



ISACA®

Melbourne Chapter

ISACA MELBOURNE CHAPTER BYLAWS

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Article I Name

ISACA MELBOURNE CHAPTER INC.: a Victorian incorporated association registered with Consumer Affairs Victoria under the Associations Incorporation Reform Act 2012 (the Act); Registration number: A0001037H (formerly the Melbourne Chapter of the Information Systems Audit and Control Association), hereinafter referred to as the “Chapter”, is 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 Association Board of Directors, the Chapter is a legally independent entity from the Association, and also independent from any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations.

Article II Chapter's Purpose

The primary purpose of the Chapter is to promote the education of individuals and provide networking opportunities 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, cybersecurity, privacy, control and assurance.

The objectives of the Chapter are:

- A. To promote the education of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, cybersecurity, privacy, control and assurance;
- B. To encourage an open exchange of IT governance, IS audit, cybersecurity, privacy, control and assurance techniques, approaches and problem-solving by its members;
- C. To promote adequate communication to keep members abreast of current events in IT governance, IS audit, cybersecurity, privacy, control and assurance that can be beneficial to them and their employers;
- D. To communicate to management, auditors, universities and IS professionals the importance of establishing and maintaining controls necessary to ensure proper IT governance and effective organisation and utilisation of IT resources; and
- E. To support the Association's professional certifications and certificates.

Per Chapter Affiliation Agreement (CAA) Section XV, the Chapter will conduct itself in a manner compliant with the requirements set out in the Chapter Bylaws (which will reflect the "Minimum Performance Standards" referred to in CAA Section XV, the Association's Articles of Incorporation, Bylaws and Policies and Procedures.

The Chapter will conduct its activities at all times in accordance with the Chapter's Organisational Documents (meaning Chapter's Bylaws, operating manual or other organisational documents as registered with the Chapter Secretary).

Article III Membership and Dues

Section 1. Membership Types and Qualifications

Membership in the Association is a requirement for membership in a Chapter. Membership types in the Chapter will mirror membership types in the Association. Any member of the Association shall be eligible for membership in the Chapter with the same membership type, subject to rules established by the Association Board. Only the Association Board of Directors has the right to add or remove membership types in the Association. Membership types in Chapter are:

- A. Professional Member - any individual with a Professional Membership of the Association. Professional Members of the Chapter shall be entitled to vote and to 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 of the Chapter shall be entitled to vote and hold office at the Chapter level.
- C. Student Member – any member of the Association who is a full-time student currently enrolled in a degree program of an accredited college or university, subject to rules established by the Association Board. Student members of the Chapter shall be entitled to vote and hold office at the Chapter level.
- D. Recent Graduate – any member of the Association who graduated within the last two years from a recognized college or university, subject to rules established by the Association Board. Recent Graduate members of the Chapter shall be entitled to vote and hold office at the Chapter level.

Section 2. Admission

- A. Potential Chapter 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 Chapter and Association dues, to the Association; and
 - 4. Follow the Code of Professional Ethics of 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 and Chapter dues for that individual.

Section 3. Dues

- A. Association and Chapter dues must be paid annually, in full, to the Association. The amount of Chapter dues shall be determined by the Chapter Board of Directors.

- B. A member shall forfeit membership in the Chapter and Association, if dues have not been paid to the Association or Chapter in compliance with terms as set by the Association Board of Directors, as required.
- C. Any additional Chapter dues paid directly to the Chapter must be pre-approved by the Association Board.
- D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual Association or Chapter dues.
- E. Members of the Association who have elected to transfer their membership into the Chapter shall be exempt from paying the Chapter dues for that financial year, as long as chapter dues were paid to the chapter with which they were previously affiliated.

Section 4. Member Termination

Only the Association has the authority to terminate Association and Chapter membership of an individual. Termination of membership in the Association, for whatever reason, shall automatically terminate membership in the Chapter.

Article IV Chapter Meetings

Section 1 Professional Development / Certification Study sessions

- A. Professional Development or Certification Study sessions will serve as the main vehicle for pursuing the objectives of the Chapter. Meetings shall be convened at the discretion of the Chapter Board.
- B. Professional Development sessions are subject to a minimum of 4 educational events annually.
- C. Certification Study sessions are subject to 2 educational events per main Certification Domain annually.

Section 2 Annual General Meeting (AGM)

The Annual General Meeting (**AGM**) shall be held within five months from the Chapter's financial year end. The date and location of the AGM shall be determined by the Chapter Board and shall be for the purpose of; adoption of minutes of the previous AGM and those of any special general meetings held since the last AGM, electing officers, receiving reports of officers and committees, and for any other business that may arise.

Section 3 Special Meetings (SGM)

Any general meeting of the Chapter, other than an AGM is a Special Meeting (**SM**).

Special meetings may be called by the President, Chapter Board or upon written request by at least 10 (ten) percent of members entitled to vote. Business at special meetings shall be limited to the issues giving rise to the holding of such a meeting as embodied in one or more specific subjects which shall accompany the notice of the special general meeting to be sent to all members. The purpose of the meeting shall be stated in the call.

Section 4. Electronic Meetings

Chapter meetings and educational sessions may be held in-person or electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold a meeting electronically shall be approved by the Chapter Board.

Section 4 Mail or Electronic Voting (NOT elections)

If required, and as approved by the Chapter Board in accordance with applicable local laws and regulations, paper mail (postal) or electronic mail (email) may be used for the purposes of membership

voting on resolutions approved by the Chapter Board, and such correspondence will be considered a special general meeting for the purposes of these Bylaws.

- A. Any action that may be taken at any meeting of members may be taken without a meeting, if the Chapter delivers a ballot to every member entitled to vote on the matter.
- B. The method of delivering the ballot may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools (“written ballot”).
- C. A ballot must:
 - 1. Set forth each proposed action; and
 - 2. Provide an opportunity to vote for or against each proposed action.
- D. Approval by ballot pursuant to this section will be valid only when the number of votes cast by ballot equals or exceeds the required quorum, and the number of approvals equals or exceeds the number of votes that would be required to approve the matter.
- E. All solicitations for votes by written ballot must:
 - 1. Be preapproved by the Chapter Board or the membership at a Chapter meeting;
 - 2. Indicate the number of responses needed to meet the quorum requirements;
 - 3. State the percentage of approvals necessary to approve each matter;
 - 4. Specify a reasonable time by which a ballot must be received by the Chapter in order to be counted; and
 - 5. Be considered a special meeting for the purposes of these Bylaws.

Section 5 Quorum for Chapter Meetings

The quorum for an AGM or special meeting, in-person or electronically, is 10 (ten) percent of the members. In absence of quorum, the meeting will be adjourned, and reconvened not more than 21 days after the adjournment, unless otherwise determined by the chapter board. The new date and time will be communicated to the 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 Notice of General Meetings

The Secretary must give to each member:

- A. At least 21 days notice for Annual General Meeting or any Special Meeting;
- B. Notification may be by hand delivery, postal mail, email or via secured and validated electronic/internet-based tools.

Section 8 Other Gatherings

Other gatherings, seminars and social gatherings may be organised with the approval of the Chapter Board.

Article V Chapter Officers

Section 1 - Chapter Officers

The Officers of the Chapter shall be eleven in number, constituting:

- President;
- Vice President;
- Secretary;
- Treasurer;
- Marketing and Communications Director;
- Membership Director;
- Certifications Director;
- Professional Development Director;
- Immediate Past President;
- Research Director;
- Diversity Director

Section 2 - Term of Chapter Officers

- 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 two Chapter offices 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, the parliamentary authority adopted by the Chapter, and relevant legislation applicable to the Chapter.

The Chapter President shall:

1. Preside (Chairperson) at meetings of the Chapter and the Chapter Board;
2. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
3. Appoint all committee chairpersons and members, except the Nominating Committee, with approval of the Chapter Board;
4. Ensure the Chapter is represented by a chapter leader at all ISACA leadership events. Attendance of individual(s) should be approved by the chapter board;
5. Be an ex-officio member of all committees, except the Nominating Committee;

6. Serve as liaison and advisor in coordinating the activities of the Chapter in support of the Association;
7. Present an annual report to members at the AGM - such report is to consist of reports from various Chapter officers and committees;
8. Maintain communications with the Association and respond to Association enquiries;
9. Be responsible for submission of the required annual Compliance documentation to the Association within 30 days after the AGM;
10. Supervise budgetary matters and proper internal control of finances;
11. Be responsible for the enforcement of the Bylaws and the carrying out of all orders and resolutions of the Chapter Board of Directors;
12. Ensure all Chapter Board members have reviewed the Chapter Affiliation Agreement;
13. Keep the Chapter Board of Directors fully informed, and frequently consult the Chapter Board of Directors concerning the business and activities of the Chapter;
14. Execute agreements authorized by the Chapter Board of Directors;
15. Ensure Chapter trainers for ISACA certifications are accredited by the Association; and
16. Perform other duties as those that pertain to the office of President, or which may be delegated by the Chapter Board.

The Chapter Vice President shall:

1. Preside (Chairperson) at meetings of the Chapter and the Chapter Board, in the absence of the President;
2. In the event of a vacancy in the office of President, assume the office of President;
3. Perform the duties of the President in the event of his/her absence or inability; and
4. Perform other duties as pertain to this office.

The Chapter Secretary shall:

1. Take minutes of the meetings of the Chapter Board, membership meetings, and AGMs, and maintain a copy of all records required by law;
2. Maintain accurate attendance records;
3. Be responsible as the Public Officer for the legal affairs, Chapter records and correspondence pertaining to the Chapter;
4. Assist the President in the administration of Chapter membership meetings;
5. The Secretary shall prepare notices of all meetings and relevant agendas for those meetings;
6. Assist the President to ensure that appropriate action is taken in accordance with all resolutions of the meetings;
7. The Secretary shall process all correspondence to and from the Chapter and report such to the Board;
8. Monitor and track that all necessary insurance per Article VII, Section 5 are in-force, and within board risk appetite; and

9. Perform other duties as pertain to this office.

The Chapter Treasurer shall:

1. Be custodian of Chapter funds;
2. 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;
3. If received locally, remit dues to the Association as required;
4. Submit a written report at each regular meeting;
5. In concert with the President, authorise expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association;
6. Submit annual financial statements for presentation to the membership at the AGM;
7. Submit books and records for audit when required;
8. File any and all tax forms required;
9. Be responsible for the preparation, after consulting with the other Officers of the Chapter, of an annual budget to be submitted to the Chapter Board of Directors for approval prior to the beginning of the financial year to which the budget is applicable;
10. Maintain/supervise the books and financial records of the chapter. All monies due and payable to the Chapter from any source shall be received by the Treasurer and deposited to the credit of the Chapter in banks, and other depositories designated by the Board of Directors. The Treasurer shall be responsible for keeping proper account of all such monies received by and disbursed on behalf of the Chapter and of all records in connection therewith;
11. Be primarily responsible for the custody of all funds of the chapter. Cheques, drafts or any other disbursements shall be authorised by two directors of the Chapter;
12. Obtain quotes and purchase necessary insurance per Article VII, Section 5, as an essential component of risk management and to manage losses within the Chapter Board risk appetite; and
13. Perform other duties as pertain to this office.

The Immediate Past President shall:

1. Provide advice and guidance to the new President and Chapter Board; and
2. Perform other duties as pertain to this office.

The Marketing and Communications Director shall:

1. Conduct general marketing and publicity of the Chapter, Certifications, COBIT, the Association, and any other new approved initiative;
2. Coordinate initiatives involving partnerships and alliances;
3. Acquire any required marketing materials from the Association as authorised by the Chapter Board;

4. Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorise or sponsor under the direction of the Chapter Board;
5. Identify and use other means of disseminating information about events and the chapter, where appropriate; and
6. Perform other duties as pertain to this office.

The Membership Director shall:

1. Maintain accurate lists of membership;
2. Disseminate membership lists as directed by the Chapter Board, with due regard to security and privacy issues;
3. Report on membership data from the Association;
4. Coordinate plans for maintaining and increasing Chapter membership;
5. Respond to all membership enquiries; and
6. Perform other duties as pertain to this office.

The Certifications Director shall:

1. Develop, with help/guidance from the Chapter Board, a study sessions and annual education budget for submission to the Chapter Board;
2. Maintain Chapter resource material related to ISACA certifications;
3. Ensure chapter trainers for ISACA certifications are accredited by the Association;
4. Promote all Certification accreditation, including exam preparation study sessions;
5. Maintain exam participation rate to sustain the local area as an exam writing site;
6. Report to Chapter Board on certifications registrations, study sessions and exam results;
7. Act as a liaison between exam participants and the Association;
8. Maintain relationships with universities that have cybersecurity-related course work and degree programs; and
9. Perform other duties as pertain to this office;

The Professional Development Director shall:

1. Develop, with help/guidance from the Chapter Board, topic lists and annual education budget for submission to the Chapter Board;
2. Coordinate education committee activities with other Officers;
3. Arrange and recommend interesting, informative topics that will contribute to the personal and professional growth of the membership;
4. Identify speakers or panel/workshop leaders for each meeting;
5. Work with appropriate individual(s) to coordinate registration for meetings;
6. Build a library of program topics, course materials and speakers;

7. Survey members to determine topics of interest;
8. Distribute and collect evaluation forms at appropriate meetings and provide reports of the results to the Chapter Board;
9. Coordinate with the Treasurer, as appropriate, to obtain a gift, honorarium or fee for the speaker(s);
10. Send letter of thanks to the speaker(s);
11. Maintain a record of monthly meetings and attendees, as retention of such is crucial when a certification holder in the Chapter is audited and needs to verify his/her attendance;
12. Provide biographical material of all speakers to the webmaster for publication on the Chapter web site; and
13. Perform other duties as pertain to this office.

The Research Director shall:

1. Help identify potential SMEs, if requested, to participate in development or review of ISACA research initiatives.
2. Stay abreast of new ISACA research, publications, and thought leadership by reviewing details on the ISACA website, www.isaca.org/resources.
3. Liaise with appropriate chapter leaders/board members to ensure information about ISACA research is relayed to chapter members, as appropriate.
4. Maintain communication with ISACA research department to provide feedback on deliverables, as requested.
5. If the chapter decides to conduct research on a topic related to IT audit, IT governance, IT risk, or information security (i.e., the topic areas ISACA serves):
 - Focus on a topic that is of interest to them,
 - Ensure items are geographically pertinent, and
 - Present the findings/final report at a chapter event.

The Diversity Director shall:

1. Be the Liaison and support for the Association's One In Tech program.
2. WeLeadTech - Create pathways for culturally diverse workforce, build opportunities for leadership skills, mentorship, career guidance and promote certifications for stronger equity in tech fields.
3. Oversee, guide and support the SheLeadsTech program, empower women in underrepresented tech workforce and supporting women in schools, Universities and in workforce. Provide advice and guidance to the Ambassadors.
4. Young Leaders in Tech, provide students with knowledge and skills in the Digital world. Engage with Universities in the diversity initiatives for strengthening representation of diverse technology workforce.
5. Promote and grow Diversity and Inclusion within Melbourne Chapter.

6. Lead Diversity subcommittee.
7. Support and oversee SheLeadsTech subcommittee.
8. Collaborate and partner with organisations with similar initiatives to increase visibility and opportunities in technology.
9. Perform other duties as pertain to this office.

Duties of Officers

1. Attempt to attend all meetings of the Board and general meetings. Leave of absence should be obtained from a meeting in cases where a director is unable to attend that meeting. Where a director is absent without leave from three consecutive meetings where his/her attendance is required, the Board may, at its discretion, remove that director from office.
2. Report to Chapter Board on regular basis.
3. Chapter agrees to comply with the requirements of the United States Foreign Corrupt Practices Act (FCPA) and other national and international anti-bribery and corruption legislation.
4. All Officers shall perform their duties in compliance with relevant legislation, including but not limited to the *Associations Incorporation Reform Act 2012* (VIC) and *Associations Incorporation Reform Regulations 2012* (VIC).

Section 4 - 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 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

The Immediate Past President shall be an ex-officio member of the Board and not subject to election in that capacity.

- A. A Nominating Committee of three members shall be elected by the Chapter Board at a board meeting within two months of the Chapter Financial year end.
- B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall strive to nominate two candidates for each office to be filled at the AGM. These solicitations can be by e-mail, mail, via the web site, in person announcements at Professional Development sessions or a combination thereof.
- C. The Nominating Committee shall report to the membership at least two months before the AGM.
- D. Nominations from the floor shall not be permitted prior to the election.
- E. Each candidate shall have consented to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form. These documents should be retained electronically in a location that is determined and accessible by all members of the Chapter board.

Section 2 - Chapter Elections

- A. Officers shall be elected by secret ballot. The candidate who receives a simple majority of those members present and voting shall be declared elected.
- 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 elections will be held electronically using a secure online voting tool and following the election rules as determined by local law and the Chapter Board of Directors.

Article VII Chapter Board

Section 1 - Composition of the Chapter Board

The Chapter Board shall consist of the 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. Hold Chapter Board meetings at least 4 meetings 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 at least 50% of the 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. On at least an annual basis, provide or make available to Chapter members reports of all activities, revenue and expenditures.
- E. Review Chapter Organisational Documents and Bylaws at least annually and ensure that they are consistent in all material respects with the Association's Articles of Incorporation and the Association's Bylaw requirements, and with the Association's Policies & Procedures.
- F. Perform the duties prescribed in these Bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.
- G. Regular or special general meetings of the chapter board may be held electronically, as long as all members can simultaneously hear each other and participate during the meeting. The decision to hold electronic Chapter Board Meetings shall be approved by the Chapter President or the Chapter Board. 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.
- H. Notice of meeting of the Directors shall be in writing at least 10 days prior to the meeting unless all Directors agree in writing to waive such notice.
- I. Chapter to complete and submit to the Association the written reports required under "Chapter's Reporting Obligation" contained in section VIII.F of the Chapter Affiliation Agreement.
- J. Chapter to be responsive to the Association, the Association staff and Chapter member inquiries and communications.
- K. Chapter to participate in and/or publicise the Association's activities and programs.

- L. Chapter to provide all Chapter event information to the Association as set forth in ISACA's Policies and Procedures or otherwise reasonably requested by the Association.
- M. Chapter to keep up to date with changes to the Association's Policies and Procedures.
- N. The Chapter shall keep all records (including personal information records under privacy and data protection laws) as required by law, and for minutes, the records must be retained for 7 years after the record is created, or extended periods if required as evidence. To the extent that laws permits, the Association shall have the right to audit all books and records of the Chapter. The records covered by this article include any records for which an officer is responsible under Article V of the Chapter Bylaws.
- O. The Chapter is prohibited from conducting any activity that is not consistent with the mission and purpose of the Association and with the objectives of the Chapter.

Section 3 - Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget in advance of presentation for ratification at the AGM.
- B. Expend funds allotted in the approved budget.
- C. Authorise non-budgeted expenditures not to exceed AUD \$10,000 without prior approval of the membership.
- D. Separate estimates of income and expenditure shall be prepared for all functions where estimated expenditure is greater than an amount to be determined by the Board of Directors. Such estimates shall be approved by the Board prior to the expenditure of any such monies.
- E. Maintain a bank account into which funds received from the Association are deposited.

Section 4 - Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from 1st December to 30th November unless otherwise established by the Chapter Board.
- B. The Chapter Board shall ensure that annual financial statements are prepared and verified or audited – as required by local law and/or these Bylaws – by an individual who is NOT a member of this Chapter. The verification or audit will be approved by the Chapter Board, presented to members at the AGM, and submitted as part of compliance reporting to the Association.

Section 5 - Insurance

The Chapter Board shall carry adequate insurance coverage at all times to insure the risk associated with the Chapter's activities. The Chapter shall hold the Association harmless from any lawsuits, damages, other expenses or liabilities, arising out of the activities of the Chapter.

Section 6 - Quorum

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

Section 7. Removal

- A. Any Officer who fails to attend three [3] Chapter Board meetings within a year and/or three [3] committee meetings (as applicable) within a 12-month period may 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. 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

Section 1 - Committee Membership

Membership of committees shall be open to:

Members of the Chapter;

Section 2 - Professional Development Committee

There shall be a Professional Development Committee with the objective of developing and implementing the Chapter events and development events for each year. The committee shall recommend and oversee seminars of professional education.

Section 3 - ISACA Certifications Study Sessions Committee

There shall be a Certifications Study Sessions Committee with the objective of developing and implementing at least 2 sets of Study Sessions for each main Association Certification for each year. The committee shall be constituted by the Chapters' Accredited Trainers and assisting members, and the committee shall organise material and schedule for delivery of study sessions.

Section 4 - Special Committees

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

Section 5 - Committee Chairperson

Each Standing Committee shall have a Director as its chairperson.

Section 6 - Committee Secretary

Each committee shall select from amongst its numbers, a committee secretary who shall be responsible for recording the activities of the committee and file a copy with the Chapter Secretary.

Section 7 - Committee Other Officers

A committee shall select other sub-committee members consistent with its objectives as it deems fit.

Section 8 - Duties of Committee Chairperson

The chairperson of a committee shall be responsible for:

1. Ensuring that the committee fulfils the objects of its formation; and
2. Keeping the Chapter Board advised of all aspects of its activities.

Section 9 - Committee Meetings

- A. Committee meetings shall be held at the discretion of the Committee Chairperson or the President.
- B. Chapter committee meetings may be held in-person or electronically. A member not physically present at a Chapter committee meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other.

Section 10 - Notice of Meeting

Requirements for notice of committee meetings shall be determined by the Chairperson of each committee.

Section 11 - Committee Meetings Quorum

Quorum for committee meetings shall be a simple majority of all committee members.

Article IX Indemnification

Chapter shall indemnify, hold harmless, and defend the Association and its parent, officers, directors, partners, members, shareholders, employees, agents, affiliates, successors and permitted assigns (“ISACA Indemnified Parties”) against any and all losses, damages, liabilities, deficiencies, claims, actions, lawsuits, judgments, settlements, interest, awards, penalties, fines, costs, or expenses of whatever kind, including reasonable attorneys' fees, fees, and the costs of enforcing any right to indemnification under the Chapter Affiliation Agreement and the cost of pursuing any insurance providers, incurred by the ISACA Indemnified Parties, arising out of or relating to any claim of a third party (“Claim”).

Article X Dissolution

If dissolution of the Chapter becomes inevitable, these chapter Bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership present and voting at a Chapter Meeting after ten (10) days' notice has been provided via postal mail or email 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 ISACA Global/the Association. 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 Section 501(c) of the US Internal Revenue Code [or the appropriate country/state/province governing code] with the approval of the Association Board Chair and Chief Executive Officer.

Article XI. 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, any special rules the Chapter may adopt, or the laws of the country where the Chapter is located.

Article XI Amendment of Chapter Bylaws

The Chapter Board shall approve all suggested bylaw changes and forward them to the Association, in English, with changes indicated. The Association must give written approval to all Bylaw changes prior to them being submitted for a vote by Chapter membership.

Chapter Bylaw amendments can be approved at *any* Chapter meeting by a two-thirds (2/3) vote of the Chapter Members present and voting, provided the amendment has been submitted in writing at the previous meeting, or has been mailed or emailed to the entire Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Chapter Board should advise the Chapter Relations team at the Association after the bylaw amendments have been approved by the membership and send a copy of the final, approved version of the Bylaws. If the Bylaws were approved in a language other than English, an English translation of the same should be provided. If translation expenses are prohibitive, the Chapter can request the Association have the Chapter Bylaws translated. Such request is subject to review and final approval by the Association.

The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the Bylaws. The Chapter must ensure the chapter Bylaws comply with the Association's Bylaws and applicable local laws and requirements.

Document Control

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