall:
• Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the President and Chapter Board.

**Section 5. Chapter Officer Vacancies**

A) If a vacancy should occur in the office of President, the vacancy shall be filled by the Vice-President.

B) If a vacancy should occur in any office, except that of immediate Past President, the vacancy shall be filled by the Chapter 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) Members will be invited annually to volunteer for the Offices of the Chapter.

B) Nominations shall be open and will be declared open by the President at the regular meeting immediately prior to the annual general meeting.

C) Nominations from the floor shall be permitted from any member of the Chapter prior to the election.

D) Each candidate shall have consented to serve and shall have completed a Willingness to Serve and Conflict of Interest form.

**Section 2. Chapter Elections**

A) Officers shall be elected by ballot.

B) In the event there is only one candidate for any office, voting on that office may be by voice.

C) 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 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.

**Article VII The Chapter Board**

**Section 1. Composition**

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

**Section 2. Duties**

The Chapter Board shall:

A) Supervise the affairs and conduct the business of the Chapter between business meetings.
B) Make recommendations to the membership.

C) Have regular Chapter Board meetings, at least 4 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 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;

D) Regular or special meetings of the chapter board may be held electronically. 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.

E) Be responsive to ISACA, ISACA staff and Chapter members, and provide all Chapter event information to ISACA as set forth in ISACA’s Policies and Procedures or otherwise reasonably requested by ISACA.

F) Maintain all books and records of programs, activities, events, meetings and operations for a minimum period of five years or longer as required by applicable laws. As directed by ISACA, the Chapter shall send to ISACA copies of all such information as required.

G) Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.

Section 3. Financial Authority

The Chapter Board shall be required to:

A) Approve the Annual Budget.

B) Expend funds allotted in the approved budget.

C) Authorise non-budgeted expenditures (but not to exceed 50% of accumulated funds at the last audited accounts) without prior approval of the membership.

Section 4. Fiscal Year & Annual Financial Statements

A) The fiscal year of the Chapter shall run from 1 January to 31 December unless otherwise established by the Chapter Board.

B) The Chapter Board shall ensure that annual financial statements are prepared, audited or verified by individual(s) other than the Chapter Board, reviewed by a qualified independent financial expert, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to the Association.

Section 5. Quorum

A majority of the Chapter Board shall constitute a quorum.

Section 6. Insurance

The Chapter Board shall use commercially reasonable efforts to carry at all times adequate insurance coverage to insure the risk associated with the Chapter’s activities, and shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.
Section 7. Removal

A. Any Officer who fails to attend 50% Chapter Board meetings within a year or 50% Chapter events 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

Committees will be formed at the direction of the Chapter membership or the Chapter Board, as necessary.

Article IX. Indemnification

The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person who may have served at its request or by its election as a director or officer of another corporation, against expenses actually and necessarily incurred by them in connection with the defence 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. 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.

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 membership after ten 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, ensuring compliance with all relevant English laws and 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 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.

Article XII            Amending Chapter Bylaws
The Chapter Board shall approve all suggested bylaw changes and forward all Bylaws
amendments to the Association, with amendment(s) indicated. The Association must
give written approval to all Bylaws amendments prior to them being submitted for a vote
by the Chapter membership.

These Bylaws may be amended at any Chapter meeting by a two-thirds (2/3) vote
provided that the amendment has been submitted in writing at the previous regular
meeting or has been mailed to the entire Chapter membership at least ten days prior to
the meeting at which it will be considered. The Chapter Relations Team of the
Association will be advised that the Bylaws have been approved and will be sent a copy
of the approved version of the Bylaws.

The Chapter Board shall conduct an annual comparison of the Chapter practices to the
Bylaws and other Chapter Organisational Documents. The Chapter Board must ensure
the compliance of the Bylaws with the Association’s Bylaws, Affiliation Agreement and
requirements within the United Kingdom.