ISACA SAN FRANCISCO CHAPTER, LLC

BYLAWS

(As Amended May 19, 2015)
ARTICLE I: GENERAL PROVISIONS

Section 1.01: Name

The name of this organization shall be ISACA San Francisco Chapter, LLC (herein referred to as the "Chapter"), a Chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), herein 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.

Section 1.02: Principal Office

The principal office and meeting place of the Chapter shall be located at such place as the Chapter Board shall determine. The Chapter Board is granted full power and authority to change said meeting place from one location to another.

Section 1.03: Purpose and Objectives

This organization is an affiliated chapter of the Association. Its purpose is the same as that of the Association, namely: 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 Information Technology (IT) governance and Information Systems (IS) audit, control, and assurance, pursuant to Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, and in accordance with California law.

More specifically, the objectives of the association, and of this 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 and IS audit, security, control and assurance;

(b) to encourage an open exchange of IT Governance and IS audit, security, 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 and IS audit, security, 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 controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and

(e) to promote the Association’s professional certifications.

ARTICLE II: MEMBERSHIP AND DUES

Section 2.01: Classifications and Qualifications

Membership in the Association is a requirement for membership in the Chapter. Therefore, upon joining the Chapter, a person must also join the Association, with accompanying rights and responsibilities.
Section 2.01: Membership

(a) Member - any person interested in the purpose and objectives of the Chapter as stated in Article I 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.

(b) 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 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. Student members shall be entitled to vote and hold office at the Chapter level.

Section 2.02: Admission

(a) Potential members shall:
   1. Meet the requirements of membership as outlined in Article II, Section 2.01.
   2. Complete an Association membership application form.
   3. Pay required dues to the Chapter and the Association.

(b) Membership in the Association shall be conferred upon an individual when the Association has received the required Association dues for that individual.

Section 2.03: Dues

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

(b) A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.

(c) A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as required.

(d) Resignation - any member who resigns shall not be entitled to a refund of his/her annual membership dues.

Section 2.04: Chapter Area

The specific geographical areas served by the San Francisco Chapter are the California Counties of San Francisco, San Mateo, Alameda, Marin, Sonoma, Solano, and Contra Costa. In addition, Members-At-Large or prospective members who live or work outside of these counties may join this Chapter, if not contrary to the Association bylaws.
ARTICLE III: MEETINGS

Section 3.01: Annual General Meeting (AGM)

(a) Purpose

An Annual General Meeting of the Chapter shall be held in June or July for the purpose of announcing the results of the election of officers and directors for the ensuing term, receiving reports from current and retiring officers and committees, and for any other business as may properly come before such meetings. The date and location of the annual general meeting shall be determined by the Chapter Board.

(b) Notification of Meeting

Written notification shall be sent to all members at least 30 days in advance of the Annual General Meeting. The notification should include the date, time and location of the Annual General Meeting, including the general nature of the business to be transacted. No failure in delivery of such notices shall invalidate the meeting or any action taken thereat.

Section 3.02 Regular Membership Meetings and Education Events

The regular meetings of the Chapter shall be held at least quarterly, at such time and place as the Chapter Board shall determine, unless otherwise ordered by the Chapter Board.

Section 3.03 Special Membership Meetings

(a) Special Meetings

Special Meetings to transact Chapter business may be called by the President, the Chapter Board, or the President of the Association.

(b) Time and Place

The Special Meetings shall be held at a time and place determined by the Chapter Board. Special Meetings shall be scheduled to coincide with regular monthly education events when appropriate.

(c) Notification of Meeting

All members shall be sent written notification of business to be transacted, and the date and location of each Special Meeting at least 10 days in advance of the date selected (30 days in advance when changes to the Chapter Bylaws are to be approved). Such notification may be sent by postal or electronic mail. No failure in delivery of such notices shall invalidate the meeting or any action taken or proceedings thereat.

Section 3.04 Quorum and Voting

Thirty members shall constitute a quorum and all members present in person shall be eligible to vote at any meeting of the Chapter.

Voting shall be by ballot unless waived by the majority of the members present.
All business coming before the members at meetings of the Chapter shall be approved by a majority vote of those present in person or by written ballot unless otherwise required by these bylaws.

ARTICLE IV: CHAPTER BOARD

Section 4.01: Number and Composition of the Chapter Board

The Chapter Board shall consist of:

(a) The five elected officers of the Chapter (see ARTICLE V, Section 5.01)
(b) Seven elected Directors
(c) The immediate Past President of this Chapter (If the immediate Past President is unable to serve, the Chapter Board may appoint the next immediate Past President who is willing to serve).

Section 4.02: Elections

(a) The election of Officers and Directors shall be in accordance with Article VI.
(b) Chapter Officers and Directors shall be eligible for re-election. No member of the Chapter Board shall be eligible to serve more than two consecutive terms in the same office.

Section 4.03: Term of Office

(a) Elected Officers, except the immediate Past President, shall be elected for a term of one year, or until their successors are elected and assume office, or until they resign or are removed from office.
(b) Elected Directors 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.
(c) Officers and Directors shall take office at the conclusion of the Annual General Meeting following election.

Section 4.04: Duties and Responsibilities

(a) The Chapter Board shall be the governing body of this Chapter and its action shall be final, unless otherwise specifically provided by these bylaws or those of the Association.
(b) The Chapter Board shall provide for an independent audit of the financial affairs of the Chapter, annually, and at such other times as it may deem advisable.

Section 4.05: Meetings of the Chapter Board

(a) The Chapter Board shall hold at least four meetings annually at such time and place as it may elect. Board meetings may be held by conference telephone call. At such meetings, a quorum must be present to conduct business coming before the Chapter Board. To
constitute a quorum, a majority of the total membership of the Chapter Board then in office must be present in person or on the conference telephone call.

All business coming before the Board for approval shall be approved by a majority of those present unless otherwise required by the bylaws.

(b) At all meetings of the Chapter Board, the President, if present, shall act as Chairperson. In the absence of the President, the First Vice President shall act as the Chairperson. In the absence of the President and the First Vice President, the Secretary shall call the meeting to order and preside over the election of a temporary presiding officer. The members of the Board, who are present shall by majority vote choose one among them to act as Chairperson for that meeting.

(c) Notice of meetings of the Chapter Board shall be given to each member of the Chapter Board in advance of the meeting in writing, 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 thereat. Written notice may be waived by unanimous consent of the Chapter Board.

(d) Special Chapter Board meetings may be called by the President or any three members of the Chapter Board. The President may also request an email vote by the Chapter Board on time-sensitive matters that require action before the next regular Chapter Board meeting. The email communication requesting the vote must be sent to all Chapter Board members, and the email vote shall be ratified at the next regular Chapter Board meeting.

(e) Members of the Chapter Board may participate in a meeting through use of conference telephone or similar communications equipment, so long as all members participating in such meetings can hear one another, and a majority of the Chapter Board members agree to the meeting in advance.

Section 4.06: Expenses

Chapter Board members and members of the committees may receive such reimbursement for expenses as may be fixed or determined by the Chapter Board. Chapter Board members shall not be paid any compensation for their services, except in those special cases, when designated by the Chapter Board, where the Chapter Board member shall be appointed to fill a paid position.

ARTICLE V: OFFICERS

Section 5.01: Chapter Officers

(a) Officers

The elected Officers of the Chapter shall be the President, First Vice President, Second Vice President, Secretary, and Treasurer.

(b) Duties

i. President

The President shall be the executive head of the Chapter and, when present, shall preside at all meetings of the members of the Chapter and of the Chapter Board.
The President shall exercise general supervision of the affairs of the Chapter and shall be responsible for the enforcement of the bylaws and the execution of all orders and resolutions of the Chapter Board. The President shall keep the Chapter Board fully informed and shall frequently consult it concerning the business and activities of the Chapter and shall make, on behalf of the Chapter Board, an annual report to the members of the Chapter. The President shall represent the Chapter at Leadership Conference/President Council Meeting(s). The President shall maintain communications with the Association and respond to Association inquiries. The President shall be responsible for submission of the chapter annual report to the Association within 30 days after the annual meeting. The President shall have such additional duties as may be delegated by the Chapter Board.

ii. First Vice President

The First Vice President shall report to the President. In the absence or disability of the President, the First Vice President shall assume the duties of the President for the duration of such absence or disability.

The First Vice President shall be responsible for the administration of assignments from the President and for such other actions as may be authorized and delegated by the Chapter Board.

iii. Second Vice President

The Second Vice President shall report to the President. In the absence or disability of both the President and the First Vice President, the Second Vice President shall assume the duties of the President for the duration of such absence or disability.

The Second Vice President shall be responsible for the administration of assignments from the President and for such other actions as may be authorized and delegated by the Chapter Board.

iv. Secretary

The Secretary shall report to the President and shall be responsible for the legal affairs, Chapter reports, and such other duties as may be authorized and delegated by the Chapter Board. The Secretary shall ensure that the Chapter’s LLC filings and renewal fee payments are kept up to date and shall advise the Chapter Board when the Chapter’s insurance coverage is due for renewal.

The Secretary shall keep minutes of the proceedings at all Membership and Chapter Board meetings, and shall preserve communications pertaining to the affairs of the Chapter. The President may appoint another person to take minutes in the Secretary’s absence.

v. Treasurer

The Treasurer shall report to the President and shall be responsible for recording the financial affairs of the Chapter, for the performance of all duties incident as to the office of Treasurer and such other duties as may be assigned by the Chapter
Board. The Treasurer shall have the power to receive and to disburse such funds of the Chapter as shall be required in the conduct of its affairs and activities.

The Treasurer shall be responsible for the preparation, after consulting with other Officers of the Chapter, of an annual budget. The budget is to be submitted to the Chapter Board for approval prior to the beginning of the fiscal year to which it is applicable. No deficit operating budget shall be approved by the Chapter Board unless the deficit is for the purpose of reducing reserves not expected to be needed in the foreseeable future.

The books and financial records of the Chapter shall be maintained under the supervision of the Treasurer. 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, trust companies, and other depositories designated by the Chapter Board. The Treasurer shall be responsible for keeping proper account of all monies disbursed on behalf of the Chapter and of all records in connection therewith.

The Treasurer may sign, unless otherwise directed by the Chapter Board, any check, draft or other order of the Chapter for the payment of money, subject to such custody arrangements as the Chapter Board may approve. The Treasurer shall be responsible for providing for the custody and safekeeping of all funds and securities of the Chapter. The Treasurer, or any member of the Chapter Board designated by the Chapter Board, shall have the right of access to these funds and securities.

The Treasurer shall submit financial statements to the Chapter Board and to the membership in such form and frequency as the Chapter Board may direct, and to governmental agencies as required by law. The Treasurer shall submit books and records for audit when required.

The Treasurer shall be responsible for preparing and submitting documents required by the Internal Revenue Service and the International bylaws of the Association.

Section 5.02: 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 Chapter 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/her official capacity and as to action in another capacity while holding such office.
ARTICLE VI: ELECTION AND REMOVAL OF OFFICERS AND DIRECTORS

Section 6.01: Manner of Election

The Chapter Officers and Directors shall be elected by the membership of the Chapter (See Article VII, Sections 7.02 and 7.03). All nominees must be members.

Section 6.02: Procedure

(a) All Officers and Directors shall be elected by a plurality of the votes of the members responding to an electronic or paper ballot. Results of the election will be certified by the Election Committee to the Chapter Board and announced at the Annual Meeting.

(b) At the discretion of the Chapter Board, ballots may be sent by either postal mail, electronic mail or other electronic means. Ballots shall be sent by the Election Committee 45 days in advance of the Annual Meeting to all members and shall contain the names of all candidates for vacant Officer and Director positions. Ballots must also contain provisions for write-in votes for each vacant Officer and Director position.

(c) Only Chapter members shall be entitled to receive a mail ballot. All responses must be received by the Election Committee 15 days (or as designated by the Chapter Board) prior to the Annual Meeting in order to be counted.

(d) The Chapter Board shall determine by resolution whatever other procedures it deems necessary to conduct Chapter elections in a proper, reasonable, non-biased and accurate manner.

Section 6.03: Termination of Membership

If the membership of any elected Officer or Director in this Chapter shall for any reason terminate, their office shall automatically become vacant.

Section 6.04: Removal of an Officer or a Director

(a) The Chapter Board may declare vacant the office of any Officer or Director who has been declared of unsound mind by a final order of the court, or convicted of a felony, or who the Chapter Board determines is not adequately fulfilling his/her responsibilities.

(b) Any or all directors or officers may be removed without cause by the affirmative vote of a majority of the members entitled to vote upon the election of such director or officer under Sections 6.01 and 6.02 voting 1) at a duly held meeting at which a quorum is present, or 2) by written ballot in conformity with the California law.

Section 6.05: Vacancies

If the office of any elected Officer or Director shall become vacant for any cause, the Chapter Board shall appoint a person to fill the unexpired portion of his or her term. The unexpired portion served by the appointee shall not count toward the two term limit for officers and Directors.
Section 6.06: Absence or Disability

In the case of the absence or disability of any officer of the Chapter and of any person hereby authorized to act in his/her place during such period of absence or disability, the Board may from time to time delegate the powers and duties of that officer to any other officer or any other person it may select.

ARTICLE VII: STANDING AND OTHER COMMITTEES

Section 7.01: Executive Committee

(a) The Executive Committee of the Chapter Board shall be composed of the President, First Vice President, Second Vice President, Secretary and Treasurer.

(b) The Executive Committee shall have the delegated power to act for the Chapter Board between meetings of the Chapter Board. Such delegated power is subject to ratification of the actions of the Executive Committee at the next Chapter Board Meeting and also subject to any limitation the Chapter Board may from time to time impose on the Executive Committee.

(c) The Executive Committee may not, at any time, take or adopt any action contrary to a previously adopted resolution of the Chapter Board without its concurrence and approval.

(d) The Executive Committee shall carry out all actions directed and all policies adopted by the Chapter Board.

(e) The Executive Committee shall keep the Chapter Board fully informed of its actions, in a timely manner.

Section 7.02: Nominating Committee

(a) The President shall appoint, subject to the approval of the Chapter Board, a Nominating Committee consisting of three Chapter members. Current Chapter Board members may serve on this committee.

(b) The Nominating Committee shall report to the Chapter Board and shall submit a written report to the Chapter Board advising them of the Committee’s nominations prior to preparation of the electronic or paper ballots (See Article VI, Section 6.02). The Nominating Committee shall have sole discretion regarding the nominations except where conflicts with the bylaws occur.

(c) The Nominating Committee shall follow such procedural rules as may be promulgated by the Chapter Board from time to time provided that rules do not conflict with the bylaws nor restrict or control the Nominating Committee’s discretion with regard to selecting nominees from those members eligible for nominations.

Section 7.03: Election Committee

(a) The President shall appoint, subject to the approval of the Chapter Board, an Election Committee consisting of three Chapter members.
(b) The Election Committee shall be responsible for sending ballots to the Chapter Membership; for receipt and tabulation of returned ballots; and submitting a written report of the election results to the Chapter Board.

Section 7.04: Audit Committee

The Audit Committee will be appointed by the Chapter President and approved by the Chapter Board.

(a) The Audit Committee shall consist of at least two Chapter members who shall not have check signing authority or any other conflict of interest.

(b) The Duties of this Committee shall be to cause completion of an annual audit of the records of the Chapter and report those findings to the Chapter Board.

(c) The Committee will perform other duties as directed by the Chapter Board.

Section 7.05: Appointed Committees

The President of this Chapter may appoint, with approval of the Chapter Board, such other Committees as deemed appropriate. The President and 2nd Vice President of the Chapter shall be ex-officio members of all standing committees.

ARTICLE VIII: 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 IX: AMENDMENTS TO THESE BYLAWS

Following approval by the Chapter Board, the Chapter shall forward all bylaws amendments to the Membership Division of the Association, with changes indicated, as the Association must give approval to all bylaws amendments prior to submitting them for a vote by the Chapter membership. The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws. The Chapter Board must ensure the compliance of the bylaws-with the Association’s bylaws and applicable country and state requirements.

These bylaws may be amended at any Annual Membership Meeting, or any Special Membership Meeting called for this purpose, by two-thirds of the members present, provided such amendment has been adopted by two-thirds of the members of the Chapter Board then in office. Notice of such amendment must be sent with the notice of such meeting at least 30 days prior to the date of the meeting. Amendments to these bylaws shall become effective on the date the amendments are approved by the membership.

Following approval by the membership, the Chapter shall advise the Association that the Bylaws amendments have been approved and shall send a copy of the approved bylaws to the Association.
ARTICLE X: FINANCES

Section 10.01: Fiscal Year

The fiscal year of this Chapter shall be the calendar year, unless otherwise established by the Chapter Board.

Section 10.02: Assessments

There shall be no assessments imposed except as approved by a two-thirds vote of the total membership of the Chapter Board then in office and by a majority of the members of the Chapter voting by ballot on the question at the Annual Meeting or a Special Meeting. Assessments shall be established in U.S. dollars.

ARTICLE XI: DISSOLUTION

To effect dissolution of the Chapter, these bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the Chapter shall notify the 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, pursuant to Section 501 (c) (6) of the US Internal Revenue Code [or the appropriate country governing code] with the approval of the Association’s International President and Chief Executive Officer.