

BYLAWS OF ISACA VENICE CHAPTER

Effective: 11/11/2011

Article I – Name – Registered Office – Duration

The name of this non-union, non-profit organization shall be ISACA VENICE Chapter, hereinafter referred to as “Chapter”, a Chapter affiliated with the Information Systems Audit and Control Association (ISACA), hereinafter referred to as the “Association”. The Chapter, apart from its innate affiliation with the international Association, is an independent entity from any other association, enterprise, or entity.

The registered office of the Chapter is at the residence of the President, unless the decision taken by the Board. Chapter’s activities have no end date.

Article II. Purpose

The primary purpose of the Chapter is to promote the education and certification 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, to their employers, to Universities;
- To communicate to management, auditors, universities, public administration 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.

To achieve the purpose the Chapter may carry out all operations, to be considered useful or necessary.

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

Article III. Membership

Section 1. Qualifications

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 ISACA. Members shall be entitled to vote and to hold office.

Members must also join ISACA, with accompanying rights and responsibilities and subject to rules established by the Board of ISACA.

Section 2. Classifications

All members are individuals and they have the same rights and are among three categories:

1. 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. Members shall be entitled to vote and to hold office.
2. Retired Member — any member retired, who presents proof of retirement status, subject to rules established by the Association Board; shall be entitled to vote and hold office at the Chapter level; the Chapter Board may offer them different fees and other opportunities to be communicated; must present proof of retirement status, subject to rules established by the ISACA Board.
3. Student Member — any member who is full time student of a university; shall be entitled to vote and hold office at the Chapter level; the Chapter Board may offer them different fees and other opportunities to be communicated; must present proof of full time student status, subject to rules established by the ISACA Board.

Section 3. Admission

A. Potential members shall:

1. Meet the requirements of membership as outlined in Article III, Section 2.
2. Complete an Association membership application form.

3. Pay required dues to the Chapter and the Association.
4. Follow the bylaws, the internal rules approved by Boards, the Code of Professional Ethics of the Chapter and of ISACA

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

Section 4. Dues

Chapter and ISACA dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter Board, plus Association dues.

Section 5. Resignation

A member shall no longer be deemed a member if he/she:

- A. Resign
- B. Doesn't pay Chapter and ISACA dues within 60 days after 1 January of each year,
- C. Doesn't pay Chapter and ISACA dues as required,

Any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Article IV. Chapter bodies

Association Bodies of the Chapter are:

- General Meeting of the members;
- Chapter Board,
- Nominating Committee.

Article V. Chapter Meetings

Section 1. Educational sessions

Educational sessions of the Chapter membership shall be held quarterly, unless otherwise determined by the Chapter Board.

Section 2. General Meeting of the members and Annual General Meeting

The General Meeting is the meeting of the members who paid dues.

There must be at least one General meeting per year.

The Annual General Meeting shall be held in May and shall be for the purpose of electing officers, receiving reports of officers and committees, approving the budget, and for any other business that may arise.

The date and location of the annual general meeting shall be determined by the Chapter Board.

General meeting defines the number of the members of the Chapter Board, at least 10 and maximum 15.

Section 3. Notification

Members shall be notified by email to the address communicated by each member.

Members shall be notified at least 15 days in advance of any regular meetings or special meetings.

The purpose of the meeting shall be stated in the call.

Section 4. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request by thirty members.

A Special Meeting must be called to amend the bylaws or to the dissolution of the Chapter.

The purpose of the meeting shall be stated in the call.

Section 5. 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 or for Chapter elections, and such correspondence will be considered a special meeting for the purposes of these bylaws and will be controlled by Nominating Committee.

Section 6. Quorum for Chapter Meetings

The quorum for any regular, annual general or special meeting shall be twenty-five members. In absence of quorum, the meeting will be adjourned, and reconvened at least a week after. The date and time of first and of reconvened meetings will be communicated to members.

Section 6. Act of the Membership

The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the membership. An act about bylaws amendment needs the affirmative vote of two thirds of present members.

Article VI. Chapter Board

Section 1. Composition of the Chapter Board

Among members of Chapter Board the Chapter Officers are elected by secret ballot. Chapter Officers are: President, Vice President, Secretary, Treasurer, Immediate Past President. Immediate Past President is not elected and is the President of the last Chapter Board.

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. Be subject to the orders of the membership
- D. Meet four times per year, at a time and place determined by the Chapter Board
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter

The Chapter Board shall have the authority to:

- A. Approve the detailed annual budget
- B. Expend funds allotted in the approved budget
- C. Authorize non-budgeted expenditures not to exceed 10% of annual budget.
- D. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter Board, presented to members at the annual general meeting, and submitted as part of the Chapter Annual Report to ISACA.

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

A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.

The affirmative vote of the majority of the members being present at any chapter board meeting shall constitute an act of the chapter board.

Section 3. Meetings held electronically

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 minutes of the meeting shall be approved at the next in-person meeting.

Article VII. Chapter Officers

Section 1. Term and duties of Chapter Officers

- A. The Chapter Officers, except the immediate Past President, shall be elected for a term of three years, or until their successors are elected and assume office. The term of office shall begin on the May after the Chapter election.

- B. No member shall hold more than 2 Chapter offices at a time, and no member shall be eligible to serve more than two consecutive terms in the same Chapter office.
- C. The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted by the Chapter.

Section 2. President

The Chapter President shall be granted the Chapter 's representation before the court.

The Chapter President shall:

- Preside at meetings of the Chapter and of the Chapter Board,
- Appoint all committee chairpersons and members ,
- Be an ex-officio member of all committees except the Nominating Committee,
- Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative,
- Present an annual report to members at the annual general meeting,
- Maintain communications with the Association and respond to Association enquiries,
- Be responsible for submission of the required annual chapter reports to the Association within 30 days after the annual general meeting,
- 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.

Section 3. Vice President

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, and
- Perform other duties delegated by the President and as pertain to this office.

Section 4. Secretary

The Chapter **Secretary** shall:

- Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
- Maintain accurate attendance records and membership roster,
- Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter, in concern with the President;
- Assist the President in the administration of Chapter membership meetings, and
- Perform other duties as pertain to this office.

Section 5. Treasurer

The Chapter **Treasurer** shall:

- Be custodian of Chapter funds,
- In concert with the President, 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,
- Submit a written report at each regular meeting,
- Submit annual financial statements for presentation to the membership at the annual general meeting,
- Submit books and records for audit when required,
- 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,
- File any and all tax forms required, and
- Perform other duties as pertain to this office.

Section 6. Immediate Past President

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.

Section 7. 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 other 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 vacant until filled by routine succession.
- D. If a Chapter officer's membership in the Association and in the Chapter shall for any reason terminate, that individual's position as Chapter officer shall automatically become vacant.

Article VIII. Nominating Committee

Section 1. Term and duties of Chapter Officers

A Nominating Committee of 3 members shall be elected by the membership at the general meeting in November. They are in charge for three years.
The Nominating Committee examine any issue pertaining to the respect of the Ethic Code.

Article IX. Nominations and Elections

Section 1. Chapter Nominations

- A. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall nominate candidates for offices to be filled by e-mail.
- B. The Nominating Committee shall report to the membership by e-mail within a week.
- C. Nominations from the floor shall not be permitted prior to the election.
- D. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement 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.

Article X. Chapter Committees

Section 1. Program Committee

The Program Committee has the objective of developing and implementing the Chapter training and development events for the year.

Section 2. Special Committee

Other committees may be created as necessary by the Chapter Board.

Article XI. 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 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 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 XII. Dissolution

Dissolution of the Chapter may be stated by a Special Meeting of the membership, with a two-thirds (2/3) vote of the chapter membership.

The call and the documentation must be mailed to each member 15 days before the date of the meeting.

In the event of dissolution, the Chapter shall notify the Chief Executive Officer of ISACA, in writing, indicating the reasons for dissolution and shall return the Chapter charter and any other Chapter or ISACA documents to International Headquarters.

All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic project designated by the Chapter membership, pursuant to Italian Civil Code and Italian Law n.383 of December 7th 2000, with the approval of the Association's International President and Chief Executive Officer.

Article XIII. 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 XIV. 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 a special meeting, by a two-thirds (2/3) vote, provided that the amendment 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.