Article I  Name

The name of this non-profit organization shall be the Greater Cincinnati Chapter (hereinafter referred to as “Chapter”), a Chapter affiliated with ISACA International (hereinafter referred to as the “Association”) as registered with the Secretary of the State of Ohio. The Chapter, apart from its innate affiliation with the Association, is an independent entity from any other association, enterprise, or entity.

Article II  Purpose and Objectives

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, Audit, Security, Control and Assurance.

The objectives of the Chapter are (within Greater Cincinnati)

- Align with ISACA’s global strategies to advance its purpose and promise.
- Promote the education of, and help expand the knowledge and skills of its members and their related organizations in the interrelated fields of information systems governance, security, audit and assurance.
- Encourage an open exchange of information systems governance, security, audit and assurance techniques, approaches, and problem solving by its members and their related organizations.
- Promote adequate communication to keep members abreast of current events in information systems governance, security, audit and assurance that can be of benefit to members and their related organizations.
- Communicate the importance of establishing controls necessary to ensure proper information systems governance, security, audit and assurance the effective organization and utilization of IT resources.
- Engage with other related organizations, including ISACA and other chapters, to further ISACA’s purpose and
- To promote the Association’s professional certifications and IT Governance.

Article III  Membership and Dues

Section 1: Classification and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and
responsibilities.

- 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 hold office.

- 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 in the Chapter.

- 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 annually. Student members shall be entitled to vote and hold office in the Chapter.

Section 2: Admissions

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

- Membership in the Association 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.

Section 3: Dues

- Chapter dues shall be payable on or before January 1 of each year, in an amount determined by the Chapter Board of Directors plus Association dues. Dues and fees must be paid in full to ISACA International. A member shall forfeit membership if dues, fees or assessments have not been paid to the Association in compliance with terms as set by the ISACA Board of Directors and to the Chapter as required.

- The Chapter will support individuals who are displaced from their job by allowing any active member to attend up to 6 monthly meetings at no cost to the individual immediately following the loss of employment. These individuals may also attend seminars or presentations sponsored solely by the Chapter at no cost providing they assist the responsible Committee in preparing for the event as deemed necessary.

- Resignation – any member who resigns shall not be entitled to a refund of his/her
Section 4. Termination and Suspension

A. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

B. A person whose membership in the Association has been suspended shall not be deemed a member of the Chapter during the period of suspension.

Section 5: Execution of Instruments

Except as otherwise provided in these Bylaws, the Chapter Board of Directors may authorize any officer or officers and any agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Chapter and such authority may be general or confined to specific instances. Unless so authorized, no officer or agent shall have any power or authority to bind the Chapter by any contract or engagement or to pledge its credit or to render it liable for any purpose or in any amount.

A copy of all contractual agreements should be provided to the Chapter President and Treasurer.

Article IV Chapter Meetings

Section 1: Regular meetings of the Chapter membership shall be held at least 1 time per year or unless otherwise ordered by the Chapter Board and shall be for the purpose of conducting the regular business of the chapter.

Section 2: Educational sessions of the Chapter membership shall be held at least 4 times per year unless otherwise ordered by the Chapter Board.

Section 3: The regular meeting in May shall be known as the Annual Meeting and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 4: Special meetings may be called by the President, the Chapter Board or upon written request by 20 members. Except in cases of emergency, notice of one calendar week shall be given.

Section 5: 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 6: The quorum for any regular, annual general or special meeting shall be 20 members. In absence of quorum, the meeting will be adjourned and reconvened One week later, or on a later date determined by the board. The new date and time will be
communicated to members.

Section 7: The affirmative vote of the majority of the members present and voting at any chapter meeting shall constitute an act of the membership.

Section 8: Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by postal mail, by email or by telephone.

**Article V Chapter Officers**

Section 1: Chapter Officers

The Officers of the Chapter shall be 8 in number, constituting: President, Vice President, Vice President of Membership, Vice President of Programs, Vice President of Professional Development (Education), Vice President of Communications (Newsletter Editor), Secretary, and Treasurer.

Section 2: Term of Chapter Officers

- The Officers shall be elected every two years for a term of two years, or until their successors are elected and assume office, or until they resign or are removed from office. Newly elected Officers and Chapter Board of Director members shall take office on June 1 in the year elected.
- No member shall hold more than one Chapter officer position 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.

- The Chapter President shall:
  - Be Chief Executive Officer of the Chapter
  - Preside at all meetings of the Chapter and the Chapter Board of Directors
  - Be an ex-officio member of all committees except the Nominating Committee
  - Represent the Chapter at Leadership Conferences and other conferences and functions, where appropriate or appoint another Chapter Board member as a representative.
  - 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 annual general meeting – such
report to consist of reports from various Chapter officers and committees

- Be responsible for the enforcement of the Bylaws and carrying out of all orders and resolutions of the Chapter Board of Directors
- Maintain communications with the Association and respond to Association inquiries
- Be responsible for submission of the Chapter Annual Report to the Association within 30 days after the annual meeting
- Supervise budgetary matters and proper internal control of finances
- Perform other duties that pertain to this office as applicable, which may be delegated and/or requested by the Chapter Board of Directors
- Assist other officers with the performance of their duties as requested.

- The Chapter Vice President shall:
  - Perform the duties of the President in his/her absence
  - Assist other officers with the performance of their duties as requested.
  - Perform other duties that pertain to this office as applicable, which may be delegated and/or requested by the Chapter Board of Directors

- The Chapter Vice-President of Membership shall:
  - Maintain accurate membership records
  - Disseminate membership lists as directed by 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
  - Promote membership in the Chapter
  - Perform other duties as pertain to this office as applicable, which may be delegated and/or requested by the Chapter Board of Directors.

- The Chapter Vice-President of Programs shall:
  - Be the Chairperson of the Program Committee
  - Be responsible for obtaining speakers and locations for the monthly meetings
  - Be responsible for performing the annual membership survey.
  - Perform other duties that pertain to this office as applicable, which may be delegated and/or requested by the Chapter Board of Directors.

- The Chapter Vice-President of Professional Development shall:
  - Be the Chairperson of the Professional Development Committee
  - Recommend and oversee seminars and programs of professional education
  - Perform other duties that pertain to this office as applicable, which may be delegated and/or requested by the Chapter Board of Directors.

- The Chapter Vice-President of Communications shall:
  - Be responsible for all Chapter communications such as newsletter, professional education information, and program information
  - Be responsible for coordinating the updating of website content
o Perform other duties that pertain to this office as applicable, which may be
delegated and/or requested by the Chapter Board of Directors.

• The Chapter Secretary shall:
o Take minutes of the meetings of the Chapter Board of Directors, membership
meetings, and annual general meeting, and maintain a copy of the records
o Maintain accurate attendance records
o Upload attendance information for professional educational and monthly
program meetings to ISACA International for CPE reporting
o Be responsible for the legal affairs, Chapter reports, and communications and
correspondence pertaining to the Chapter
o Assist the President in the administration of chapter membership meetings
o Perform other duties that pertain to this office as applicable, which may be
delegated and/or requested by the Chapter Board of Directors.

• The Chapter Treasurer shall:
o Be custodian of Chapter funds
o Receive all moneys and disburse funds only upon the sanction of the Chapter
Board of Directors, or the Chapter membership
o Remit dues to the Association as required
o Submit a written report at each Chapter Board of Directors meeting
o In concert with the President, authorize expenditures from, or transfers of funds
from/to, the Chapter US dollar credit account held at the Association
o Submit annual financial statements for presentation to the membership at
the annual general meeting
o Submit books and records for audit when required
o File any and all tax forms required
o Perform other duties that pertain to this office as applicable, which may
be delegated and/or requested by the Chapter Board of Directors.

Section 4: Chapter Officer Vacancies

• If a vacancy should occur in the office of President, the vacancy shall be filled by the
Vice President.
• If a vacancy should occur in any other office the Chapter Board of Directors shall
appoint a Chapter member to fill the unexpired portion of the term.
• 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 Chapter Board of Directors

Section 1: Chapter Board of Directors shall consist of the officers listed in Article V, Section
1 and a maximum of three prior Presidents that are members and who are elected in the same process as officers are nominated and elected and shall serve as Directors.

- The prior Presidents shall provide oversight and guidance to the Chapter Officers regarding all chapter business as well as comprise the Nominating Committee as noted in Article VII.
- Directors and members of the committees may receive such reimbursement for expenses associated with the performance of chapter duties, such as printing costs and supplies for seminars, or for attendance at leadership conferences. Directors shall not be paid any compensation for their services as directors.

Section 2: Duties and Responsibilities

The Chapter Board of Directors shall:

- Supervise the affairs and conduct the business of the Chapter between business meetings
- Make recommendations to the membership
- Be subject to the orders of the membership
- Be the governing body of this chapter and its actions shall be final, unless otherwise specifically provided by these bylaws.
- Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter.
- Make the books of the Chapter available for inspection by any member of the Chapter.
- Approve the annual budget and expenditure of Chapter funds.
- 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.
- The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the Chapter.

Section 3: Chapter Board Meetings

- The Chapter Board of Directors shall hold board meetings during the program year.
  - Board meetings are typically held monthly, including 1 annual planning meeting typically held during the summer break. Meetings can either be held via conference call, or in person.
- Members of the Chapter Board of Directors are expected to attend a minimum of 4 total board meetings per program year. Chapter Board members failing to meet these requirements may be asked to resign following the removal process described in
section 4.

- Meetings may be called at any time by the President or three members of the Chapter Board of Directors.
- For transaction of business requiring a vote, a majority of the Chapter Board of Directors then in office shall constitute a quorum.
- At all meetings of the Chapter Board of Directors, the President, if present, shall act as Chairperson. In the absence of the President the Vice President shall act as Chairperson for that meeting.
- Notice of meetings of the Chapter Board of Directors shall be given to each Director in writing in advance of the meeting or as the Chapter Board may otherwise direct, but no failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings there at.
- 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 rollcall 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 meeting.

Section 4. Removal

A. Any member of the Board of Directors who fails to attend 4 meetings (board meetings or committee meetings) within a year will be brought before the Board and may be removed from office by a majority vote of the Board of Directors.
B. Any board member may be removed with or without cause, at any meeting of the Board, by a majority vote of the members of the Board of Directors then serving.
C. Any board member being considered for removal from the Board shall have the right to be heard by the Board before an official vote is taken.

Section 5: The fiscal year of the Chapter shall be the calendar year, unless otherwise determined by the Board of Directors.

Article VII Nominations and Election

Section 1: Chapter Nominations

- The Nominating Committee shall be made up of no more than three members. The Committee members will ordinarily be the directors (most recent past presidents). If any of the past presidents are unable to be on the nominating committee, the committee shall be elected by the Chapter Board.
- The Nominating Committee shall solicit candidates for office from the Chapter
membership and shall nominate candidates for offices and director positions to be filled at the annual meeting subject to the approval by the Chapter Board of Directors.

- The Nominating Committee shall report a list of nominations for all Officers and Directors to the membership prior to the annual meeting. (Typically provided at the monthly meeting in April, however email or other means are acceptable). Each candidate shall have consented to serve.
- Nominations from the floor shall be permitted prior to the election. Any candidate nominated from the floor shall have consented to serve.

Section 2: Chapter Elections

- Officers shall be elected by a plurality of the votes of the members present at the Annual Meeting.
- Voting will be by secret ballot for multiple candidates running for office. In the event of only one candidate for any office, voting on that office may be by voice or other means as deemed appropriate by the Board of Directors.
- Chapter members will be provided with at least 30 days notification prior to the day of the election.

Article VIII Chapter Committees

Section 1: Standing committees shall be: the Membership Committee, the Program Committee, the Professional Development Committee and the Communications Committee.

- The Chairperson of these committees shall be the respective Vice President.
- Each committee Chairperson shall appoint or nominate individuals to the committee as Assistant Vice President positions, subject to the approval of the Chapter Board or membership.

Section 2: Duties of Standing Committees

- The membership committee shall promote interests in the Chapter, and in the Association, and conduct an ongoing membership campaign. When requested by the Association, the local Chapter, through its membership committee, shall receive and forward applications for membership to the Association.
- The programs committee shall develop and implement the Chapter training and development events for the year (monthly meetings)
- The professional development committee shall develop and implement Chapter seminars and other special training events (seminars).
- The communications committee shall promote the use of electronic media to enhance communications with the membership. This includes the Chapter Website and electronic newsletter.

Section 3: Other committees may be created by the President whenever deemed necessary.
Article IX  Auditor

The assistant treasurer shall be the auditor to audit the books of the chapter annually, and at such other times as deemed advisable. A report of the findings shall be made to the Chapter Board of Directors on all audits performed.

Article X  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 another 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 XI  Dissolution

To effect dissolution of the Chapter, these bylaws must be rescinded by two-thirds (2/3) vote of the membership no less than ten (10) days after written notification has been provided (by postal mail or e-mail) 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 the International office. All net assets shall go to a welfare, education or civic project designated by the Chapter membership, pursuant to Section 501(c) of the US Internal Revenue Code, with the approval of the Association’s International President and Chief Executive Officer.

Article XII  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 XIII  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.

Change history:

<table>
<thead>
<tr>
<th>Date</th>
<th>Purpose</th>
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<tbody>
<tr>
<td>April 2, 2018</td>
<td>Bylaws amended to add a Vice President and align language with 2018 ISACA International Agreement.</td>
</tr>
<tr>
<td>Amended: January 21, 2016 and approved: May 3, 2016</td>
<td>Bylaws amended to recognize use of email in correspondence and other misc. updates.</td>
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