

BYLAWS OF ISACA NEW ENGLAND CHAPTER

Bylaws of ISACA New England Chapter (Filed with the MA Secretary of State as “New England Chapter of the Information Systems Audit and Controls Association, Inc, ID # 042592391, a 501 (c)3 nonprofit in the Commonwealth of Massachusetts.”)

Article I. Name

ISACA New England Chapter hereinafter referred to as “Chapter,” is a chapter affiliated with the Information Systems Audit and Control Association, Inc. (ISACA), hereinafter referred to as the “Association.” Although the Chapter is affiliated with the Association and is subject to the Chapter Affiliation Agreement and other directives of the ISACA Board of Directors, the Chapter is a legally independent entity from the Association as well as any other association, enterprise, or entity, and is responsible for its own legal and administrative affairs, including compliance with all applicable laws and regulations

Article II. Purpose

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, cyber/information security, data 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 of benefit 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 support the Association’s professional certifications and certificates.

Article III. Membership and Dues

Section 1. Membership Types, and Qualifications

Membership in the Association is a requirement for membership in the 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 in 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

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

college or university, subject to rules established by the Association Board. Recent Graduate of the chapter members shall be entitled to vote and hold office at the Chapter level.

- E. Honorary member of the Chapter - voted by majority of the Board of Directors to Honorary membership without further payment of Chapter dues. Honorary members are one of the four above types of membership and have rights based on that membership type.

Section 2. Admission

A. Potential 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.
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. 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 set by the Association Board of Directors, as required.

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

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. Educational sessions

Educational sessions of the Chapter membership shall be held a minimum of five (5) sessions per year unless otherwise determined by the Chapter Board.

Section 2. Annual General Meeting, (AGM)

The annual general meeting shall be held once a year in September or October and shall be for the purpose of electing officers, receiving reports of officers and committees, and for any other business that may arise. The date and location of the AGM shall be determined by the Chapter Board.

Section 3. Special Meetings

Special meetings may be called by the President, the Chapter Board or upon written request to the Chapter Board by 20 of the members in good standing based on payment of dues. The purpose of the meeting shall be stated in the meeting notice.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

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 5 Mail or Electronic Voting (NOT elections)

- 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.
- 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 6. Quorum for Membership Meetings

The quorum for the AGM or special meeting shall be at least 150 members. In absence of a quorum, the meeting will be adjourned, and reconvened in a reasonable amount of time, to be determined by the Chapter Board. The new date and time will be communicated to members.

Section 7. Act of the Membership

As long as a quorum is present, 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. Notification

Members shall be notified 30 days in advance of the AGM. Members shall be notified at least 10 days in advance of any special meetings. Notification may be by postal mail, by telephone, by email or other electronic means.

Article V. Chapter Officers

Section 1. Chapter Officers

The Officers of the Chapter are thirteen (13) in number, constituting: President, Executive Vice President, Assistant Vice President, Secretary, Treasurer, Compliance and Operations Officer, and Immediate Past President . The Membership Director, Marketing Director, Academic Relations Director, Audit Director and Program Director.

Section 2. Term of Chapter Officers

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, or until they resign or are removed from office. The term of office shall begin on January 1 following the AGM at which they are elected.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

No member shall hold more than two (2) Chapter office(s) 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.

A. The Chapter President shall:

1. Preside 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 for the Nominating Committee, with approval of the Chapter Board;
4. Be an ex-officio member of all committees, except the Nominating Committee;
5. Ensure the chapter is represented by a chapter leader at all ISACA chapter leadership events. Attendance of individual(s) should be approved by the chapter board.
6. Serve as liaison and advisor in coordinating the activities of the local Chapter in support of the Association;
7. Present an annual report to members at the AGM; such report to consist of reports from various Chapter officers and committees;
8. Maintain communications with the Association and respond to Association inquiries;
9. Review and submit the required annual Compliance documentation to the Association within 30 days after the Chapter's AGM;
10. Supervise budgetary matters and proper internal control of finances;
11. Execute agreements authorized by the Chapter Board of Directors;
12. Ensure Chapter trainers for ISACA certifications are accredited by ISACA; and
13. Perform other duties as pertain to the office of President, or which may be delegated by the Chapter Board.

B. The Chapter Executive Vice President shall:

1. Preside at meetings of the Chapter and the Chapter Board, in the absence of the President or as assigned,
2. Perform the duties of the President in the event of his/her absence or disability
3. Oversee the coordination of training and educational sessions including seminars and breakfast meetings, and
4. perform other duties as designated to this office.

C. The Chapter Assistant Vice President shall:

1. Oversee the coordination, planning and execution of the Annual General Meeting (AGM) and
2. perform other duties as designated to this office.

D. The Chapter Secretary shall:

1. Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting, and maintain a copy of the records,
2. Maintain accurate attendance records,
3. Be responsible for the legal affairs, Chapter records and correspondence pertaining to the Chapter,
4. Assist the President in the administration of Chapter membership meetings, and
5. Perform other duties as designated to this office.

E. 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 AGM and regular board meeting,
5. In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US dollar credit account held at the Association.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

6. Submit annual financial statements for presentation to the membership at the annual general meeting,
7. Submit books and records for audit when required,
8. File any and all tax forms required, file annual report with the state of MA and
9. Perform other duties as designated to this office.
- F. The Compliance and Operations Officer shall:
 1. Collect and verify that all board members have acknowledged and signed the conflict of interest attestation and willingness to serve form.
 2. Complete the ISACA NE annual report filing.
 3. Manage/complete the annual "Status of Chapter Compliance" required by ISACA Global.
 4. Manage/Prepare and update policies and procedures required by the Chapter.
 5. Chair the Bylaws Committee.
 6. Prepare quarterly update reports presentable to the Board of Directors.
 7. Review requirements of third party engagements related to conflict of interest, (contact ISACA International for requirements).
 8. Review Chapter contracts for compliance and completeness.
 9. Perform other duties pertaining to this office.
- G. The Immediate Past President of the Chapter shall:
 1. Provide advice and guidance to the new President and Chapter Board
 2. Chair strategic planning committee
 3. Perform other duties as designated to this office.
- H. The Membership Director shall:
 1. Maintain accurate lists of membership,
 2. Disseminate membership lists as directed by 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. Maintain electronic lists of members and guests, with due regard to security and privacy issues,
 6. Forward information on events and other pertinent information to e-mail lists,
 7. Identify and use other means of disseminating information about events and the chapter, where appropriate,
 8. Perform other duties as designated to this office.
- I. The Marketing Director shall:
 1. Conduct general marketing and publicity of the Chapter,
 2. perform e-blasts to inform membership of events and any other new initiatives.
 3. Coordinate initiatives involving partnerships, sponsorships and alliances,
 4. Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
 5. Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and
 6. Perform other duties as pertain to this office.
- J. The Academic Relations Director shall Provide liaison with academic institutions,
 1. Establish opportunities to brief appropriate classes of academic institutions on ISACA, all ISACA certifications and IT governance,
 2. Coordinate scholarship initiatives approved by the Chapter Board,
 3. Liaise with appropriate professors, and where appropriate take steps to establish an "Academic Advocate" program in local academic institutions, and
 4. Perform other duties as designated to this office.
- K. The Audit Director shall support the Compliance and Operations Officer in the following activities:
 1. Oversee the annual audit of the Chapter
 2. Assist in review of contracts under consideration by the Chapter

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

3. Assist in creation, distribution and adherence to operational procedures governing the Chapter.
4. Perform other duties pertaining to this office.
- L. The Program Director shall:
 1. Coordinate special events
 2. Assist the marketing committee in publicizing events
 3. Assist in coordination of the AGM.
 4. Perform other duties pertaining to this office.

Section 4. Chapter Officer Vacancies

- A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Executive Vice President.
- B. If a vacancy should occur in any other office, except that of Immediate Past President the vacancy shall be filled by a Chapter Board vote.
- 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

- A. A Nominating Committee shall be composed of five members: The Nominating Committee shall be appointed by the Board and will include at least one board member and a minimum of two non-board members. The following qualifications must be met in order for a person to an Officer position:
 1. attended at least three of ISACA New England meetings, (full board meetings), OR
 2. joined and participated in an ISACA New England committee, AND
 3. volunteered for ISACA New England events, or educational sessions, or other Board initiatives.
 4. The above is required in addition to regular attendance at the annual general meeting.
- B. In order to be nominated for the position of President, the candidate must have served in two board terms previously, including terms as either an EVP, or AVP, or Treasurer
- C. The Nominating Committee shall solicit candidates for office from the Chapter membership, and shall nominate candidates for offices to be filled at the AGM. .
- D. The Nominating Committee shall report to the membership at least one month before the AGM. Nominations from the floor shall be permitted prior to the election. 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 ballot.
- B. For in-person meetings and 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.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

Section 2. Duties

The Chapter Board shall:

- A. Supervise the affairs and conduct the business of the Chapter
- B. Make recommendations to the membership
- C. Hold Chapter Board meetings—__at least 4__ 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 __5__ [five] members of the Board. Notice must be given to Chapter Board members at least 48 hours before a Special Meeting of the Chapter Board and must include the purpose of the meeting;
- D. Regular or special meetings of the chapter board may be held electronically, 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.
- E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter, and in compliance with local law.

Section 3. Financial Authority

The Chapter Board shall have the authority to:

- A. Approve the annual budget
- B. Expend funds allotted in the approved budget

Section 4. Fiscal Year & Annual Financial Statements

- A. The fiscal year of the Chapter shall run from January 1st through December 31 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 chapter bylaws—by an individual(s), 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 annually to the Association as part of compliance reporting.

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

The quorum for any regular or special meeting of the Chapter Board shall be a majority of the voting members of the Chapter Board.

Section 7. Removal

- A. Any Officer who fails to attend __4__ [number] Chapter Board meetings within a year and/or __4__ [number] 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.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

- 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.

Section 8. Executive Committee

The Executive Committee consists of the following officers: President, Immediate Past President, Executive Vice President, Treasurer, Secretary and Compliance and Operations Officer.

Duties.

A. Authority between Board Meetings. The Executive Committee shall exercise the authority of the Board of Directors between meetings of the Board but only to the extent:

1. necessary to take action on unanticipated business that requires action between Board meetings; and
2. action taken is not contrary to the instructions of the Board of Directors.

B. Other Duties. The Executive Committee shall also determine:

1. Location, date and registration fees for the AGM
 2. Chapter dues
 3. Product and service vendors
 4. Frequency and duration of Executive Board meetings (but no less than quarterly)
 5. Frequency and duration of full Board meetings (but no less than quarterly)
 6. Attendance at ISACA International events including travel expense reimbursement
 7. Change of address for the Chapter
 8. Change of composition and responsibilities of the board by adding, consolidating or eliminating board positions
- C. Hold Chapter Executive Committee meetings at **least 4 meetings per year** at a time and place determined by the Chapter Executive Committee. Special meetings of the Chapter Executive Committee may be called by the President and shall be called upon the written request of three members of the Executive Committee. Notice must be given to Chapter Executive Committee members at least 48 hours before a Special Meeting of the Chapter Executive Committee and must include the purpose of the meeting.
- D. Regular or special meetings of the Chapter Executive Committee 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 Executive Committee Meetings shall be approved by the Chapter President or the Chapter Executive Committee. A conference meeting must be arranged at least 48 hours in advance of the call.

Article VIII. Chapter Committees

Section 1. Standing Committees

There shall be the following standing committees: program, membership, certification, audit, strategic planning, marketing, academic relations, bylaws, and others as necessary.

Section 2. Duties of Standing Committees

- A. The program committee shall develop and implement training and development events for the Chapter. The program committee shall also recommend and oversee seminars of professional education, except exam review courses.
- B. The membership committee shall promote interest 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.
- C. The certification committee shall assist the chapter certification exam coordinator(s) in promoting ISACA's certification examinations and professional designations locally, and shall provide assistance in planning and conducting chapter's exam review courses.
- D. The audit committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the completion date of the audit will be after the annual general meeting, members are to be advised that they may request a copy of the audit

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

letter, to be communicated to them upon completion. Members of the audit committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have conflicts of interest (example: the Treasurer shall not be part of the audit committee).

E. The strategic planning committee shall review the affairs of the Chapter and make recommendations to the Chapter Board and the chapter members concerning ways and means by which the Chapter's purpose given in Article II can be met. The committee shall consist of a chairperson appointed by the president plus at least four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the duties of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and submit plan amendments to the Chapter Board for adoption.

F. The marketing committee shall conduct general marketing and publicity of the Chapter and any new initiatives. The committee shall acquire any required marketing materials from ISACA International and incorporate into chapter activities.

G. The academic relations committee shall maintain liaison relationships with academic institutions and establish opportunities to brief appropriate classes of academic institutions on ISACA and all ISACA certifications and IT Governance. The committee shall assist with coordination of scholarship initiatives approved by the board.

H. The Bylaws Committee, The Chapter bylaws committee 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. The bylaws committee shall report to the Chapter Board. The bylaws committee shall expedite the process of changing the Chapter bylaws in accordance with Article XII of the Chapter bylaws, examine the consistency of the proposed change with other provisions of the Chapter bylaws and with those of the Association, and suggest wording for proposed changes. The bylaws committee shall, before submitting a proposed Chapter bylaws amendment to ISACA, ensure all proposed changes conform with local law.

Section 3 Special Committees. Other committees may be created as necessary by the Chapter Board.

Section 4. Meetings. Chapter committee meetings may be held in-person or electronically, as long as all participants can simultaneously hear each other and participate during the meeting.

Article IX. Indemnification

Chapter shall indemnify, hold harmless, and defend ISACA 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 bylaws must be rescinded by a two-thirds (2/3) vote of the Chapter membership present and voting at an Annual or Special Chapter Meeting after ten (10) days' notice has been mailed via post 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 documentation to the ISACA Global/the Association.

Upon the dissolution of the corporation, all net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or civic projects as designated by the Chapter membership, pursuant to section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code with the approval of the ISACA Board Chair and Chief Executive Officer.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

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 and any special rules the chapter may adopt.

Article XII. 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 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.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022

BYLAWS OF ISACA NEW ENGLAND CHAPTER

Addendum A. Adherence to the Commonwealth of Massachusetts requirements for nonprofit organizations. (This addendum will update automatically upon updates by the Commonwealth without vote by the Chapter membership)

The ISACA New England Chapter, which is organized in the Commonwealth of Massachusetts as a not for profit corporation shall adhere to the following requirements, which are updated from time to time by the Secretary of State for the Commonwealth of Massachusetts:

Articles of Organization

A non-profit corporation shall organize for a non-profit purpose consistent by filing articles of organization with the Corporations Division. M.G.L.A. c180 § 4; 950 CMR 106.03.

Annual Report

Every non-profit corporation organized under the laws of the commonwealth must file a non-profit annual report with the Corporations Division on or before November 1st of each year. M.G.L.A. c180 § 26A; 950 CMR § 106.13.

Articles of Amendment

A non-profit corporation may amend its articles of organization by a vote of two thirds of its members legally qualified to vote at a meeting called for the purpose of amending its articles. M.G.L.A. c180 § 7; 950 CMR § 106.09.

Certificate of Change of Directors or Officers

Non-profit corporations may specify any changes in officers or directors by filing a certificate of change of directors or officers. M.G.L.A. c180 § 6D.

Certificate of Change of Principal Office

Non-profit corporations may specify any changes to the principal office address by filing a certificate of change of principal office. Post office boxes are not acceptable as a principal office address. M.G.L.A. c180 § 10C; M.G.L.A. c156B § 14; 950 CMR 104.08.

Certificate of Change of Fiscal Year

Non-profit corporations may specify any changes to the date of the fiscal year end by filing a certificate of change of fiscal year. M.G.L.A. c180 § 10C; 950 CMR 104.08.

Restated Articles of Organization

A non-profit corporation may restate its articles of organization by a vote of two thirds of its members legally qualified to vote at a meeting called for the purpose of restating its articles. M.G.L.A. c180 § 7; 950 CMR § 106.09.

Additional Massachusetts requirements are detailed under the ISACA New England Chapter procedure regarding Completion of Massachusetts Requirements for Nonprofits.

Approved Date: September 30, 2022

Approved by: ISACA New England Chapter members at 9/30/2022 AGM

Effective: October 1, 2022