

# Bylaws of ISACA New England Chapter

Effective: 01/18/2019

## Article I. Name

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

## Article II. Purpose

### *Chapter’s Purpose*

The primary purpose of the Chapter is to promote the education of individuals for the improvement and development of their capabilities relating to the auditing of, management consulting in, or direct management of the fields of IT governance, IS audit, security, control and assurance.

The objectives of the Chapter are:

- To promote the education and career advancement of, and help expand the knowledge and skills of its members in the interrelated fields of IT governance, IS audit, security, control and assurance;
- To encourage an open exchange of IT governance, IS audit, security, control, and assurance techniques, approaches, and problem solving by its members;
- To promote adequate communication to keep members abreast of current events in IT governance, IS audit, security, control and assurance that can be of benefit to them and their employers;
- To communicate to management, auditors, universities, and to IS professionals the importance of establishing controls necessary to ensure proper IT governance and the effective organization and utilization of IT resources; and
- To promote the Association’s professional certifications and IT governance.

## Article III. Membership and Dues

### *Section 1. Classifications and Qualifications*

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

- A. Member — any person interested in the purpose and objectives of the Chapter as stated in Article II shall be eligible for membership in the Chapter, and the Association, subject to rules established by the Association Board. Members shall be entitled to vote and to hold office.
- 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. 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 dues to the Chapter and the Association.

- 55 4. Follow the Code of Professional Ethics of the Association.  
56 B. Membership in the Association shall be conferred upon an individual when the Association has received the  
57 required Association dues for that individual.  
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59 **Section 3. Dues**

- 60 A. Chapter dues shall be payable on or before 1 January of each year, in an amount determined by the Chapter  
61 Board, plus Association dues.  
62 B. A member whose dues are in arrears for more than 60 days shall no longer be deemed a member.  
63 C. A member shall forfeit membership if dues have not been paid to the Association and to the Chapter as  
64 required.  
65 D. Resignation — any member who resigns shall not be entitled to a refund of his/her annual membership dues.  
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67 **Article IV. Chapter Meetings**

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69 **Section 1. Educational sessions**

70 Educational sessions of the Chapter membership shall be held in accordance with the ISACA International  
71 requirements of five (5) minimum sessions from September through the annual general meeting unless otherwise  
72 determined by the Chapter Board.  
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74 **Section 2. Annual General Meeting**

75 The annual general meeting shall be held in June and shall be for the purpose of electing officers, receiving  
76 reports of officers and committees, and for any other business that may arise. The date and location of the annual  
77 general meeting shall be determined by the Chapter Board.  
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79 **Section 3. Special Meetings**

80 Special meetings may be called by the President, the Chapter Board or upon written request by 20 of the members  
81 in good standing. The purpose of the meeting shall be stated in the call.  
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83 **Section 4. Mail or Electronic Voting**

84 If required, paper mail or electronic means may be used for the purposes of membership voting on resolutions  
85 approved by the Chapter Board, and such correspondence will be considered a special meeting for the purposes of  
86 these bylaws.  
87

88 **Section 5. Quorum for Chapter Meetings**

89 The quorum for any regular, annual general or special meeting shall be at least 20 members. In absence of  
90 quorum, the meeting will be adjourned, and reconvened in a reasonable amount of time, not to exceed one month  
91 later. The new date and time will be communicated to members.  
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93 **Section 6. Act of the Membership**

94 The affirmative vote of the majority of the members at any chapter meeting shall constitute an act of the  
95 membership.  
96

97 **Section 7. Notification**

98 Members shall be notified 30 days in advance of the annual general meeting. Members shall be notified at least 10  
99 days in advance of any regular meetings or special meetings, except in case of emergency. Notification may be by  
100 postal mail, by telephone, by email or other electronic means.  
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102 **Article V. Chapter Officers**

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104 **Section 1. Chapter Officers**

105 The Officers of the Chapter shall be eleven (11) in number, constituting:  
106 President, Executive Vice President, Assistant Vice President, Secretary, Treasurer, Immediate Past President, and  
107 five (5) directors. Additional directors at large (up to 4) can be added at any time at the discretion of the board.  
108

109 **Section 2. Term of Chapter Officers**

- 110 A. The Chapter Officers, except the immediate Past President, shall be elected for a term of one year and the  
111 Treasurer and President which shall be elected for a term of two years, or until their successors are elected  
112 and assume office, or until they resign or are removed from office. The term of office shall begin at the close  
113 of the annual meeting at which they are elected.
- 114 B. No member shall hold more than two Chapter office(s) at a time, and no member shall be eligible to serve  
115 more than three consecutive terms in the same Chapter office.

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118 **Section 3. Duties of Chapter Officers**

119 The Chapter Officers shall perform the duties prescribed by these bylaws, and the parliamentary authority adopted  
120 by the Chapter.

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122 A. The Chapter **President** shall:
- 123• Preside at meetings of the Chapter and the Chapter Board,
  - 124• Appoint all committee chairpersons and members,
  - 125• Be an ex-officio member of all committees except the Nominating Committee,
  - 126• Represent the Chapter at Leadership Conferences, Presidents Council Meetings and other conferences  
127 and functions, where appropriate or appoint another Chapter Board member as a representative, Present  
128 an annual report to members at the annual general meeting - such report to consist of reports from  
129 various Chapter officers and committees,
  - 130• Maintain communications with the Association and respond to Association inquiries,
  - 131• Be responsible for submission of the required annual chapter reports to the Association within 30 days  
132 after the annual general meeting,
  - 133• Supervise budgetary matters and proper internal control of finances, and
  - 134• Perform other duties as pertain to the office of President, or which may be delegated by the Chapter  
135 Board.

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137 B. The Chapter Executive Vice President shall:
- 138• Preside at meetings of the Chapter and the Chapter Board, in the absence of the President,
  - 139• Perform the duties of the President in the event of his/her absence or disability, Oversee the  
140 coordination of training and educational sessions including seminars and breakfast  
141 meetings, and Perform other duties as pertain to this office.

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143 C. The Chapter **Assistant Vice President** shall:
- 144• Preside at meetings of the Chapter and the Chapter Board, in the absence of the President and Executive  
145 Vice President,
  - 146• Perform the duties of the President in the event of his/her absence or disability, and Perform  
147 other duties as pertain to this office.

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149 D. The Chapter **Secretary** shall:
- 150• Take minutes of the meetings of the Chapter Board, membership meetings, and annual general meeting,  
151 and maintain a copy of the records, Maintain accurate attendance records,
  - 152• Be responsible for the legal affairs, Chapter records and correspondence pertaining to the  
153 Chapter, Assist the President in the administration of Chapter membership meetings, and Perform  
154 other duties as pertain to this office.
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- 156 E. The Chapter **Treasurer** shall:

- 157• Be custodian of Chapter funds,
  - 158• Receive and disburse such funds of the Chapter as shall be required in the conduct of its affairs and the
  - 159 carrying on of its activities or as directed by the Chapter Board,
  - 160• Remit dues to the Association as required,
  - 161• Submit a written report at each regular meeting,
  - 162• In concert with the President, authorize expenditures from, or transfers of funds from/to, the Chapter US
  - 163 dollar credit account held at the Association,
  - 164• Submit annual financial statements for presentation to the membership at the annual general meeting,
  - 165• Submit books and records for audit when required,
  - 166• File any and all tax forms required, and
  - 167• Perform other duties as pertain to this office.
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- 169 F. The **Immediate Past President** of the Chapter shall:
- 170• Provide advice and guidance to the new President and Chapter Board, and
  - 171• Perform other duties as pertain to this office.

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- 173 G. The **Membership Director** shall:
- 174• Maintain accurate lists of membership,
  - 175• Disseminate membership lists as directed by Chapter Board, with due regard to security and privacy
  - 176 issues,
  - 177• Report on membership data from the Association,
  - 178• Coordinate plans for maintaining and Increasing Chapter membership,
  - 179• Maintain electronic lists of members and guests, with due regard to security and privacy issues,
  - 180• Forward information on events and other pertinent information to e-mail lists,
  - 181• Identify and use other means of disseminating information about events and the chapter, where
  - 182 appropriate, and
  - 183• Perform other duties as pertain to this office.

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- 185 H. The **Certification Director** shall:
- 186• Maintain resource material related to certifications offered by ISACA,
  - 187• Promote certification accreditation within the Chapter membership, including exam preparation sessions
  - 188 where appropriate,
  - 189• Maintain exam participation rate, where applicable to sustain the local area as an exam writing site,
  - 190• Report to Chapter Board on exam results,
  - 191• Act as a liaison between exam participants and the Association,
  - 192• Encourage Chapter membership to participate in review of Association standards and guidelines, Assist
  - 193 in the inclusion of IT governance, Risk, and other areas of focus of ISACA in presentations in the
  - 194 chapter education sessions,
  - 195• Coordinate with outside bodies on awareness, presentations and conferences related to ISACA
  - 196 certifications,
  - 197• Stay current with the offerings of the Association as related to COBIT and other IT-governance
  - 198 resources, and
  - 199• Perform other duties as pertain to this office.

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- J. The **Marketing Director** shall:
- Conduct general marketing and publicity of the Chapter, all ISACA certifications, COBIT, Val IT the
  - 203 Association, and any other new initiative,
  - 204• Coordinate initiatives involving partnerships and alliances,
  - 205• Acquire any required marketing materials from ISACA International as authorized by the Chapter Board,
  - 206• Exercise general policy control and direction of any mail-out kits, publications, editorial or advertising
  - 207 which the Chapter may issue, authorize or sponsor under the direction of the Chapter Board, and Perform
  - 208• other duties as pertain to this office.

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- K. The **Academic Relations Director** shall:

- 211● Provide liaison with academic institutions,
- 212● Establish opportunities to brief appropriate classes of academic institutions on ISACA, all ISACA
- 213 certifications and IT governance,
- 214● Coordinate scholarship initiatives approved by the Chapter Board,
- 215● Liaise with appropriate professors, and where appropriate take steps to establish an
- 216 "Academic Advocate" program in local academic institutions, and Perform other duties as
- 217● pertain to this office.

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220 L. The **Directors at Large** shall:

- 221 ● Contribute to the work of the Chapter Board on a wide variety of topics and projects, as directed by the
- 222 President and Chapter Board.

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224 **Section 4. Chapter Officer Vacancies**

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- 226 A. If a vacancy should occur in the office of President, the vacancy shall be filled by the Executive Vice
- 227 President.
- 228 B. If a vacancy should occur in any other office, except that of Immediate Past President, the vacancy shall be
- 229 filled by the Chapter Board.
- 230 C. If a vacancy occurs in the office of Immediate Past President, the vacancy shall remain vacant until filled by
- 231 routine succession.
- 232 D. If a Chapter officer's membership in the Association shall for any reason terminate, that individual's position
- 233 as Chapter officer shall automatically become vacant.

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236 **Article VI. Nominations and Elections**

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238 **Section 1. Chapter Nominations**

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- 240 A. A Nominating Committee of three members shall be elected by the Chapter Board at their January
- 241 meeting.
- 242 B. The Nominating Committee shall solicit candidates for office from the Chapter membership and shall
- 243 nominate candidates for offices to be filled at the annual general meeting.
- 244 C. The Nominating Committee shall report to the membership at the regular meeting in April.
- 245 D. Nominations from the floor shall be permitted prior to the election. Each candidate shall have consented
- 246 to serve and shall have completed a Willingness to Serve agreement and Conflict of Interest form.

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249 **Section 2. Chapter Elections**

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- 251 A. Officers shall be elected by ballot.
- 252 B. In the event there is only one candidate for any office, voting on that office may be by voice.

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254 **Article VII. Chapter Board**

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256 **Section 1. Composition of the Chapter Board**

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258 The Chapter Board shall consist of the officers listed in Article V, Section 1.

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260 **Section 2. Duties**

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262 The Chapter Board shall:

- 263 A. Supervise the affairs and conduct the business of the Chapter between business meetings
- 264 B. Make recommendations to the membership
- 265 C. Be subject to the orders of the membership
- 266 D. Meet at least every other month at a time and place determined by the Chapter Board

- 267 E. Perform the duties prescribed in these bylaws and the parliamentary authority adopted by the Chapter  
268 F. Regular or special meetings of the chapter board may be held electronically. A conference meeting must be  
269 arranged at least 48 hours in advance of the call. Each member should seek recognition from the chair before  
270 beginning to speak, and each member should identify himself or herself prior to speaking. Motions will be  
271 voted on by voice vote. If the chair has a problem determining the vote, he or she may call for a roll call  
272 vote.  
273 The roll call vote is for determination of the outcome of the vote and shall not be recorded in the minutes.  
274 The minutes of the meeting shall be approved at the next in-person meeting.  
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276 **Section 3. Financial Authority**

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278 The Chapter Board shall have the authority to:

- 279 A. Approve the annual budget  
280 B. Expend funds allotted in the approved budget  
281 C. Authorize non-budgeted expenditures not to exceed \$10,000.00 without prior approval of the membership.  
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283 **Section 4. Fiscal Year & Annual Financial Statements**

- 284  
285 A. The fiscal year of the Chapter shall run from July 1<sup>st</sup> to June 30<sup>th</sup> unless otherwise established by the Chapter  
286 Board.  
287 B. The Chapter Board shall ensure that annual financial statements are prepared, approved by the Chapter  
288 Board, presented to members at the annual general meeting, and that proof of the audit is submitted as part of  
289 the Chapter Annual Report to the Association.  
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291 **Section 5. Insurance**

292 The Chapter Board shall secure whatever insurance coverage is deemed necessary to meet the needs of the  
293 Chapter.  
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295 **Section 6. Quorum**

296 A majority of the Chapter Board shall constitute a quorum for any Chapter Board meeting.  
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298 **Article VIII. Chapter Committees**

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301 **Section 1. Standing Committees**

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303 There shall be the following standing committees: program, membership, certification, audit, strategic planning,  
304 marketing, academic relations and others as necessary.  
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306 **Section 2. Duties of Standing Committees**

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308 A. The program committee shall develop and implement the Chapter training and development events for the  
309 year. The program committee shall also recommend and oversee seminars of professional education, except  
310 exam review courses.  
311 B. The membership committee shall promote interest in the Chapter, and in the Association, and conduct an  
312 ongoing membership campaign. When requested by the Association, the local Chapter, through its  
313 membership committee, shall receive and forward applications for membership to the Association.  
314 C. The certification committee shall assist the chapter certification exam coordinator(s) in promoting ISACA's  
315 certification examinations and professional designations locally, and shall provide assistance in planning and  
316 conducting chapter's exam review courses.  
317 D. The audit committee shall have the duty of auditing the Chapter accounts at the close of the fiscal year and  
318 reporting to the Chapter Board and subsequently to the members at the annual general meeting. If the  
319 completion date of the audit will be after the annual general meeting, members are to be advised that they  
320 may request a copy of the audit letter, to be communicated to them upon completion. Members of the audit  
321 committee shall be appointed by the Chapter Board and should be selected in a manner so as not to have a  
322 conflict of interest (example: the Treasurer shall not be part of the audit committee).

- 323 E. The strategic planning committee shall review the affairs of the Chapter and make recommendations to the  
324 Chapter Board and the chapter members concerning ways and means by which the Chapter's purpose given  
325 in Article II can be met. The committee shall consist of a chairperson appointed by the president plus at least  
326 four additional members approved by the Chapter Board. The term of office shall be one year. It shall be the  
327 duty of this committee to develop a strategic plan, to regularly review the adopted plan, and to prepare and  
328 submit plan amendments to the Chapter Board for adoption.
- 329 F. The marketing committee shall conduct general marketing and publicity of the Chapter and any new  
330 initiatives. The committee shall acquire any required marketing materials from ISACA International and  
331 incorporate into chapter activities.
- 332 G. The academic relations committee shall maintain liaison relationships with academic institutions and  
333 establish opportunities to brief appropriate classes of academic institutions on ISACA and all ISACA  
334 certifications and IT Governance. The committee shall assist with coordination of scholarship initiatives  
335 approved by the board.

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338 **Section 3. Special Committees**

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

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341 **Article IX. Indemnification**

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343 The Chapter shall indemnify any and all of its directors or officers or former directors or officers or any person  
344 who may have served at its request or by its election as a director or officer of another corporation, against  
345 expenses actually and necessarily incurred by them in connection with the defense or settlement of any action, suit  
346 or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been  
347 directors or a director or officer of the corporation or of such other corporation, except in relation to matters as to  
348 which any such director or officer or former director or officer or person shall be adjudged in such action, suit or  
349 proceeding to be liable for willful misconduct in performance of duty and to such matters as shall be settled by  
350 agreement predicated on existence of such liability.

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352 The indemnification provided hereby shall not be deemed exclusive of any other rights to which anyone seeking  
353 indemnification may be entitled under any bylaw, agreement, vote of members, or disinterested directors or  
354 otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such  
355 office.

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357 **Article X. Dissolution**

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359 If dissolution of the Chapter becomes inevitable, these bylaws must be rescinded by a two-thirds (2/3) vote of the  
360 chapter membership after ten (10) days notice has been mailed to each member. In the event of dissolution, the  
361 Chapter shall notify the Chief Executive Officer of the Association, in writing, indicating the reason(s) for  
362 dissolution and shall return the Chapter charter and any other Chapter or Association documents to International  
363 Headquarters. All net assets shall be distributed to other selected ISACA chapters, or to a welfare, education, or  
364 civic project designated by the Chapter membership, pursuant to Section 501 (c) of the US Internal Revenue Code  
365 with the approval of the Association's International President and Chief Executive Officer.

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367 **Article XI. Parliamentary Authority**

368 The rules contained in the current edition of *Roberts Rules of Order Newly Revised*, shall govern the chapter in all  
369 cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules  
370 the chapter may adopt.

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372 **Article XII. Amendment of Chapter Bylaws**

373 The Chapter Board shall approve all suggested bylaw changes and forward them to the Membership Division of  
374 the Association, with changes indicated. The Association must give approval to all bylaw changes prior to them  
375 being submitted for a vote by chapter membership.

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377 Chapter bylaw amendments will be approved, at any chapter meeting, by a two-thirds (2/3) vote, provided that the  
378 amendment has been submitted in writing at the previous meeting, or has been mailed or e-mailed to the entire  
379 Chapter membership at least ten (10) days prior to the meeting at which it will be considered. The Membership

380 Division of the Association will be advised that the Bylaw amendments have been approved, and will be sent a  
381 copy of the approved version of the Bylaws.

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383 The Chapter Board shall conduct a periodic, ideally annual, comparison of the Chapter practices to the bylaws.  
384 The Chapter must ensure the compliance of the bylaws with the Association's bylaws and any applicable country  
385 or state requirements.

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